



**UNIVERSAL REGISTRATION DOCUMENT**  
AND ANNUAL FINANCIAL REPORT

2019

## KEY FIGURES FOR 2019



NUMBER OF PASSENGERS  
IN PARISIAN AIRPORTS

**108 MPAX**



NUMBER OF GROUP  
PASSENGERS

**234.5 MPAX**



NUMBER OF AIRPORTS  
MANAGED WORLDWIDE

**24**



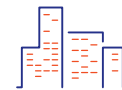
SALES/PAX

**€19.7**



RETAIL SPACE

**65,308 sq.m**



REAL ESTATE AREA  
DEVELOPED IN 2019

**131,943 sq.m**



REVENUE

**€4,700 M**



EBITDA

**€1,772 M**



NET INCOME ATTRIBUTABLE  
TO THE GROUP

**€588 M**



GRUPE ADP



Aéroports de Paris SA  
A public limited company (*Société Anonyme*) with share capital of €296,881,806.  
Registered office: 1 rue de France – 93290 Tremblay en France  
Registered in the Bobigny Trade and Company Register under no. 552 016 628



# UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

Pursuant to Article 19 of the Regulation (EU) No. 2017/1129 of the European Parliament and Commission of 17 June 2017, this Universal Registration Document refers to information contained in:

- ◇ for the 2018 financial year: the annual and consolidated financial statements of Aéroports de Paris for the financial year ended 31 December 2018 and the reports by the Statutory Auditors on these financial statements, presented in Chapter 20 of the Aéroports de Paris Registration Document filed with the AMF on 23 April 2019 under number D. 19-0373 (the “2018 Registration Document”), and the examination of the financial position and results of Aéroports de Paris for the financial year ended 31 December 2018, presented in Chapter 9 of the 2018 Registration Documents;
- ◇ for the 2017 financial year: the annual and consolidated financial statements of Aéroports de Paris for the financial year ended 31 December 2017 and the reports by the Statutory Auditors on these financial statements, presented in Chapter 20 of the Aéroports de Paris Registration Document filed with the AMF on 6 April 2018 under number D. 18-0298 (the “2017 Registration Document”), and the examination of the financial position and results of Aéroports de Paris for the financial year ended 31 December 2017, presented in Chapter 9 of the 2017 Registration Documents.

The information included in these two Registration Documents, 2017 or 2018, other than that mentioned above, have been, where necessary, replaced and/or updated by the information included in this Universal Registration Document.

Pursuant to the AMF’s General Regulation, the 2017 and 2018 Registration Documents are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and Aéroports de Paris ([www.groupeadp.fr](http://www.groupeadp.fr)).

In view of the entry into force on 21 July 2019 of Regulation (EU) 2017/1129 and its Delegated Regulation 2019/980, Groupe ADP is publishing this year’s Universal Registration Document, which uses the nomenclature of Annexes I and II of the Commission’s Delegated Regulation (EU) 2019/980 of 14 March 2019. In addition to its new name, this document meets the objective of improving readability for shareholders and investors with regard to risk factors, global strategy and extra-financial aspects.

This Universal Registration Document is available on Aéroports de Paris’s website ([www.groupeadp.fr](http://www.groupeadp.fr)) and on the AMF website ([www.amf-france.org](http://www.amf-france.org)).

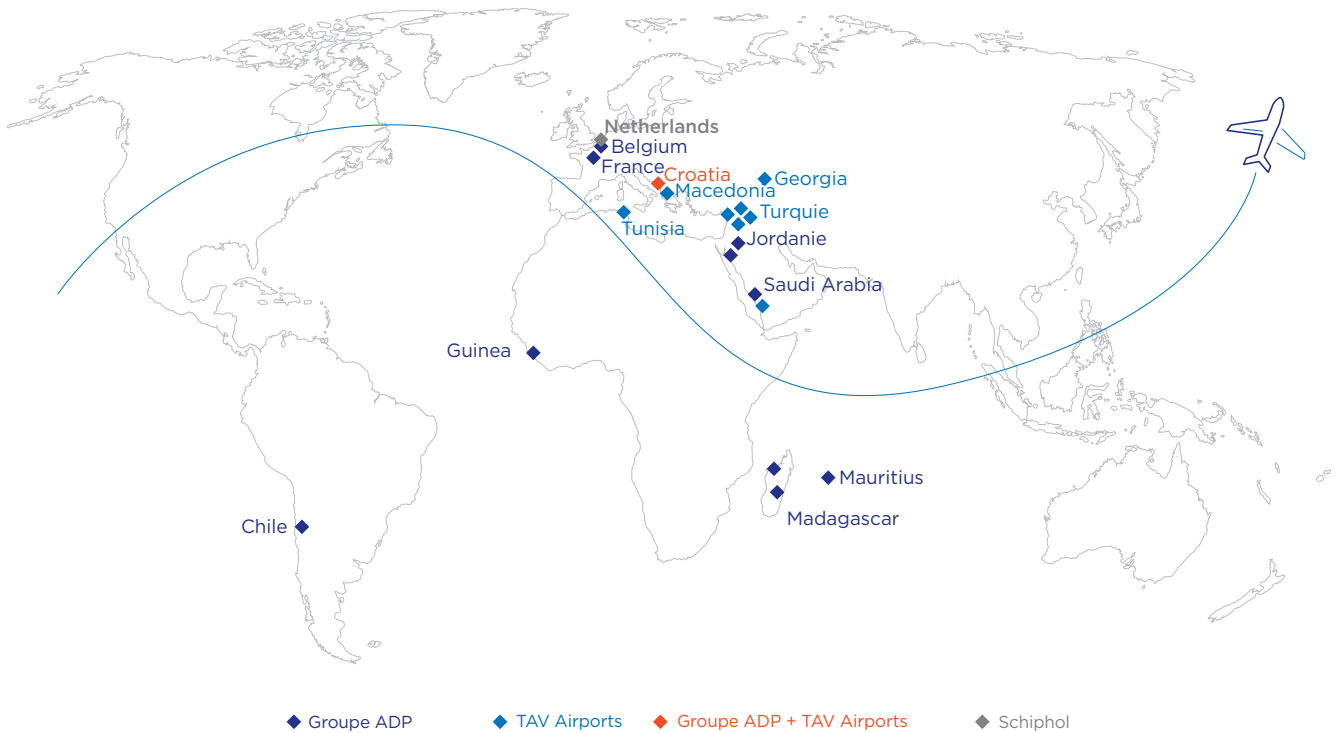


This Universal Registration Document was filed with the AMF on 23 March 2020 in its capacity as competent authority under Regulation (EU) No. 2017/1129, without prior approval in accordance with Article 9 of this Regulation.

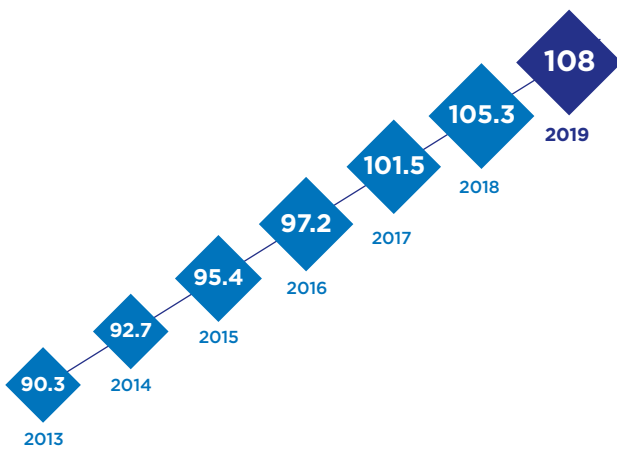
The Universal Registration Document may be used for the purposes of a public offer of financial securities or the admission of financial securities for trading on a regulated market if it is supplemented with an information memorandum and, if applicable, a summary and any amendments to the Universal Registration Document. The resulting whole is approved by the AMF in accordance with Regulation (EU) No. 2017/1129.

# PROFILE OF GROUPE ADP

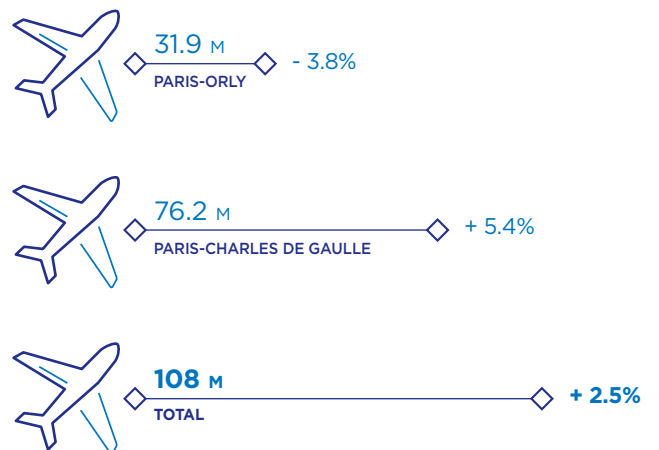
## 24 AIRPORTS MANAGED AROUND THE WORLD



NUMBER OF PASSENGERS USING PARIS AIRPORTS (in millions)



PASSENGERS PER PARISIAN AIRPORT IN 2019 (in millions)

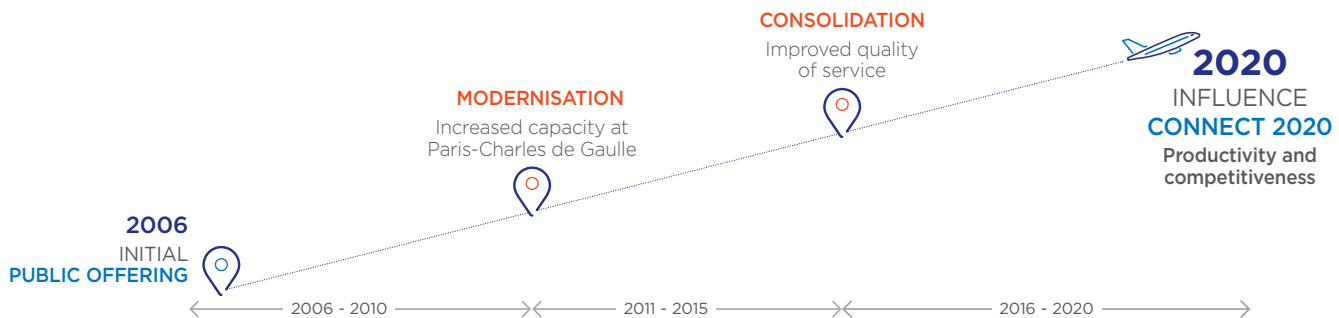






# STRATEGY OF GROUPE ADP

## GROUPE ADP, CONSTANTLY EVOLVING SINCE ITS INITIAL LISTING ON THE STOCK EXCHANGE

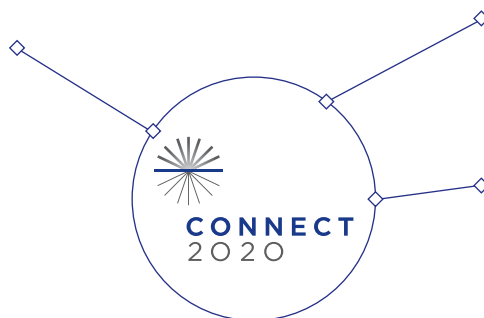


## CONNECT 2020 A 2016-2020 STRATEGIC PLAN TO SERVE OUR AMBITION

### CONNECT OPTIMISE

our infrastructures in Paris:

- Optimise our airports, our tariffs structure and our costs to increase our competitiveness



### CONNECT ATTRACT

our passenger and airline customers and motivate our employees:

- High standards of quality and excellence, for connecting customers in particular

### CONNECT EXPAND

Aéroports de Paris with territories and with the rest of the world:

- Realise the CDG Express
- Export our expertise to new markets

## BE A LEADING GROUP IN AIRPORT DESIGN, CONSTRUCTION AND OPERATION



OPTIMISE



ATTRACT



EXPAND

### Augustin de Romanet, Chairman and CEO of Aéroports de Paris – Groupe ADP, stated:

“2019 saw the early closure of Atatürk airport in Turkey at the beginning of April.

Groupe ADP welcomes the fact that the Turkish Government has fulfilled its commitments by compensating for the loss of earnings due to the early termination of this concession.

Groupe ADP's total traffic stood at 234.5 million passengers for 2019, down 16.7% compared with 2018.

However, excluding traffic at Atatürk airport, the group's traffic increased by +2.3% compared with 2018.

In 2019, revenue increased by over 17% to €4,700 million and EBITDA by 5.5% to €1,772 million thanks to the good performance of all activities and cost control.

Net income attributable to the Group witnessed a slight decline to €588 million.

The dividend per share proposed to the next General Meeting of Shareholders is €3.70, stable compared with 2018.

The Coronavirus epidemic has been raging for several weeks now and has given rise to an exceptional situation. Groupe ADP is working actively to mitigate the operational and economic impacts of this epidemic on its airports in Paris and abroad. An unprecedented financial and operational streamlining plan, including support measures for our customers, has been launched. Groupe ADP will continue to closely monitor the development of the economic situation and will adjust this plan accordingly. I would like to commend all operators in the aviation sector for their spirit of responsibility and all employees of the Group for their active engagement.”

# CONTENTS

<b>01</b>	<b>PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT</b>	<b>7</b>	<b>08</b>	<b>REVIEW OF THE FINANCIAL POSITION AND INCOME <sup>AFR</sup></b>	<b>95</b>
	1.1 Person responsible for the 2019 universal Registration Document and Annual Financial Report	7		8.1 2019 Key figures	96
	1.2 Report of the person in charge	7		8.2 Analysis of 2019 results	96
				8.3 2019 HIGHLIGHTS	103
<b>02</b>	<b>STATUTORY AUDITORS</b>	<b>8</b>	<b>09</b>	<b>EQUITY AND CASH FLOWS <sup>AFR</sup></b>	<b>109</b>
	2.1 Standing Statutory Auditors for the 2019 financial year	8		9.1 Shareholder equity	109
	2.2 Substitute Statutory Auditors for the 2019 financial year	8		9.2 Cash flow	109
				9.3 Financial risk management	111
				9.4 Group commitments	111
<b>03</b>	<b>RISK AND MANAGEMENT</b>	<b>9</b>	<b>10</b>	<b>INFORMATION CONCERNING TRENDS</b>	<b>112</b>
	3.1 Introduction	9		10.1 RECENT EVENTS	112
	3.2 Risk factors	10		10.2 FORECASTS	115
	3.3 Risk management and internal control system	17	<b>11</b>	<b>PROFIT FORECASTS</b>	<b>116</b>
				11.1 2016-2020 period guidances	116
<b>04</b>	<b>INFORMATION ON THE COMPANY</b>	<b>22</b>		11.2 2020 GROUP FORECASTS	118
	4.1 Information	22	<b>12</b>	<b>ADMINISTRATION AND EXECUTIVE MANAGEMENT BODIES</b>	<b>119</b>
	4.2 Capital expenditures	23		12.1 Board of Directors <sup>AFR</sup>	119
<b>05</b>	<b>BUSINESS OVERVIEW</b>	<b>30</b>		12.2 Executive Management <sup>AFR</sup>	<b>123</b>
	5.1 Presentation of the activity	31		12.3 Personal information concerning members of the Board of Directors	123
	5.2 Overview of the market	38	<b>13</b>	<b>COMPENSATION AND BENEFITS OF CORPORATE OFFICERS</b>	<b>124</b>
	5.3 Description of airports owned or directly managed by Groupe ADP in Ile-de-France	45		13.1 2020 Executive officer compensation policy referred to in article L. 225-37-2 of the French Commercial Code	124
	5.4 Description of activities by segment	57		13.2 Non-executive officers compensation policy referred to in article L. 225-37-2 of the French Commercial Code	126
<b>06</b>	<b>ORGANISATION CHART</b>	<b>91</b>		13.3 Amount of compensation payable and paid to corporate officers during the 2019 financial year: information referred to in article L. 225-37-3 of the French Commercial Code	127
<b>07</b>	<b>REAL ESTATE ASSETS AND FACILITIES</b>	<b>93</b>		13.4 Shares in the Company held by Directors and non-voting members of the Board	130
	7.1 Real estate assets and facilities Fixed assets and movable assets owned or used by Aéroports de Paris	93		13.5 Compensation of Executive Committee members	130
	7.2 Retrocession of a portion of gains that may be made from the closing of all or part of an aerodrome operated by Aéroports de Paris to public air traffic	94		13.6 Corporate governance – Adherence to the principles of governance	131

The items included in the Annual Financial Report are identified using the pictogram <sup>AFR</sup>

<b>14</b>	<b>FUNCTIONING OF THE BOARD OF DIRECTORS AND MANAGEMENT BODIES</b>	<b>132</b>				
14.1	Functioning of the Board of Directors and Management Bodies <sup>[AFR]</sup>	132		18.1	Groupe ADP Consolidated Financial Statements as of 31 December 2019	187
14.2	Functioning of the committees linked to the Board of Directors	139		18.1	Groupe ADP Consolidated Financial Statements as of 31 December 2019	225
14.3	Corporate governance – Adherence to the principles of governance	142		18.2	Statutory auditors' report on the consolidated financial statements	268
				18.3	Company Financial Statements and Notes of Aéroports de Paris SA at 31 December 2019	272
				18.4	Statutory auditors' report on the financial statements	303
<b>15</b>	<b>SOCIAL, ENVIRONMENTAL AND SOCIETAL RESPONSIBILITY INFORMATION</b>	<b>143</b>		18.5	Pro forma financial data	306
15.1	Aéroports de Paris Corporate Social Responsibility (CSR) policy	144		18.6	Interim financial data	306
15.2	Providing the Group and its employees with the means for their development	149		18.7	Dividend distribution policy	306
15.3	Social indicators for the Group	157		18.8	Legal and arbitration proceedings	306
15.4	Improving our environmental performance	158		18.9	Material change in the financial or commercial position since 31 December 2019	307
15.5	Dialogue and sharing value with our regions	167				
15.6	Operating in an exemplary way	170		<b>19</b>	<b>ADDITIONAL INFORMATION ON THE SHARE CAPITAL AND PROVISIONS OF THE ARTICLES OF ASSOCIATION</b>	<b>308</b>
15.7	Methodological note on social, societal and environmental reporting	174		19.1	Information on the share capital	308
15.8	Correlation of the extra-financial performance statement and the articles L. 225-102/R. 225-105 of the French Commercial Code which regulate the content of the universal registration document in terms of CSR	177		19.2	Provisions of the Articles of Association	311
15.9	Report by one of the statutory auditors, designated independent third party, on the consolidated statement of non-financial performance	178				
				<b>20</b>	<b>MATERIAL CONTRACTS</b>	<b>314</b>
<b>16</b>	<b>MAIN SHAREHOLDERS</b>	<b>180</b>		<b>21</b>	<b>INFORMATION FROM EXPERTS</b>	<b>315</b>
16.1	Shareholding of the Company <sup>[RFA]</sup>	180		<b>22</b>	<b>DOCUMENTS AVAILABLE TO THE PUBLIC</b>	<b>316</b>
16.2	Change in the control of the Company <sup>[RFA]</sup>	182		<b>22</b>	<b>INFORMATION ON ACQUISITIONS</b>	<b>318</b>
16.3	Shareholder agreement	182		<b>A1</b>	<b>STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS</b>	<b>319</b>
				<b>A2</b>	<b>REPORT ON THE CORPORATE GOVERNANCE OF AÉROPORTS DE PARIS</b>	<b>339</b>
<b>17</b>	<b>OPERATIONS WITH RELATED PARTIES</b>	<b>184</b>		1.1	Compensation	339
17.1	Relations with Government authorities and administrative authorities	184		2.2	Governance	344
17.2	Operations with related parties	185		1.3	Elements likely to have an impact in the event of a public offer	369
				<b>A3</b>	<b>ANNUAL FINANCIAL REPORT</b>	<b>372</b>
<b>18</b>	<b>FINANCIAL INFORMATION ON THE ASSETS, FINANCIAL POSITION AND CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2019</b> <sup>[RFA]</sup>	<b>186</b>				





01

# PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

In this Universal Registration Document, the terms “Aéroports de Paris” and the “Company” both refer to the company Aéroports de Paris SA. The term “group” refers to the group of companies formed by the Company and all of its subsidiaries.

The “Groupe ADP” brand speaks on behalf of all the activities in France and internationally. It carries the relations with the public authorities, shareholders and financial markets, as well as partners. Internally, it is the common foundation for belonging for all employees that it brings together around a corporate project.

The “Paris Aéroport” trademark covers the following specific areas: the sites and applications dedicated to travellers, the content, the free and paying services, the promotion of the Parisian hub, marketing communications, general public events within and outside of the sites.

## 1.1 PERSON RESPONSIBLE FOR THE 2019 UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

Augustin de Romanet, Chairman and CEO of Aéroports de Paris SA.

## 1.2 REPORT OF THE PERSON IN CHARGE

Having taken all reasonable measures for such a purpose, I certify that, to the best of my knowledge, the information contained in this Universal Registration Document, including its appendices, is accurate and correct and contains no omission likely to affect its meaning.

I certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and all the companies included in the consolidation and

that the management report included in the Annual Financial Report included in this document, presents a true picture of the development of the business, income and financial position of the Company and all of the companies included in the consolidation as well as a description of the main risks and uncertainties that they face.

The Chairman and Chief Executive Officer  
**Augustin de Romanet**





## STATUTORY AUDITORS

### 2.1 STANDING STATUTORY AUDITORS FOR THE 2019 FINANCIAL YEAR

The following Standing Statutory Auditors were appointed by the Annual General Meeting of Shareholders of 18 May 2015 for a period of six years, *i.e.* until the end of the Annual General Meeting of Shareholders that will vote on the financial statements for the year ending 31 December 2020:

**Ernst & Young Audit**, 1/2, place des Saisons, 92400 Courbevoie Paris - La Défense 1

Appointed by the General Meeting of Shareholders of 18 May 2015<sup>1</sup>

**Deloitte & Associés**, Tour Majunga, 6 place de la Pyramide, 92908 Paris - La Défense Cedex

Appointed by the General Meeting of Shareholders of 18 May 2015

### 2.2 SUBSTITUTE STATUTORY AUDITORS FOR THE 2019 FINANCIAL YEAR

The following Alternate Statutory Auditors were appointed by the Annual General Meeting of Shareholders of 18 May 2015 for a period of six years, *i.e.* until the end of the Annual General Meeting of Shareholders that will vote on the financial statements for the year ending 31 December 2020:

**Auditex**, Faubourg de l'Arche, 92037 Paris - La Défense Cedex

Appointed on 28 May 2009 and renewed by the General Meeting of Shareholders of 18 May 2015

**BEAS**, Tour Majunga, 6 place de la Pyramide, 92908 Paris - La Défense Cedex

Appointed by the General Meeting of Shareholders of 18 May 2015<sup>1</sup>

<sup>1</sup> Prior to that, Ernst & Young et Autres and Ernst & Young Audit, members of the EY international network, were Statutory Auditors from 2009 to 2014 and from 2003 to 2008 respectively.



# RISK AND MANAGEMENT

<b>3.1 INTRODUCTION</b>	<b>9</b>	<b>3.3 RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM</b>	<b>17</b>
<b>3.2 RISK FACTORS</b>	<b>10</b>	General presentation	17
1 - Risks related to Groupe ADP's activities and to the airport management sector	11	Description of the risk management and internal control system	18
2 - Risks related to the competitive and general context	13	Risk management and internal control systems relating to the development and handling of financial and accounting reports	19
3 - Risks related to economic regulation and compliance	14	Group's general insurance policy	21

## 3.1 INTRODUCTION

The strategic plan "Connect 2020" is a natural extension of the Economic Regulation Agreement (ERA), signed with the French government for the period 2016-2020. It establishes Groupe ADP's objectives for the period 2016-2020. These projects concern both the Group's regulated and non-regulated activities.

The information provided in this chapter concerns the significant risks to which the Group believes itself to be exposed to date (see "Risk factors").

The risk management and internal control system aims to correctly identify the risks inherent to the Group's activities and, consequently, develop appropriate responses.

## 3.2 RISK FACTORS

This section contains a description of the important and specific risks of Groupe ADP's activities.

The risk factors, presented by categories without hierarchy between them, are ranked within the same category by order of importance as of the date of this report. They are numbered in order to facilitate the link between the following table and the detailed descriptions.

The risks have been subject to a hierarchisation depending on their "net criticality", meaning according to their impact and frequency, in regard of the existing mastering elements (see the key below). Some disposals implemented to monitor the activities and risks of Groupe ADP are integrated into the risks factors. Furthermore, section 3.3 of the 2019 Universal Registration Document describes the risk management and internal control system implemented within the Group.

Lastly, Groupe ADP identified, in the following table, some extra-financial risks figuring within the Statement of extra-financial performance of Aéroports de Paris (see section 15.8 of the 2019 Universal Registration Document), deemed significant for this description of the important and specific risks of Groupe ADP's activities.

Groupe ADP's risk factors are grouped in three risk categories (risks related to Groupe ADP's activities and to the airport management sector, risks related to the competitive and general context, risks related to economic regulation and compliance). Each of these categories includes several risk factors, with a total of 15 risk factors.

Category	Sub-category	Description	Net criticality	Extra financial risk
<b>Risks related to Groupe ADP's activities and to the airport management sector</b>	Risks related to external threats	1 - A: In a health context marked by the identification and spread of the COVID-19 coronavirus, Groupe ADP is exposed to the risk of a slowdown in its airport and related activities.	+++	
		1 - B: In a global context of increasing cyber-attacks, Groupe ADP may be exposed to malicious acts on its information systems.	+++	
		1 - C: In a turbulent global geopolitical context, marked by a terrorist threat that is still pervasive, Groupe ADP may be exposed to malicious acts on its facilities or on the assets it operates.	+++	
		1 - D: While in order to reconstitute its free cash flow, Aéroports de Paris plans in particular to make use of external financing, Aéroports de Paris could, in a context of highly volatile markets, enjoy less favourable financial conditions than those it has experienced in the past.	+	
	Risks related to the development and maintenance of airports' capacities	1 - E: Groupe ADP is exposed to the risk of mismanagement of large-scale projects.	++	
		1 - F: Groupe ADP must face the issues of the maintenance of its infrastructure.	++	
		1 - G: Perceived insufficiency in the awareness of territorial and environmental issues may negatively impact Groupe ADP's activities and development projects.	++	✓
<b>Risks related to the competitive and general context</b>	Risks related to the strategic development of the group	2 - A: External factors may have a negative impact on international development, a growth driver for the Group.	+++	
		2 - B: Groupe ADP must face demand for a high quality of service and an increasing competition from the various players of the transport sector.	++	
	Risk related to the concentration of the customer portfolio	2 - C: An important part of Groupe ADP's revenue originates from a limited number of customers.	++	
<b>Risks related to economic regulation and compliance</b>	Risks related to ethical compliance	3 - A: The use of prohibited or unethical and uncompliant business practices by employees or third parties may jeopardize the Groupe ADP's reputation and shareholder value.	++	✓
	Risks related to regulation and regulatory evolutions	3 - B: An important part of the Group' revenue originates from activities subject to regulated fees, which evolution may impact the financial performance or prospects of Groupe ADP.	++	
		3 - C: Regulatory evolutions may undermine Groupe ADP's activity and generate important compliance costs.	+	
		3 - D: Bank and bond loans may be redeemed early in the case of a change of control following the "PACTE" law.	+	
	Risks related to the regulation regarding airport safety	3 - E: Groupe ADP is subject to particularly constraining civil aviation safety standards, which the non-compliance with may have negative consequences for its airport management activity.	+	

Key	+++	++	+
Net criticality	High criticality	Medium criticality	Low criticality



Like other listed companies, Groupe ADP is facing risks related to foreign exchange, interest rates, counterparty and liquidity.

Nevertheless, with regard to its financial position and rating in particular (A+ negative outlook since 27 February 2020, long term credit rating

by the Standard & Poor's agency) Groupe ADP views those risks as immaterial. They are described in the appendix of the group consolidated accounts.

## 1 – Risks related to Groupe ADP's activities and to the airport management sector

### 1.1 – Risks related to external threats

**1 – A: In a health context marked by the identification and spread of the COVID-19 coronavirus, Groupe ADP is exposed to the risk of a slowdown in its airport and related activities.**

Having first appeared in the city of Wuhan in China and qualified as a "public health emergency of international scope" and then as a "pandemic" by the World Health Organization (WHO) on 11 March 2020, the COVID-19 coronavirus epidemic has led to multiple restrictive measures by many countries and companies (banning entry into the territory, confinement, quarantines, closure of all places receiving the public that are not considered essential, suspension of travel and professional events, etc.) to limit its spread.

These measures have led in particular to:

- ◆ the temporary suspensions of air links;
- ◆ a decrease or suspension of travel, in particular to or near countries where the virus is circulating, thus significantly and adversely affecting traffic in Paris and on some of the Group's international platforms.

Current and future measures, given the changing nature of the situation, are likely to have an adverse impact on revenues from airport and related activities (in particular commercial activities) and on Groupe ADP's financial performance. This situation could also affect Groupe ADP indirectly, for example in the event of the default of certain important customers or suppliers, or customer requests for payment delays related to this outbreak.

At the date of filing of this Universal Registration Document, the Groupe ADP 2020 traffic assumptions<sup>1</sup> are no longer relevant. Groupe ADP considers that it will not be possible to meet either the 2020 EBITDA guidance<sup>1</sup>, nor the 2016-2020 financial targets of the Connect 2020 plan (traffic, EBITDA, regulated ROCE).

Groupe ADP is embarking on a major operational and financial optimisation plan. This plan is intended in particular to reduce the costs borne by Groupe ADP, and to take into account the situation of its airline customers and service providers. It will entail:

- ◆ the **closure of infrastructures** to commercial traffic on the Paris and international platforms, which should take place in the next few days. This will involve concentrating activity on certain terminals in order to reduce operating costs for Groupe ADP and the airlines.
- ◆ an **important cost savings plan** with the target of reducing operating expenses in 2020 by €270 million, including €125 million for Aéroports de Paris excluding additional savings from the application of a partial activity regime. Only expenses relating to the proper functioning of the company, guaranteeing the safety and security of its operations and those of its airline and passenger customers will be incurred. Moreover, in a meeting with its Social and Economic Committee on

19 March 2020, Aéroports de Paris presented a plan to apply a partial activity regime to its employees. It is anticipated that this project, which concerns approximately 80% of Aéroports de Paris' workforce, will be effective as of 23 March after completion of the necessary formalities. The expected decrease in expenses from this measure is estimated at between €20 and €25 million per month.

- ◆ **support measures**, in compliance with the applicable rules, for airlines and Groupe ADP's counterparties particularly affected by the effects of the epidemic, in particular:
  - ◆ the suspension of parking fees for aircrafts grounded at Paris platforms as a result of the crisis,
  - ◆ the suspension of rents and rental charges for premises located in the closed Paris terminals,
  - ◆ to the extent possible and depending on the difficulties encountered by customers, adaptation of the applicable payment terms.

**1 – B: In a global context of increasing cyber-attacks, Groupe ADP may be exposed to malicious acts on its information systems.**

Malicious acts on the group's information systems could affect the availability of critical systems, the confidentiality and completeness of data, whether proprietary or entrusted by customers, suppliers or partners, and could even weaken its security systems.

These acts may have adverse consequences on the Group's image, reputation, operational robustness and performance.

In light of these issues and the evolving nature of the threat, Groupe ADP is continuing its actions aimed at strengthening the security of its information systems on the basis of a dedicated policy and corporate governance, including:

- ◆ a major awareness raising plan for Group staff, called Vigie Info;
- ◆ crisis exercises;
- ◆ an assessment of the compliance of its critical IT systems with regulatory obligations and the implementation of any corrective actions.

**1 – C: In a turbulent global geopolitical context, marked by a terrorist threat that is still pervasive, Groupe ADP may be exposed to malicious acts on its facilities or on the assets it operates.**

The facilities or assets operated by Groupe ADP could be targets of external attacks or malicious acts of any kind. The possible consequences of their occurrence could result in damages to persons and property and interruptions in the operation of facilities, thereby putting the continuity of the Group's business activities at risk.

Such acts may damage the Group's reputation and adversely affect not only the traffic on the airports it manages but also its commercial and real estate activities and, in general, its financial position and outlook.

03

Faced with these risks, Groupe ADP has undertaken numerous actions aimed in particular in France at protecting its infrastructures, especially landside shops, in conjunction with the relevant services from the French State. For example, crisis management exercises are regularly carried out with the latter in order to check the robustness of the system.

The international airports have put in place robust security systems. Nevertheless, the Group operates in countries where the geopolitical risk remains high. As a result, this risk is mainly of an external nature. It requires the constant reinforcement of control systems.

These measures cannot, however, protect the Group from malicious acts.

Moreover, terrorist attacks carried out in countries where the Group operates could adversely affect their attractiveness and have repercussions on the level of air traffic. This situation could adversely affect the business activity, financial position and outlook of the Group's concerned airports.

**1 - D: While in order to reconstitute its free cash flow, Aéroports de Paris plans in particular to make use of external financing, Aéroports de Paris could, in a context of highly volatile markets, enjoy less favourable financial conditions than those it has experienced in the past.**

Groupe ADP has sufficient cash flow (€1,500 million at the end of February 2020) to meet its current needs (in particular the maturity of a €500 million bond on 12 May 2020 and the payment of a dividend of €296.9 million for 2019 proposed at the next General Meeting on 12 May 2020 and payable on 10 June 2020<sup>1</sup>) and is working to increase its available cash to meet its non-current financial commitments (second tranche of the GMR transaction<sup>2</sup> for around €670 million over the coming months) and the exceptional situation resulting from the current coronavirus epidemic (CoVid 19)<sup>2</sup>. In addition, the government has decided to extend social and tax deadlines in order to support companies.

In this regard, Aéroports de Paris plans to resort to external financing in 2020. ADP is rated by Standard and Poors, and its long-term rating has been A+ since 2014 (negative outlook since 26/02/20).

The external financing conditions for Aéroports de Paris could, in a context of highly volatile markets, benefit from less favourable financial conditions than those it has experienced in the past. Nevertheless, thanks in particular to the strength of its financial model, Groupe ADP does not anticipate any particular medium- or long-term financing difficulties.

## 1.2 – Risks related to the development and maintenance of airports' capacities

**1 - E: Groupe ADP is exposed to risks related to mismanagement of large scale projects.**

As part of its activities, as contracting owner and project manager, the Group is led to conduct infrastructure projects presenting an inherent complexity and requiring important investments and long investigation procedures and regulatory authorizations. Those projects are mainly related to infrastructures and land improvement of the Group's Île-de-France region platforms, covered by commitments described in the 2016-2020 Economic Regulation Agreement as part of the regulated scope (see section 4.2.2 "Projected Aéroports de Paris' investment programme between 2016 and 2020, excluding financial investments"

of this Universal Registration Document), and may also include with time other infrastructure projects (as part of the 2021-2025 Economic Regulation Agreement, under ongoing negotiation).

The investment program proposed by Groupe ADP amounting for €6 billion on the 2021-2025 period is detailed in section 4.2.4 "Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement" of this Universal Registration Document.

Those projects are characterized by a long investment cycle (from the study phase up to commissioning). Hence, unexpected changes in traffic volume and structure, or significant technological changes may lead to the latter being inadequate to the Group's needs. Furthermore, a saturation of existing infrastructures may occur before the delivery of the new facilities. Lastly, the return on investment could be lower than forecasted, and thus have a negative impact on the Group's financial position and prospects.

Generally, the realization of these projects is subject to a number of technical, industrial, operational, economic, regulatory or environmental risks prone to delay, and even prevent their delivery.

The Group has an investment projects steering scheme relying on an Investments strategic committee and an Engagements committee, both chaired by the CEO.

Furthermore, the Engineering and land improvement division, formulate, organize and realize investments on infrastructure matters in order to fulfill airport and strategic needs on medium and long term.

**1 - F: Groupe ADP must face the issues of the maintenance of its infrastructure.**

Groupe ADP must make available facilities in good working order for its customers.

Given the complexity and density of its physical infrastructure in its Île-de-France region platforms (with a strong increase in reception capacities over the last ten years), the Group is exposed to an obsolescence and value-loss risk of its infrastructure, which may lead to the need of important investments for buildings' restructuring and renovation.

At all of the airports managed by the Group, infrastructure maintenance presents challenges in terms of security, image, customer satisfaction (airlines, passengers), operational effectiveness and relations with the concessionary authority (under the concession specifications). Infrastructure maintenance and investments to address obsolescent facilities is one of the priorities of the "Connect 2020" strategic plan (€1 billion in investments allocated to the Île-de-France region airports) over the 2016-2020 period.

The proposed investment programme is detailed in Section 4.2.4 "Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement" of this Universal Registration Document.

In France, the Airport operations division is managing the technical policy (on maintenance and obsolescence matters in particular) and the infrastructure information. The state of the Parisian platforms and the resources needed to their maintenance in operational condition are monitored in the Investments strategic committee.

<sup>1</sup> For more details, see Chapter 10 - Information concerning trends - Section 10.1.

<sup>2</sup> For more details, see Chapter 10 - Information concerning trends - Section 10.2.

In other countries where the Group operates, infrastructure maintenance is continuously monitored under the concession agreements between the Group's international entities and the concessionary authorities.

**1 - G: Perceived insufficiency in the awareness of territorial, environmental and social issues may negatively impact the Groupe ADP's activities and development projects.**

In a context of global air traffic growth, fight against climate change and environmental pressures on air travel, the Group's challenge is the development of its activity in keeping with the stakeholders. However, new infrastructure development has a social and economic impact on stakeholders, particularly in the regions where it will take place. Furthermore, such projects may lead to specific pollutions (noise, emissions to air, water and soil) and waste management, resource use (water, energy), biodiversity protection and sustainable development issues.

The Group monitors, particularly on its Île-de-France region platforms, to (i) reduce its environmental footprint and that of its providers and

customers, (ii) establish a constructive dialogue with the stakeholders as through the Terminal 4 project and (iii) share the value created by developing the airport activity with the regions, to the benefit of their regional authorities, their companies and their inhabitants.

In addition, the Group Foundation supports general interest projects in the regions where the Group operates in France and abroad, such as in Mauritius and Madagascar, prioritizing education.

Nonetheless, an insufficient awareness, real or perceived, of territorial, environmental or social challenges of the Group's activities may lead to delays or important additional costs as part of development projects realization, may limit the Group's activity and prospects and may have negative impact on its image or reputation. It may as well lead to movements of defiance and demands.

To date, the Group is not subject to any legal or significant administrative proceedings on territorial, environmental and social issues.

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## 2 - Risks related to the competitive and general context

### 2.1 - Risks related to the strategic development of the group

**2 - A: External factors may have a negative impact on international development, a growth driver for the Group.**

Groupe ADP conducts a significant portion of its activities abroad through its subsidiaries and equity interests.

In 2019, the International and airport developments segment accounted for 23% of the Group's revenue (against 23.5% in 2018<sup>1</sup>, 18.4% of the Group's EBITDA (against 18.1% in 2018<sup>1</sup>) and 15% of the operating income from ordinary activities (against 19.9% in 2018<sup>1</sup>).

In 2019, Groupe ADP reaffirmed its ambition to be a world leader in airport management by 2025: with 35 to 40 airports managed worldwide and a forecast of 400 to 450 million passengers, bringing the share of the Group's international activities to around 35 to 40% of the operating income from ordinary activities (see section 5.4 "Description of activities by segment", paragraph "International and airport development", of this Universal Registration Document).

This ambition is based in particular on (i) the consolidation of existing investments by reinforcing the performance of the assets, and (ii) the expansion of its portfolio of airports abroad. The proposed acquisition of 49% of the Indian group GMR Airports in 2020<sup>2</sup> is in line with this outlook and its completion will contribute significantly to the achievement of Groupe ADP's ambition. In this respect, since 26 February 2020, Groupe ADP holds 24.99% of GMR Airports, is a member of GMR Airports' Board of Directors and has extensive governance rights. It is expected that the

second stage of the transaction involving 24.01% of GMR Airports' share capital will be finalised in the coming months. However, it remains subject to certain conditions precedent, mainly regulatory, including obtaining the usual administrative authorisations for this type of project.

However, this achievement may depend on external factors on which the Group has no influence, notably political, economic, regulatory or social events (general strikes, depressed local financial context, armed conflicts, terrorist attacks...) or related to natural disasters (earthquakes, hurricanes...) or exceptional sanitary situations. Such events, in the countries where Groupe ADP operates, may have an impact on the growth driver which is international development, on its airports or associated activities (retail and services, real estate), its financial position and prospects.

**2 - B: Groupe ADP must face demand for a high quality of service and an increasing competition from the various players of the transport sector.**

The airports operated by Groupe ADP are, because of their respective geographical locations and the nature of the traffic handled, in competition with other airport management sector players, as well as, broadly, other means of transportation.

As an example, the Paris-Orly and Paris-Charles de Gaulle airports are in competition with the main European and Middle-Eastern hubs for connecting and receiving intercontinental direct flights, the major regional airports mainly for international traffic, airports specialized in receiving low-cost airlines, and high-speed trains for journeys of less than three hours to and from Paris (see section 5.2 "Overview of the market", paragraph "Retail and services - Parisian platforms").

<sup>1</sup> The IFRS 5 standard "Non-current assets held for sale and discontinued operations" is applying to TAV Istanbul's activities as of the termination of activities at Istanbul Atatürk airport on 6 April 2019 (see the press release from 8 April 2019). The revenue and operating expenses of TAV Istanbul for 2018 and 2019 are therefore presented on a separate line on the income statement titled "net income from discontinued activities". Consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore.

<sup>2</sup> See Chapter 5.4 - Description of activities by segment - International and airport developments - Acquisition of 49% of the Indian group GMR Airports (page 81) and Chapter 10 - Information concerning trends - Groupe ADP carries out the first stage of its acquisition of a 49% stake in GMR Airports, an Indian airport group (page 113).

To respond to this multiple competitive environment, Groupe ADP has made customer satisfaction a priority. This is a quality of service and image issue, corresponding to a fundamental aspect of the airport management profession. In order to optimize passenger experience in Parisian airports, the Customer Division has deployed a "Connecting client 2020" strategy that revolves around four principles (i) maintaining or raising the quality of service to the level of the best European airports, in particular by providing a smooth passenger experience, (ii) increase the number of destinations from and to Paris, (iii) simplify and personalize the customer relationship, in particular by means of digital technology, and (iv) propose the best of the Parisian experience, through a unique offering of retail and services (see section 6.1 of the 2019 Universal Registration Document).

In this context, three abroad airports were elected in March 2019 as best airports in their categories at the ASQ/ACI ranking: Skopje in Macedonia and Zagreb in Croatia for Europe, Queen Alia in Jordan for the Middle-East.

Given its competitive environment, Groupe ADP must propose a high quality of service and may not be able to attract or retain its customers on the airports it operates, which would have a negative impact on its airports or associated activities (retail and services, real estate and international), competitive position, profitability and financial position.

## 3 – Risks related to economic regulation and compliance

### 3.1 – Risks related to ethical compliance

**3 - A: The use of prohibited or unethical and uncompliant business practices by employees or third parties may jeopardize Groupe ADP's reputation and shareholder value.**

The internationalization of Groupe ADP's activities and the reinforcement of regulatory framework prohibiting unethical business practices are prone to expose the Group, its employees or third parties acting for the Group, to penal or civil charges, which may particularly undermine its reputation.

In France, law No. 2016-1691 of 9 December 2016, relating to transparency, the fight against corruption and modernization of economic life, imposes companies to take actions aimed at preventing and detecting acts of corruption or influence peddling, under the supervision of a French anticorruption agency that it establishes, and under penalty of administrative or penal sanctions. This law includes a whistleblower-protection measure, potential penal or disciplinary charges and provide, in companies cases, an internal reporting scheme (see section 15.6 "Operating in an exemplary way", paragraph "The Ethics and Compliance Programme", of this Universal Registration Document).

Similar regulations have been established by the United States of America, the United Nations and/or the European Union and/or the British treasury as well as other competent authorities. As a result of the international nature of some of its activities these regulations may apply to the Group's activities.

Although Groupe ADP implemented all the measures needed to guarantee the compliance of its practices to the regulatory documents,

### 2.2 – Risk related to the concentration of the customer portfolio

**2 - C: An important part of Groupe ADP's revenue originates from a limited number of customers.**

As Groupe ADP's principal airports are those of the Parisian airport system, exposure to risk is focused mainly on the Paris-Charles de Gaulle and Paris-Orly airports whose main customer is the Air France-KLM Group, a member of the Skyteam Alliance.

In 2019, it represented around 44% of the Issuer's revenue and 47.5 million of passenger traffic at Paris-Charles de Gaulle and Paris-Orly airports.

A change in Air France-KLM Group's strategy, particularly in the organization of its connection network with the closure or transfer of some of its activities (passengers, cargo, and maintenance), a significant change in its passenger typology, financial difficulties, a worker strike or a deterioration in the quality of its services could have a material impact on Groupe ADP's financial position and prospects.

An active development policy on connections to and from Paris, as well as the engagement to upgrade the service quality to the level of the best European airports aims at attracting new airlines in order to diversify the customer portfolio, thus reducing Groupe ADP's dependency to the Air France-KLM group. The Group's international strategy also contributes to this diversification objective.

the violation, of any kind, of these regulations could trigger prosecution against Groupe ADP, which may have a negative impact on its results and reputation.

Evolution in these regulations may increase the compliance costs.

### 3.2 – Risks related to regulation and regulatory evolutions

**3 - B: An important part of Groupe ADP's revenue originates from activities subject to regulated fees, which evolution may impact Groupe ADP's financial performance or prospects.**

The activities of Aéroports de Paris in the Paris region are regulated. Under the terms of Articles L. 6325-2 of the French Transport Code (Code des transports) and Article R. 224-4 of the French Civil Aviation Code (Code de l'aviation civile), the French State and Aéroports de Paris may conclude an Economic Regulation Agreement (ERA), which sets the conditions on changes to the pricing of airport charges. For the current period, the 2016-2020 ERA was signed with the French State on 31 August 2015 and provides a framework for setting airport and special fees. These fees represented about 30% of Groupe ADP's revenue in 2019.

The airport fee cap takes into account assumptions on costs, revenue and investments, as well as quality of service targets. The regulation allows for the airport operator to receive, within the regulated scope, a fair compensation on capital invested, assessed based on the weighted average cost of its capital.

However no assurance can be given as to the evolution rate of fees that the State authorities will authorize it to apply beyond 2020. Groupe ADP made public, on April 2<sup>nd</sup>, 2019 the document including the detailed propositions of the Group for the Economic Regulation Agreement 2021-2025 to promote the development of the Paris area platforms.

The main proposals of Aéroports de Paris for the 2021-2025 ERA as well as calendar items are available in the section 4.2.4 "Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement" of this Universal Registration Document.

In accordance with Decree No. 2019-1016 of 3 October 2019 on airport fees which amends the French Civil Aviation Code, on 17 December 2019, the civil aviation minister asked the Transport Regulatory Authority to issue a simple opinion, published on 27 February 2020, on the weighted average cost of capital as part of the regulated scope of the next ERA. The opinion uses a WACC range for the regulated scope between 2% and 4.1%, below the WACC assumption of 5.6% proposed by Aéroports de Paris. Aéroports de Paris does not agree with either the method, the assumptions or the conclusions reached by the ART in its assessment of the WACC (see Section 5.4 "Description of activities by segment" under "Aviation - Parisian Platforms").

The next step of the process is now the address by the minister in charge of Civil Aviation to the Airport Consultative Commission, referred to in article L. 228-1 of the French Civil Aviation Code. No specific time limit is set for the minister to this end. The Airport Consultative Commission will then have two months to release a reasoned opinion, which will be made public. At the conclusion of the Airport Consultative Commission, the minister in charge of Civil Aviation must address the ART in order for it to release a compliant opinion on the Economic Regulation Agreement project. The ART will have two months to release its opinion, this period may be extended by two added months in exceptional and duly motivated cases.

In addition, the ERA may be revised or terminated in advance in case of the occurrence of exceptional and unpredictable circumstances which would translate in an overturn of the economy of the contract. This clause is usual in administrative contracts. It may apply if a particularly serious and persistent situation (acts of terrorism, wars, natural disasters, etc.) generated negatives effects, for instance an important drop in air traffic, beyond what could have been anticipated during the passing of the ERA.

In view of the ART notice published on 27 February 2020, Aéroports de Paris may not have an Economic Regulation Agreement for the next tariff period 2021-2022. In this hypothesis, insofar as ART is in charge of annually certifying the tariffs for airport charges proposed by Aéroports de Paris, the latter will submit to the said authority, for approval, the airport charges for the 2021-2022 tariff period. This approval would fall outside the scope of an Economic Regulation Agreement, but would continue to be governed by the principles set out in the French Transport Code and the French Civil Aviation Code (in particular the principle of fair return on capital employed). In the absence of ART approval, the 2020-2021 tariffs would remain applicable for the period 2021-2022.

This annual pricing approval process and the one regarding the adoption of the next Economic Regulation Agreement are independent in legal terms.

Even with the application of an Economic Regulation Agreement (ERA) which sets the conditions of the pricing for airport charges, and despite the French Civil Aviation Code articles, the ART may challenge the elements which are included within the annual airport charges proposal, under the control of an administrative judge.

Generally, in France as in other countries in which it operates, Groupe ADP cannot guarantee that the airport charges will still be fixed at a level allowing it to maintain its investment capacity on the short, medium and long term, and its patrimonial interests while assuring the fair return on capital employed by the Group into its assets.

### **3 - C: Regulatory evolutions may undermine Groupe ADP's activity and generate important compliance costs.**

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As an international air travel sector player, Groupe ADP is subject to all national and international laws, and regulations that change constantly in a wide range of areas and which differ depending on the countries in which the Group operates (see section 5.4 "Description of activities by segment", paragraph "Legal and Regulatory Environment", of this Universal Registration Document).

Thus, in France, Aéroports de Paris executes public service missions, detailed in concession specifications approved by decree by the Council of State<sup>1</sup> fixing the conditions in which the Issuer carries out public service obligations in compliance with article L. 6323-4 of the French Transport Code. Likewise, the Issuer is subject, for some of its buildings, to specific regulation on safety and fire-fighting regarding publicly accessible premises.

In general terms, a tightening or significant evolution of the norms and regulations applicable to Groupe ADP's activities may cause an increase in costs (compliance, adaptation or reorganization of activities) and have a significant negative effect on its profitability, growth strategy and its operational and financial performance.

In particular, Groupe ADP is unable to guarantee that the requirements to which it is bound under its current concessions specifications will not be more constraining in the future.

Furthermore, the PACTE bill<sup>2</sup>, of which the consequences are detailed in the section 2 Highlights of the period, has confirmed the current regulation model of Aéroports de Paris while allowing the transfer of the majority of its capital to the private sector.

In case of privatization, the Economic Regulation Agreement then applicable will remain fully applicable, without reassessment. However, new concession specifications will apply to Aéroports de Paris. Article 131 of the PACTE bill sets the minimal content of these concession specifications. Those should, as provided for in the aforementioned bill, make provisions to supervise and / or allow different operations, in particular those regarding lands that should be returned to the State at the end of the 70 years of exploitation by ADP. In order to compensate ADP for such return of lands to the State, the PACTE Bill provides for the payment by the French State to ADP of an indemnity broken down into two settlements, the first one to be paid at the effective transfer of a majority of the Company's share capital to the private sector and the second one to be paid at the term of the exploitation of the Parisian airports by ADP.

The modifications affecting ADP's concession specifications may have an impact on its activities and the financial position of Groupe ADP.

<sup>1</sup> Decree n°2005-828 of 20 July 2005 regarding the Aéroports de Paris.

<sup>2</sup> Law n°2019-486 of the 22 May 2019 regarding the growth and transformation of companies.



**3 - D: Bank and bond loans may be redeemed early in the case of a change of control following the “PACTE” law.**

Law no. 2019-486 on business growth and transformation (the “PACTE” law) dated 22 May 2019 contains provisions relating to the Issuer and authorises the transfer to the private sector of the majority of the Issuer’s share capital. Such transfer could also be subject to a referendum in certain circumstances (section 8.3 “2019 Highlights”, of this Universal Registration Document).

The implementation by the French State of such transfer could, as the case may be and in certain circumstances (in particular in the case where a third party acquires, directly or indirectly, more than 40% of the Issuer’s voting rights and if the Issuer’s rating is lowered to BB+ or worse during the change of control period) lead to the occurrence of a change of control (see section 18.1 “Groupe ADP consolidated financial statements as at 31 December 2019”, Note 9.1 “Management of Financial Risk”, of this Universal Registration Document.)

In this case, each noteholder (for an aggregate nominal amount of €5,167 million as at 31 December 2019 for all the notes issued by Aéroports de Paris) may request, if the conditions for the redemption in the case of a change of control were fulfilled, such redemption by the Issuer for all or any of the notes that it holds.

In addition, the loans entered into by the Issuer and the European Investment Bank (two loans for an aggregate amount of €368 million as at 31 December 2019) include a consultation clause in the case of a change of control that could potentially lead the European Investment Bank to request the early repayment of the loans granted if it considers that its interests are not protected (see section 18.1 “Groupe ADP consolidated financial statements as at 31 December 2019”, Note 9.5 “ Financial Instruments”, of this Universal Registration Document).

**3.3 - Risks related to the regulation regarding airport safety**

**3 - E: Groupe ADP is subject to particularly constraining civil aviation safety standards, which the non-compliance with may have negative consequences for its airport management activity.**

The safety of civil aviation is a priority for the air transport industry. Safety standards are established at a global level under the aegis of the International Civil Aviation Organization (ICAO). These measures include the standards and practices recommended by the ICAO and which the signatory states of the Chicago Convention of 7 December 1944 have undertaken to implement. They are not directly applicable and are only ascribed a regulatory value when they are transposed into the states’ national laws.

For airports situated in the European Union, the applicable legal framework is set by European Community law and by the rules of the European Aviation Safety Agency (EASA), which reflect the ICAO’s recommended standards and practices. On this basis, the European Airport Security Certificate can be granted in accordance with the provisions of Regulation (EC) No. 216/2008 of the European Parliament and of the Council of 4 July 2018.

For airports situated in countries outside the European Union, Groupe ADP is subject to the current local certification processes.

Violation of these standards is likely to jeopardize the safety of air transport, prevent the operation of airports and the Group could be held liable.

In addition, these standards could be strengthened, making Groupe ADP responsible for fulfilling additional obligations.

## 3.3 RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

### General presentation

#### A global approach

The risk management and internal control systems to which the management systems contribute, as well as the internal audit system constitute a global approach to control the Group's activities and objectives.

#### Governance and scope

The approach is coordinated by the Security and Risk Management Division, which reports to the Group's Secretary General, and by the Corporate Audit and Internal Control Division, reporting to the Chairman and CEO.

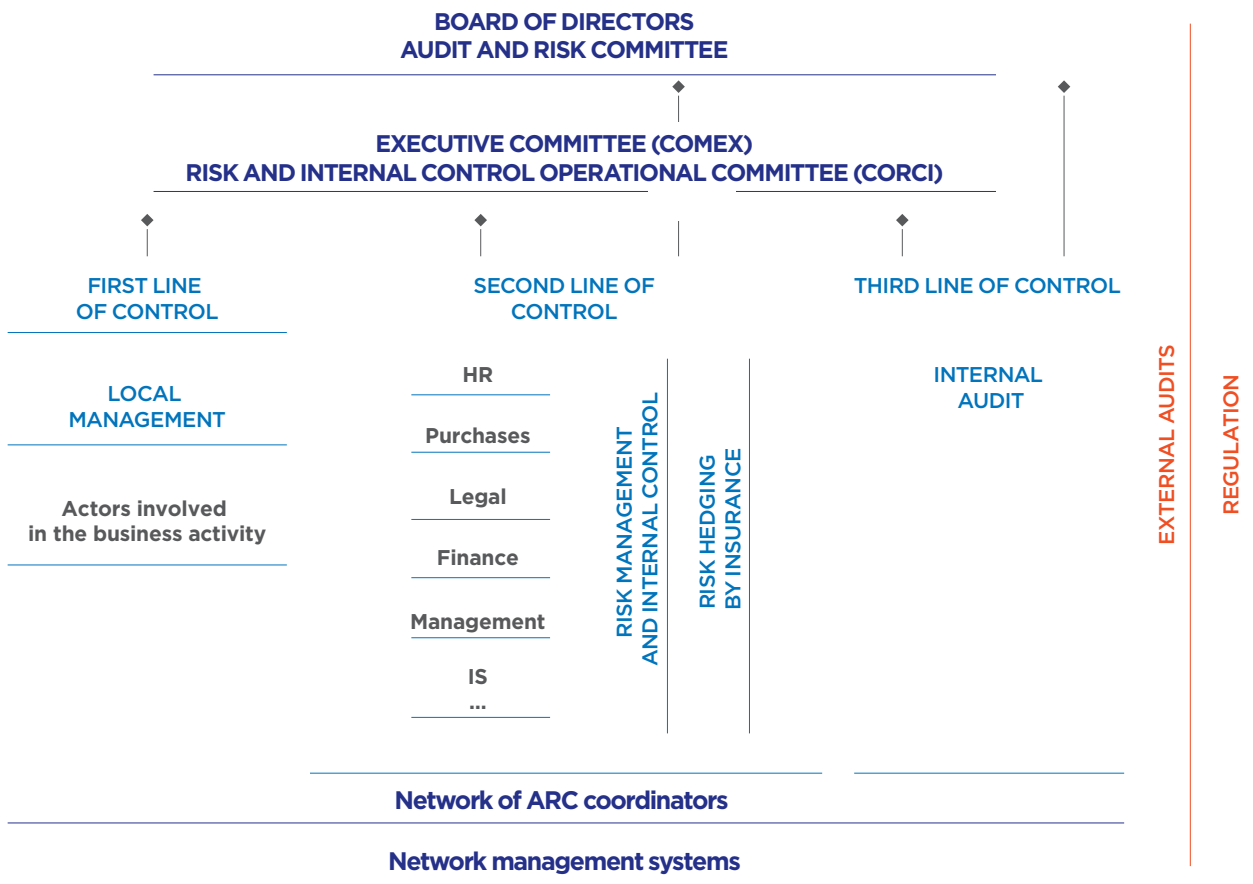
It is supported by:

- the Board of Directors, which determines the directions taken by Aéroports de Paris SA's activity and ensures they are followed (article 16 of the Articles of Association);

- the Audit and Risk Committee, an extension of the Board of Directors, whose mandate is specified in the rules of procedure of the Board of Directors;
- the Executive Committee (Comex), chaired by the Chairman and CEO, which takes part in directing Groupe ADP, both operationally and strategically, and debates any subject relating to its smooth running;
- the Risk and Internal Control Operational Committee (CORCI) which brings together the directors of the entities;
- the network of "Audit-Risk Management-Internal Control" (ARC) coordinators appointed in each Group entity<sup>1</sup>.

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It is based on the model of "three lines of activity control", invented by the IFACI (the French Institute for Audit and Internal Control) and the AMRAE (the French Association for the Management of Corporate Risks and Insurance).



The scope of this Group system covers the Aéroports de Paris company and its controlled entities.

<sup>1</sup> In 2019, the entities correspond to the divisions of Aéroports de Paris and its (wholly or jointly) controlled subsidiaries.

## Description of the risk management and internal control system

### The basics

This Group system is based on:

- ◇ two charters relating to:
  - ◆ management of risks and internal control: the charter indicates that the Group applies the provisions of the AMF's reference framework; it was supplemented in 2019 by a note describing Groupe ADP's new guidelines relating to internal control,
  - ◆ internal audit: the charter is based on international standards and the Internal Audit Code of Ethics distributed in France by the French Institute for Audit and Internal Control (IFACI) and which constitutes the international reference framework for internal audit;
- ◇ two methodological guidelines relating to risk management and internal audit.

It is also based on the Group's ethical rules (section 15 of the 2019 Universal Registration Document) which are created by the governing bodies and communicated to all employees.

### Risk Management

The aim of this system is to provide all of the stakeholders with a global overview of the Group's major risks and their level of control (section "Risk factors" of this document).

Risk mapping is updated every year. It enables the Group to identify the major risks and prioritise and deal with them and to monitor the actions identified. Risks are assessed according to their impacts and frequency, given the existing control measures. They are then prioritised according to their critical level. The major risks and so-called unacceptable risks<sup>1</sup> are subject to specific monitoring. After a review in the Risks and Internal Control Operational Committee (CORCI), the Group mapping is submitted to the Comex, then presented to the Audit and Risk Committee and the Board of Directors.

**The Group's risk mapping takes into account the CSR challenges identified in the materiality study performed in 2018.**

### Internal control

The aim of internal control is to contribute to risk management, the effectiveness of Group operations and the efficient use of its resources.

Internal control is based on both cross-functional deployment, applicable to all of the Group's entities, and per entity, in particular through the management systems (ISO 9001).

New guidelines have been drafted to strengthen the Group's internal control, in particular with regard to international development.

**In this respect, key controls have been drafted on administrative, accounting and financial processes. These have led to the creation of a shared manual within the Group.**

### Business continuity and crisis management

Groupe ADP has implemented a business continuity and crisis management process for greater control of risks that have a major impact on business continuity.

For this, it is supported by a Group Policy on Business Continuity (PGCA). The aim is to guarantee services that are essential for the Group's operations. For each of these, the PGCA indicates the objectives, principles, responsibilities and procedures. To date, it has been rolled out:

- ◇ in France, as part of a business continuity plan (PCA) for each of the platforms (Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget) and for each of the support activities essential to the smooth running of airport operations (IT systems and human resources);
- ◇ abroad, by means of an initial business continuity plan (PCA) for the Queen Alia platform (QAIA) in Amman, Jordan.

With regard to crisis management, Groupe ADP's system aims to ensure continuity of the Group's operational control and the quality of its response to sudden, unexpected events. It must contribute to optimally keep the activities at satisfying levels of quality while remaining in compliance with the security and safety obligations. The Group's management continuity and crisis management system is described in a booklet. Crisis exercises are also carried out several times per year to test the system's effectiveness, with feedback enabling improvements to be made.

### Insurance

The financial consequences of certain risks can be covered by insurance policies where their order of magnitude justifies it and providing that cover is available under acceptable terms and conditions (see "Group's general insurance policy" below).

The Legal and Insurance Division oversees the general policy on Group insurance (see below), manages the use of insurance within the Group and provides coordination and expertise in this area in France and worldwide.

### Periodic monitoring of the system

The risk management and internal control systems are monitored by:

- ◇ the monitoring of major incidents and incidents due to unacceptable risks;
- ◇ the Corporate Audit and Internal Control Division;
- ◇ external structures (see below).

### Major incidents

Major incidents or incidents linked to unacceptable risks are identified by the Group's entities. A statement of reported incidents is sent annually to the Chairman and CEO and the Deputy CEO.

### Internal audit

It aims to provide the Group, in complete independence, with reasonable assurance over the degree of control over its operations, provide advice on improvements and contribute to creating added value.

<sup>1</sup> The Group defines the risks that, whatever their level of criticality, are unacceptable. These are subject to specific monitoring and the different entities are required to be extremely vigilant with regard to them.



Certified by IFACI since 2008, the Corporate Audit and Internal Control Division assesses the operation of the risk management and internal control systems. Through its recommendations, it helps improve safety and optimise the overall performance of the Group's entities<sup>1</sup>.

The annual audit programme is presented to the Comex and examined by the Audit and Risk Committee.

It informs the same bodies of the monitoring:

- ◆ of internal audit action plans;
- ◆ of the conclusions drawn from the audits carried out within Aéroports de Paris SA by external auditing and monitoring bodies (with the exception of management system audits).

## External control structures

In the first instance, this relates to the Statutory Auditors appointed by the General Meeting of Shareholders of 18 May 2015: Ernst & Young Audit and Deloitte & Associés.

Moreover, Aéroports de Paris is subject to specific controls due to it being a majority State-owned company. The Court of Auditors, the Economic Affairs Committee of the National Assembly and the Senate, the State Economic and Financial Verification Mission and the Council on the Environment and Sustainable Development, in particular, are therefore responsible for overseeing the finance, management and internal control sectors (see section 15 of the 2019 Universal Registration Document).

The Company is also subject to controls of an operational nature, which are carried out by the French Civil Aviation Authority and by the European Commission.

Moreover, to obtain or maintain certification of their management systems, the various Group entities that are affected undergo annual external assessment audits, conducted by independent accredited organisations. These audits may lead to requests for improvement.

Aéroports de Paris is also subject to assessments by credit and extra-financial rating agencies.

## Limitations

The risk management and internal control system can only provide reasonable and not absolute assurance regarding the overall control of the Group's risks and objectives. Indeed, these systems have inherent limits, particularly regarding uncertainties affecting the environment and possible failings due to mistakes or human error.

## Risk management and internal control systems relating to the development and handling of financial and accounting reports

The risk management and internal control systems relating to the development and handling of financial and accounting reports concern the financial, management control and accounting areas. Accordingly, this principally concerns the Finance, Management & Strategy Division and the Accounts Division, which report to the Finance, Strategy & Administration Division.

## Divisional responsibilities

The **Finance, Management & Strategy Division is responsible** for the Group's strategic and financial direction. It guarantees that the Economic Regulation Agreement (ERA) is fulfilled and is consistent with the strategic

plan, directs the main levers for economic regulation, supplies financial expertise and forecasts, manages cash flow and debt and is in charge of financial communication. It supplies senior management and various divisions and subsidiaries with financial reports and analysis allowing them to monitor their performance. It contributes to defining and tracking financial objectives and to determining any necessary corrective actions.

The Finance, Management & Strategy Division is responsible for a branch of management control (finance, management and strategy branches).

The **Corporate Accounts** Division makes accounting and financial reports available to different decision-making bodies within the Company, allowing them to monitor their performance. It is responsible for the production of financial statements and consolidated financial statements in accordance with French and international accounting legislation as well as the establishment of reliable accounting procedures. It includes the financial division, whose responsibilities include ensuring that the fiscal policy is correctly applied at group level. It manages fiscal integration and local taxes, as well as all other taxes.

03

## Processes and methods

### Group guidance

#### STRATEGIC STEERING

The strategic steering process is based on emphasising the strategy as a framework tool and guide for the financial year as well as on the alignment between the Group's short- and medium-term budget and reporting objectives. The Finance, Management & Strategy Division manages the strategic analysis process and the strategic objective operational planning process and has ensured its monitoring.

The Finance, Management & Strategy Division is responsible for aligning the financial objectives of the subsidiaries and consolidated shareholdings with those of the Group. It also oversees and controls financially the subsidiaries and consolidated shareholdings. With its overall view of this activity, it adjudicates on the alignment of projects with the Group's strategic goals and carries out arbitration.

Concerning non-airport contracts, the Finance, Management and Strategy Division uses the prior analysis from the Real Estate Division and Customer Division, for real estate activities and commercial joint ventures, respectively.

This organisation is accompanied by a reporting system as part of the guidance of both the Group and the Company. The Group's steering mechanism is currently being updated in order to adapt it to its new, wider scope, since takeover of TAV Airports and Airport International Group ("AIG") by Aéroports de Paris, and to take ADP International's role into account.

#### STRATEGY AND INVESTMENT APPROVAL PROCESS

The Group's steering mechanisms are based on institutional and managerial committee arrangements within the parent company.

As extensions of the Board of Directors of Aéroports de Paris, the Strategy and Investment Committee and Audit and Risk Committee make recommendations to it on, respectively:

- ◆ the definition and implementation of the strategic policies of Groupe ADP, including its diversification or growth operations;
- ◆ the efficiency of the risk management, internal control and internal audit as well as on the appropriateness of the Group's financial policy.

Their mandates are specified in the rules of procedure of Aéroports de Paris' Board of Directors (see section 14.1 of the 2019 Universal Registration Document).

<sup>1</sup> In 2019, the entities correspond to the divisions of Aéroports de Paris and its controlled subsidiaries.

The Group's decision process in terms of investments is based on two internal committees within Aéroports de Paris, relating to the Group's investments, chaired by the Chairman and CEO:

- ◇ the Strategic Investments Committee (CSI) examines and approves the different investment strategies by business sector. Following a defined annual programme, it evaluates the main medium- and long-term sectoral policies by regularly reviewing needs, risks and opportunities. It carries out a regular review of priorities and validates the multi-annual investment programme for each segment. Such an exercise ensures that each activity's strategic directions are coordinated with the associated schemes and plans and the multi-annual investment programme;
- ◇ the Group Investment Committee, which validates the tangible, intangible and financial investment and divestment projects above certain thresholds or according to certain criteria (the golden rules), completed by Aéroports de Paris and the subsidiaries that it controls. Within these same entities, local investment committees validate those investments that do not come under the scope of the Group Investment Committee.

Likewise, according to the thresholds in force, each investment project is examined by the Board of Directors of the subsidiary concerned, before examination by the Board of Directors of Aéroports de Paris.

These arrangements are implemented while fulfilling obligations to consult staff representative bodies.

## Preparation of financial statements and consolidation

### FRAMEWORKS

All accounting processes are the subject of specific procedures, follow-ups, rules of validation, authorisation and accounting defined and stated by the Corporate Accounts Division (particularly for sales, purchasing, management of assets and cash flow, etc.).

### ACCOUNT CLOSURES, CONSOLIDATION AND MANAGEMENT REPORTS

The closure process of corporate accounts and consolidated financial accounts is based on a detailed calendar, which has been shared with all consolidated companies so as to ensure that deadlines are met and that the preparation of financial statements is coordinated.

The consolidation of the Group's accounts is carried out twice a year. The Statutory Auditors carry out a limited review of the half-yearly accounts and an audit of the annual accounts. The statements for the months of May and October are reviewed within the framework of these missions.

In addition, managers of the Group's entities<sup>1</sup> sign an engagement letter every month to confirm the correctness of the accounting information they communicate relating to their area of responsibility.

## Budget and reporting

### BUDGET (OPEX/CAPEX) AND ROLLING FORECAST (OPEX)

In August every year, the Finance, Management & Strategy Division prepares and sends all financial directors and managers in the finance, management and strategy area:

- ◇ a framework note focusing solely on Aéroports de Paris SA and including information aimed at guiding the re-forecasting of investments for the current year and the Capex budget for the year to come. It also presents specific issues for attention and the particular features of the relevant budgetary campaign;

- ◇ an advance financial framework note for Groupe ADP for the next year, separating out Aéroports de Paris SA and the subsidiaries ("International and airport development" subsidiaries, commercial subsidiaries, real estate subsidiaries and Hub One).

The rolling forecast (review of forecasts) is applied to Groupe ADP's income statement, with each of the consolidated entities reporting its latest forecasts to the Finance, Management & Strategy Division. By allowing a monthly update of the exit point forecast at 31 December according to the latest available information, the rolling forecast strengthens the reliability of the financial forecasts and improves the Group's financial management.

Investments by Aéroports de Paris SA are subject to two annual reviews.

### REPORTING COMEX ANALYSIS REPORT

Each month, except for the end of the closing periods in January and July, the Finance, Management & Strategy Division produces an operating report for the Executive Committee. It incorporates the rolling forecast and its commentary is on the analysis reports drawn up by the entities.

## Financial communication

As an issuer of regulated information, the Finance, Management and Strategy Division exerts control over the development and publication of all communications of a financial nature. Alongside the Legal Affairs and Insurance Division, it is responsible for authorising any type of memo or press release containing "sensitive information", that is, any information of a financial or legal nature, or with financial or legal implications, and/or information likely to influence Aéroports de Paris SA share price.

A procedure concerning financial communication of Groupe ADP has been designed to guarantee the accuracy of information of a financial nature and to ensure that the Group meets all its associated requirements. An annual calendar of the Group's main periodical commitments in terms of accounting, financial and shareholder memos, was created by the Legal Affairs and Insurance Division and shared internally. In addition, an annual schedule of periodic regulated financial publications is established by the Finance, Management and Strategy Division, and published to the AMF and available on Groupe ADP's website.

Groupe ADP disseminates its regulated information via a system approved by the AMF. Its main financial communication channel is its website ([www.groupeadp.fr](http://www.groupeadp.fr)), along with several social media channels (Twitter, Facebook, etc.) in accordance with the AMF recommendation as published in the guide on permanent information and management of protected information<sup>2</sup>. Executive Corporate Officers have received a charter on the use of the current financial communication procedure. The harmonisation of the financial communication practices of TAV Airports with those of Groupe ADP is continuing.

## IT system

The IT Systems Division provides the relevant divisions of the Finance, Strategy and Administrative Division with:

- ◇ technical expertise on accounting and financial information systems (functional expertise being provided by so-called "business area" divisions) along with their administration and support;
- ◇ the implementation of IT projects in this area.

It translates the Aéroports de Paris analytical management framework, managed by the Finance, Management and Strategy Division, into the management plans.

These internal control mechanisms and initiatives are based on an IT system centred on SAP software packages for general accounting and analysis, SAP BFC for consolidation and reporting, and SAP BO for reporting performance indicators.

<sup>1</sup> This covers the divisions of Aéroports de Paris SA and the companies consolidated by the Group.

<sup>2</sup> Guide on permanent information and management of protected information DOC-2016-08.

## Group's general insurance policy

Groupe ADP believes that it has had reasonable insurance cover to date, the excess level of which is consistent with the rate of frequency of losses observed and the risk prevention policy.

### Civil liability

Civil liability for airport operators is guaranteed by a policy that covers the financial consequences of any contractual and criminal civil liability that may be ascribed to Aéroports de Paris, and in certain circumstances, to its subsidiaries, its subcontractors and/or its co-contractors in the event of any physical injury, material and consequential loss caused to third parties whilst carrying out their business activities. From 1 April 2018, the principal guarantee amount is €1,750 million per event and/or per year, according to the guarantees. This policy also includes a \$150 million guarantee to cover the consequences of the risk of war and other perils. This guarantee amount of \$150 million is supplemented by a specific policy taken out by Aéroports de Paris for the sum of \$1,350 million.

Other "Civil Liability" insurance has been taken out by the Company, including a policy covering the liability of corporate officers, a policy covering liability in the case of accidental or gradual harm to the environment (also covering ground decontamination costs) and insurance covering the consequences of the Company's civil liability in the carrying out of activities relating to the ground section (in particular activities linked to the operation of car parks and emergency medical services, etc.).

## Damage to property and construction risks

Aéroports de Paris has taken out a damage policy that guarantees any real estate and movable property owned by the Company or of which it is in charge, against, in particular, fire, explosion, lightning, storm, electrical damage, natural disasters and acts of terrorism risks. The total value of the primary cover is fixed at €1.3 billion per claim.

In addition to the abovementioned general policy, the Company has also taken out specific policies with a view to guaranteeing against the consequences of targeted loss that could affect certain property, such as the interconnection between the TGV and RER stations on the Paris-Charles de Gaulle platform.

In addition, the Company has taken out several policies with a view to protecting itself against construction risks within its largest work sites.

Some of the Group's assets cannot, by their very nature, be covered by property damage insurance. This includes runways, aircraft movement areas, certain civil engineering works and works of art. The latter are only covered up to a maximum per year of €30 million.

### Main policies directly benefiting the Company's subsidiaries

Professional civil liability policies have been taken out on behalf of ADP International, ADP Ingénierie, Hub One, Airport International Group (AIG) and the various real estate subsidiaries for the purposes of covering their activities carried out in France or abroad, as the case may be.





04

# INFORMATION ON THE COMPANY

<b>4.1</b>	<b>INFORMATION</b>	<b>22</b>		
<b>4.2</b>	<b>CAPITAL EXPENDITURES</b>	<b>23</b>		
4.2.1	Investments made by the group over the last three financial years	23		
4.2.2	Projected Aéroports de Paris' investment programme between 2016 and 2020, excluding financial investments	24		
			4.2.3	Aéroports de Paris projected investment programme within the regulated scope between 2016 and 2020
				25
			4.2.4	Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement
				27

## 4.1 INFORMATION

**Company name**  
Aéroports de Paris.

**Legal form**  
French public limited company (*Société Anonyme*) since 22 July 2005, when Decree No. 2005-828 of 20 July 2005 relating to Aéroports de Paris came into effect pursuant to Law No. 2005-357 of 20 April 2005 on airports.

**Registered office**  
1, rue de France, 93290 Tremblay-en-France  
Postal address: 1 rue de France, BP 81007, 95931 Roissy Charles de Gaulle Cedex  
Telephone: +33 1 74 25 67 00  
Website: <https://www.parisaeroport.fr/en/homepage>  
The information on this website are not included in this Universal Registration Document

**Trade and Companies Register**  
Bobigny Trade and Company register under number 552 016 628.  
Company activity (APE) code: 5223 Z.  
Code LEI: 969500PJMBSFHYC37989

**Date of incorporation and term**  
Date of incorporation: 24 October 1945, as a national public entity (Order No. 45-2488 of 24 October 1945).  
First registration in the Paris Trade and Companies Register: 1 February 1955.  
Registration in the Bobigny Trade and Companies Register: 13 March 2017, following the moving of the head offices.  
Term: 99 years starting from 20 July 2005, except in the event of early liquidation or extension.

**Legislation**  
Aéroports de Paris is governed by the laws and regulations applicable to public limited companies (*Sociétés Anonymes*), subject to specific laws and by the Articles of Association of Aéroports de Paris. The specific laws governing the Company are Law No. 2005-357 of 20 April 2005 on airports, the French Civil Aviation Code and Law No. 83-675 of 26 July 1983 on the democratisation of the public sector.

## 4.2 CAPITAL EXPENDITURES

### 4.2.1 Investments made by the group over the last three financial years

<i>(in millions of euros)</i>	2019	2018	2017
Capacity investments	279	293	256
Restructuring investments	157	139	81
Renovation and quality	383	285	232
Real estate development	67	143	126
Security	108	84	55
Cost of studies and supervision of works (FEST)	119	103	95
Other	167	31	34
<b>Tangible and intangible investments, of which</b>	<b>1,280<sup>1</sup></b>	<b>1,078</b>	<b>879</b>
<i>Investments made by ADP SA</i>	<i>1,029</i>	<i>936</i>	<i>801</i>
<i>Investments made by Aéroports de Paris subsidiaries</i>	<i>251</i>	<i>142</i>	<i>78</i>

<sup>1</sup> Including the recognition of an intangible asset linked to the renegotiation of the minimum payment to pay to the grantor regarding the concession contracts of Monastir and Enfidha.

2019 was impacted by tangible and intangible investments amounting to €1,280 million for Groupe ADP including €1,029 million for the parent company (€936 million in 2018) and €251 million for subsidiaries (€142 million in 2018).

Investments at Paris-Charles de Gaulle Airport mainly related to:

- ◇ renovation of terminal 2B and its junction with terminal 2D;
- ◇ construction of the junction of international satellites of terminal 1;
- ◇ purchase of standard 3 hold baggage screening equipment in line with European regulations (CDG);
- ◇ construction of a luggage sorter for connecting passengers beneath Hall M of CDG 2 (TBS4);
- ◇ redevelopment work on road access to CDG;
- ◇ refurbishment of hall L in terminal 2E;
- ◇ preparatory works for the construction of CDG Express;
- ◇ extension of Delta and Québec taxiways to the north of terminal 1;
- ◇ design costs linked to the construction project for terminal 4;
- ◇ redesign of hall L retail areas in terminal 2E;
- ◇ improvement of signposting for passenger pathways;
- ◇ installation of Visual Docking Guidance Systems and information screens ("timers") for pilots and runway personnel;
- ◇ extension of India aprons at CDG;
- ◇ creation of an exclusive Air France lounge in terminal 2F;
- ◇ renovation of the AB car park;
- ◇ work to move the Park and Ride (PR) car park to an upper level;
- ◇ redesign of the security check area in terminal 2E;
- ◇ reconfiguration of the TME luggage sorter in terminal 2E.

Investments at Paris-Orly Airport mainly related to:

- ◇ renovation of runway 3;

- ◇ end of construction work on the junction between Orly 2 and Orly 4 (previously West terminal and South terminal);
- ◇ East baggage handling system compliance in Orly 4 (previously Orly South);
- ◇ preparatory work before the construction of the future Grand Paris station;
- ◇ renewal of waterproofing and strengthening of bridge no. 2 under runway 3;
- ◇ creation of a new retail area in the international boarding lounge in Orly 4 (previously Orly South);
- ◇ creation of a pedestrian walkway between Orly 3 (junction building) and Orly 4 (previously Orly South);
- ◇ redevelopment of the aeronautical traffic routes to the south of Orly 4 (previously Orly South);
- ◇ restructuring of Hall E at Orly 4 (previously Hall B at Orly South);
- ◇ reconfiguration of security controls for international departures at Orly 4 (previously Orly South) and the reconstruction of the associated retail area.

In 2019, TAV Airports' investments stood at €145 million, and concerned mainly:

- ◇ the recognition of an intangible asset due to the renegotiation of the minimum lease payments payable to the grantor for the Monastir and Enfidha concession contracts;
- ◇ investments by BTA for its international contracts;
- ◇ investments for other Turkish airports.

Aéroports de Paris SA also made significant investments in its support functions and projects common to both platforms in 2019, mainly in IT.

Aéroports de Paris fully funds its investment programme, primarily through operating cash flow, and medium- to long-term debt as needed.

04



## Ongoing investments or investments with firm commitments

The only investments covered by firm Aéroports de Paris commitments are those described in the 2016-2020 Economic Regulation Agreement, as part of the regulated scope.

Investments within the regulated scope do not include group investments relating to security, real estate diversification operations or retail services activities, or investments made by the group's subsidiaries, particularly equity investments outside the parisian airports.

The second tranche of the transaction to acquire a 49% stake in GMR Airports is discussed in Section 10.1 - Information concerning trends - Groupe ADP carries out the first stage of its acquisition of a 49% stake in GMR Airports, an Indian airport group.

### 4.2.2 Projected Aéroports de Paris' investment programme between 2016 and 2020, excluding financial investments

<i>(in millions of 2019 euros from 2019)</i>	<b>Actual 2016 <i>(in euros 2016)</i></b>	<b>Actual 2017 <i>(in euros 2017)</i></b>	<b>Actual 2018 <i>(in euros 2018)</i></b>	<b>Actual 2019 <i>(in euros 2019)</i></b>	<b>Projected 2020</b>	<b>Total 2016-2020</b>
Regulated scope <sup>1</sup>	538	545	628	706	792	3,209
Shops and other investments	84	96	174	180	174	707
Diversification real estate	120	99	41	23	31	314
Safety and security	33	62	93	120	178	486
<b>TOTAL AÉROPORTS DE PARIS (EXCLUDING FINANCIAL INVESTMENTS)</b>	<b>775</b>	<b>801</b>	<b>936</b>	<b>1,029</b>	<b>1,175</b>	<b>4,716</b>

<sup>1</sup> For more information see Section 5.3 "Description of the Paris Airports" of this Universal Registration Document.

Aéroports de Paris's projected investment programme between 2016 and 2020 totals €4.7 billion, excluding financial investments.

This programme also excludes the potential investments linked to the acquisitions of holdings in France or abroad.

This programme does not take into account the potential investments relating to CDG Express either, which will be undertaken by the infrastructure project management company, of which Aéroports de Paris owns one-third of the capital.

The total cost of CDG Express is €2.2 billion, which will be covered in an amount of approximately €400 million in shareholders' equity by shareholders of the project company, shared equally between Groupe ADP, SNCF Réseau and the CDC, and in the maximum amount of €1.8 billion by a loan from the French State. The State loan will be reimbursed using revenues from the infrastructure manager.

## 4.2.3 Aéroports de Paris projected investment programme within the regulated scope between 2016 and 2020

The projected investment programme within the regulated scope breaks down as follows:

<i>(in millions of euros 2019, as of 2019)</i>	Actual 2016 <i>(in euros 2016)</i>	Actual 2017 <i>(in euros 2017)</i>	Actual 2018 <i>(in euros 2018)</i>	Actual 2019 <i>(in euros 2019)</i>	Projected 2020	Total 2016-2020
<b>Maintenance</b>	<b>196</b>	<b>186</b>	<b>211</b>	<b>286</b>	<b>243</b>	<b>1,121</b>
Paris-Charles de Gaulle - Renovation of terminal 2B	12	28	27	35	28	130
Paris-Charles de Gaulle - Renovation of terminal 2D	-	-	-	1	4	5
Paris-Charles de Gaulle - Current Investments	121	92	90	83	104	490
Paris-Orly - Current Investments	42	40	60	139	71	353
Paris-Le Bourget - Current Investments	1	2	1	3	14	21
Aeronautical real estate - Current Investments	6	4	8	4	8	30
Computer networks and systems	14	19	25	21	14	93
<b>Compliance with regulations</b>	<b>53</b>	<b>38</b>	<b>17</b>	<b>22</b>	<b>21</b>	<b>150</b>
Regulatory runway investments	38	19	10	12	7	87
Rainwater	11	15	5	1	2	35
Other regulatory compliance investments	3	4	1	8	12	28
<b>Optimisation of capacities and One Roof initiative</b>	<b>117</b>	<b>145</b>	<b>158</b>	<b>149</b>	<b>166</b>	<b>735</b>
Paris-Orly - Connecting of the South and West terminals	101	96	94	41	7	340
Paris-Charles de Gaulle - Connecting of the 2B and 2D terminals	2	5	29	50	42	128
Paris-Charles de Gaulle - Connecting of terminal 1 satellites	4	4	16	22	47	93
Airport infrastructures	4	16	9	6	12	46
Other terminal projects	7	24	8	21	40	99
Terminal 4 preparatory work	-	-	1	9	19	29
<b>Improving access</b>	<b>20</b>	<b>27</b>	<b>39</b>	<b>48</b>	<b>78</b>	<b>213</b>
CDG Val	-	-	0	0	-	0
Paris-Charles de Gaulle - West access and secondary network	5	6	2	7	6	25
Relocation of taxi operating base	0	7	2	0	-	9
Paris-Orly - Projects linked to the building of the future Grand Paris station	9	7	5	16	23	60
Other miscellaneous projects	6	8	30	25	50	119
<b>Connecting platform competitiveness and other processes</b>	<b>105</b>	<b>98</b>	<b>140</b>	<b>131</b>	<b>202</b>	<b>676</b>
Terminals	15	10	13	23	26	87
Paris-Charles de Gaulle - Aeronautical aprons and taxiways	4	6	18	29	86	142
Operational reliability	19	24	31	22	35	132
Luggage sorters	55	46	60	45	37	242
Improving flows	3	2	7	3	1	15
IT projects	9	11	11	9	17	57
<b>Service quality and sustainable development</b>	<b>28</b>	<b>37</b>	<b>60</b>	<b>60</b>	<b>59</b>	<b>243</b>
<b>Aeronautical real estate development</b>	<b>17</b>	<b>12</b>	<b>2</b>	<b>9</b>	<b>17</b>	<b>57</b>
<b>Functional departments</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>2</b>	<b>4</b>	<b>9</b>
<b>Provisions for study expenses for ERA 2021-2025 operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>4</b>
<b>GRAND TOTAL</b>	<b>538</b>	<b>545</b>	<b>628</b>	<b>706</b>	<b>792</b>	<b>3,209</b>

04

## Projected investment programme for the Paris-Charles de Gaulle platform (regulated scope)

Over the 2016-2020 period, the planned investment programme within the regulated scope for Paris-Charles de Gaulle airport totals €1,839 million (in 2019 euros from 2019 forward).

It includes in particular:

- ◆ a renovation project for terminal 2B and a link between this terminal and terminal 2D, which will provide new areas in 2B and pool passenger processes (security check and luggage delivery). The project must enable the entire 2BD complex to adapt to the expected increase in international medium- and long-haul traffic, notably via the increase in wide-body capacity, which is currently saturated;
- ◆ the building of a link between the international satellites in terminal 1 to increase capacity for international long-haul traffic, adapt the terminal to evolving airline fleets and improve the customer experience (construction of new boarding lounges, increase in the size of existing boarding areas). This junction will be delivered at the start of the ERA 4 period (2021);
- ◆ the creation of a global luggage conveyor, sorting and security system in halls L and M of terminal 2E to deliver local and transit luggage from the same container loading position, thereby creating significant synergies for both loading tasks (baggage handler productivity) and for delivery to the aircraft (optimisation of delivery personnel rounds);
- ◆ the renovation of runway 2 (South runway), given its run-down condition, conducted in parallel with the upgrading of the airport's runways according to the European standards defined by the EASA, including the widening of taxiway turns, and the creation of safety areas at the end of the runways;
- ◆ the upgrading of the wastewater management and treatment systems for wintertime, in line with the quantitative and qualitative disposal criteria set by regulations.

## Projected investment programme for the Paris-Orly platform (regulated scope)

Over the 2016-2020 period, the planned investment programme within the regulated scope for the Paris-Orly platform totals €1,165 million (in 2019 euros from 2019 forward). It includes:

- ◆ completion of the "Paris-Orly Nouvel Envol" project, which began during 2011-2015 ERA, and includes:
  - ◆ completion of the extension of the East boarding lounge at Orly 4 (previously South Orly),
  - ◆ construction of a junction building between Orly 2 and Orly 4 (previously West Orly and South Orly),
  - ◆ extension of the international baggage claim area at Orly 4.

This work will significantly improve quality of service and support the growth expected at the platform;

- ◆ renovation of runways 3 and 4, carried out together with the upgrading of the airport's runways according to the European standards defined by the EASA including the:
  - ◆ the widening of taxiway turns, and
  - ◆ the creation of safety areas at the end of the runways.

## Projected investment programme for the Paris-Le Bourget platform (regulated scope)

Over the 2016-2020 period, the planned investment programme within the regulated scope for the Paris-Le Bourget platform totals €48 million (in 2019 euros from 2019 forward). This will primarily provide for the renovation of Runway 03/21 and the reconstruction of buildings.

## Projected cross-functional purchase programme (regulated scope)

Over the 2016-2020 period, the planned investment programme within the regulated scope totals €158 million (in 2019 euros from 2019 forward) in Group-wide capital improvements, including computer software.

## Projected investment programme for retail and real estate activities

### Investment programme for retail activities from 2016 to 2020

Aéroports de Paris SA plans to invest €707 million in retail (in 2019 euros from 2019 forward) between 2016 and 2020 notably on the following projects:

- ◆ la refonte de la zone internationale d'Orly 4 (ex terminal Sud);
- ◆ les phases 2, 3 et 4 de la refonte du hall K du terminal 2E;
- ◆ la refonte du hall L du terminal 2E;
- ◆ la liaison des satellites internationaux du terminal 1 de Paris-Charles de Gaulle;
- ◆ la refonte de la zone côté ville du terminal 1 de Paris-Charles de Gaulle

### Investment programme for diversification real estate activities from 2016 to 2020

The 2016-2020 Aéroports de Paris SA investment programme includes €314 million (in 2019 euros from 2019 forward) in real estate diversification investments including:

- ◆ the building of a new Aéroports de Paris registered office at Paris-Charles de Gaulle;
- ◆ the acquisition of the North part of the "le Dôme" office building in Roissypôle;
- ◆ the rehabilitation of the train station (RER) in Roissypôle;
- ◆ renovation of the Orlytech zone.



## Projected investment programme for Safety and Security from 2016 to 2020

Aéroports de Paris's 2016-2020 investment programme plans for €486 million (in 2019 euros as from 2019) of Safety and Security investments, primarily for the purchase of standard 3 hold baggage screening systems to comply with European regulations.

## Contractual commitments for fixed asset acquisition

Contractual obligations for fixed asset acquisitions totalled €677 million on 31 December 2019:

- ◇ €309 millions of euros for capacity investments;
- ◇ €122 million for renovation and quality investments;
- ◇ €130 million for security investments;
- ◇ €66 million for restructuring investments;
- ◇ €7 million for investments for design and technical monitoring costs;
- ◇ €42 million for investments related to real estate developments.

### 4.2.4 Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement

04

As part of the preparation for the 2021-2025 Economic Regulation Agreement (ERA), Aéroports de Paris published a proposal for the 2021-2025 investment plan for the regulated scope amounting to €5,985 million (in 2019 euros) in the public consultation document. This plan is organised around four priorities.

#### 1. Emphasis on effective maintenance practices for the older parts of airport infrastructures

In addition to the investments required due to regulatory changes, especially in terms of rainwater management and public safety, Aéroports de Paris will continue to invest heavily to maintain its buildings. The implementation of the 2021-2025 ERA will contain the deterioration of the infrastructures and result in a more homogenous overall condition of infrastructures at Paris-Orly and Paris-Charles de Gaulle.

#### 2. Continuous efforts to support the growth in traffic

Due to the ongoing growth in traffic, short-, medium- and long-term master plans must be implemented in order to:

- ◇ **optimise the capacities of existing structures.** At Paris-Charles de Gaulle, the 2021-2025 ERA calls for the densification of the "hub" through the optimisation of terminals 2E and 2F, modernisation and extension of terminal 2A, upgrading the baggage sorter in terminal 2C and renovation of terminal 2D, continuing to join terminal 1's international satellites and the densification of terminal 3. At Paris-Orly, the projects will include the creation of aircraft stands in the Québec areas, the junction between Halls 1 and 2, added capacity at Orly 4 and the reconfiguration of airside capacities on the west side of the airport;
- ◇ **start construction of terminal 4,** a source of long-term capacity, by launching preparatory work: site preparation, starting construction of the building, civil engineering works for passenger trains in airside areas, construction of northern aircraft access areas.

#### 3. Guaranteeing accessibility and efficient traffic flow

Aéroports de Paris has made improving traffic flow one of the main objectives of the 2021-2025 ERA, in the following two ways:

- ◇ **increasing capacity for road access:** at Paris-Charles de Gaulle, by increasing capacity for road access to the west, east and around terminal 2, making PR a multi-storey car park; at Paris-Orly, building a drop-off esplanade to reduce congestion on access roads;
- ◇ **improving passenger traffic flow using digital technology and biometrics within terminals:** digitising the passenger journey through biometrics and facial recognition, automated check-in and boarding, passenger apps dedicated to helping them find their way through the airport, real-time passenger flow management, etc.

#### 4. Working to promote more sustainable development

Aéroports de Paris has set an objective to achieve carbon neutrality in 2030. Groupe ADP as a whole has positioned itself as a services integrator allowing its partners to contribute to achieving this objective through the availability of electric vehicle recharging terminals, the introduction of meters, the use of geothermal energy, etc.

Other investments contribute to improving the quality of service, the reliability of airport processes, especially baggage handling equipment, and developing airport real estate and information systems.

The breakdown by nature of the investment programme for the regulated scope proposed over the 2021-2025 ERA period is presented in the table below:

<i>(in millions of 2018 euros)</i>	2021e	2022e	2023	2024e	2025e	Total
<b>Asset maintenance</b>	<b>227</b>	<b>292</b>	<b>311</b>	<b>291</b>	<b>305</b>	<b>1,279</b>
Maintenance – Paris-Charles de Gaulle investments	103	118	133	148	162	665
Maintenance – Paris-Orly investments	95	95	95	95	95	477
Maintenance – Computer networks and systems	17	17	17	19	18	88
Maintenance – Paris-Le Bourget investments	8	7	6	3	8	33
Maintenance – Airport real estate investments	3	3	3	3	3	17
<b>Compliance with regulations</b>	<b>74</b>	<b>51</b>	<b>56</b>	<b>23</b>	<b>17</b>	<b>220</b>
Regulatory upgrade – Paris-Charles de Gaulle investments	49	40	30	8	8	135
Regulatory upgrade – Paris-Orly investments	18	8	12	12	7	57
Regulatory upgrade – Paris-Le Bourget investments	7	3	13	3	2	28
<b>Terminal 4</b>	<b>80</b>	<b>246</b>	<b>342</b>	<b>433</b>	<b>553</b>	<b>1,654</b>
Construction of buildings (processor and North-East pier)	0	57	137	170	239	603
Engineering works for passenger rail transportation	19	66	71	119	156	431
Site preparation and construction of aircraft stands and taxiways	40	109	98	88	84	419
Energy (including geothermal) and water networks	21	0	21	37	31	110
Baggage sorting system	0	14	16	19	43	92
<b>Development of capacity at Paris-Charles de Gaulle</b>	<b>153</b>	<b>176</b>	<b>128</b>	<b>137</b>	<b>111</b>	<b>704</b>
T2EF – Hub densification	51	57	48	34	31	221
T2A – Creation of a boarding lounge and remote areas	22	24	27	23	12	109
T1 – Joining satellites 1-7 and reconfiguration of central body	19	12	15	23	14	84
T2D – Restructuring	2	2	2	34	41	80
North East taxiway perimeter	20	55	0	0	0	75
Operational base (APOC)	11	12	19	10	0	51
Other Paris-Charles de Gaulle capacity projects	13	6	6	6	9	40
Taxiway and remote area capacities	12	5	6	4	4	31
T3 – Densification	3	3	5	2	0	13
<b>Development of capacity at Paris-Orly</b>	<b>103</b>	<b>99</b>	<b>144</b>	<b>96</b>	<b>23</b>	<b>464</b>
Infrastructure restructuring on the runway West of Paris-Orly	28	31	48	25	0	132
Creation of a Quebec Lounge	20	21	33	17	0	91
Link between Halls 1 and 2	13	12	15	27	15	82
Orly 4 Project	13	18	28	14	0	73
Other Paris-Orly capacity projects	23	10	8	7	7	56
Creation of de-icing areas	6	7	11	6	0	30
<b>Development of capacity at Paris-Le Bourget</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>23</b>
Le Bourget capacities	5	5	5	5	5	23
<b>Improving access</b>	<b>129</b>	<b>226</b>	<b>176</b>	<b>218</b>	<b>175</b>	<b>925</b>
Terminal 4 car parks and accesses	5	76	85	113	104	383
Road access from the East side of Paris-Charles de Gaulle	32	28	9	56	37	162
Moving the “Park and Ride” (PR) car park to an upper level PR parking at Paris-Charles de Gaulle	27	46	18	0	0	91
Road access from the West side of Paris-Charles de Gaulle	12	19	31	15	9	87
Construction of a drop-off point at Paris-Orly	11	9	12	20	12	64
Creation of a station for line 14 to Paris-Orly	28	9	1	0	0	37

<i>(in millions of 2018 euros)</i>	2021e	2022e	2023	2024e	2025e	Total
CDGVAL - purchase of two trains and new technology	0	24	2	0	2	28
Other access projects	5	5	3	4	9	26
Improved access to T2ABCD at Paris-Charles de Gaulle	4	5	7	4	0	20
Improved access to T2ABCD at Paris-Charles de Gaulle	3	4	6	3	0	16
Construction of a road interchange to the North of Paris-Orly	2	2	2	2	2	11
<b>Smart Airport</b>	<b>32</b>	<b>41</b>	<b>41</b>	<b>36</b>	<b>31</b>	<b>181</b>
Seamless travel equipment	14	23	23	19	14	94
Other Smart Airport projects	7	7	7	7	7	34
Airport operational steering tools	4	4	4	5	5	23
Deployment of guidance lights and timers	4	4	4	4	4	20
Self-driving vehicle projects	2	2	2	2	2	10
<b>Service quality and sustainable development</b>	<b>50</b>	<b>53</b>	<b>69</b>	<b>50</b>	<b>29</b>	<b>250</b>
Quality of service and sustainable development	14	15	17	15	14	75
Other service quality projects	23	15	10	11	9	67
Improvement of the general atmosphere and passenger services:	4	8	26	11	0	49
Toilet blocks	5	11	11	9	3	40
Improvement of connecting traffic	4	5	5	4	2	19
<b>Airport real estate</b>	<b>70</b>	<b>42</b>	<b>18</b>	<b>11</b>	<b>6</b>	<b>146</b>
Station Cargo Duo	21	25	0	2	0	47
Other Cargo projects	12	8	12	2	2	36
Other aeronautical real estate projects	4	4	4	4	4	20
Dhalia Cargo Station	19	0	0	0	0	19
Rehabilitation of the hangars	5	4	2	4	0	15
Midi Cargo Station	10	1	0	0	0	10
<b>Other investments</b>	<b>29</b>	<b>24</b>	<b>20</b>	<b>32</b>	<b>34</b>	<b>139</b>
IT systems	13	13	13	13	13	63
Studies for 2026-2030 ERA	0	0	0	14	17	30
Cross-cutting functions	5	5	5	4	3	23
Other current investments	11	5	0	0	0	16
Innovation	2	2	2	2	2	8
<b>PROGRAMME TOTAL</b>	<b>949</b>	<b>1,203</b>	<b>1,254</b>	<b>1,309</b>	<b>1,271</b>	<b>5,985</b>

04



05

## BUSINESS OVERVIEW

### 5.1 PRESENTATION OF THE ACTIVITY

Business Model	31
The Economic Regulation Agreement	32
General description	33
The group's strengths	33
Strategy	35
The group's 2020 objectives	37

### 5.2 OVERVIEW OF THE MARKET

Airport operations	38
Passenger traffic	39
Cargo traffic	42
Competition	43

### 5.3 DESCRIPTION OF AIRPORTS OWNED OR DIRECTLY MANAGED BY GROUPE ADP IN ILE-DE-FRANCE

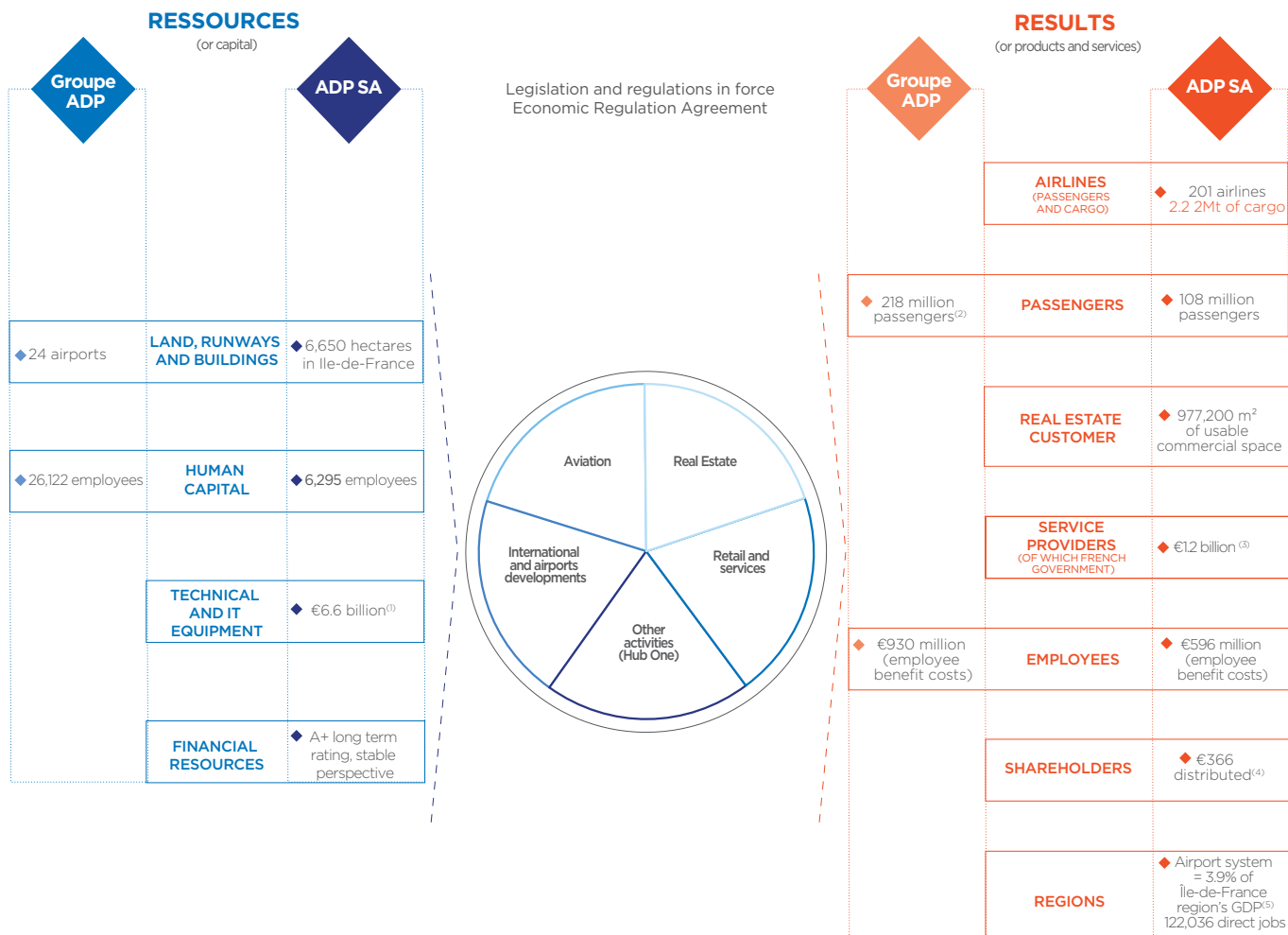
Paris-Charles de Gaulle	46
Paris-Orly	51
Paris-Le Bourget	55
Civil airfields for general aviation	56

### 5.4 DESCRIPTION OF ACTIVITIES BY SEGMENT

Aviation activities - Parisian platforms	57
Retail and services - Parisian platforms	65
Real estate - Parisian platforms	72
International and airport development	79
Other activities	87
Legal and regulatory environment	87

## 5.1 PRESENTATION OF THE ACTIVITY

### Business Model



(1) Fixed Assets.

(2) Calculation taking into account 100% of TAV Airports and AIG traffic for 2019.

(3) Consumables + external services + taxes other than income taxes + other external expenses

(4) 60% of 2018 NRAG.

(5) Source: Utopies 2017 study

Groupe ADP carries out the principal businesses in the airport value chain – financing, designing and operating infrastructure – for a network of 24 airports receiving close to 218 million passengers<sup>1</sup> in 13 countries (in Europe, Asia, Africa and South America). It is among the largest airport groups worldwide thanks, in particular, to its strategic partnership initiated in 2012 with TAV Airports, which manages 13 airports located mainly in Europe and the Middle East and in which it has had a 46.12% stake since 2017. In April 2018, it also took control of Airport International Group (AIG), the concessionary of Queen Alia International Airport in Amman, Jordan. Groupe ADP conducts its business in a competitive environment in which both major hub airports and large regional airports operate.

As an airport operator, its role is to optimise the handling of intersecting flows of aircraft, passengers, baggage, cargo activity and aircraft supplies. It offers passengers, airlines, cargo and postal operators and companies operating at the airports, the appropriate infrastructure and facilities according to their needs.

Groupe ADP is attentive to its societal responsibility and is the interface with all of its stakeholders: passengers, airlines, tenants of the facilities, French government departments, suppliers, employees, shareholders, investors, media, local elected officials, regions where it operates, etc.

**Groupe ADP's business activities are divided into five segments:** aviation, retail and services, real estate, international and airport developments and others:

- ◇ the “aviation activities” segment includes all of the business activities carried out by Aéroports de Paris as the operator of the three main airports in the Paris region: Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget. The fees, investments and quality of service associated with these activities fall within the framework of the Economic Regulation Agreement concluded between the French State and Aéroports de Paris (see below);
- ◇ The “Retail and services” segment includes all of the retail activities of Aéroports de Paris (notably shops, bars and restaurants, car parks, rentals within terminals), as well as advertising and catering activities. The strategy relating to retail activity in Paris is based mainly on its marketing positioning as “the ultimate Parisian shopping and dining experience”, and a franchise business model.
- ◇ The “Real estate” segment includes real estate activity outside of the terminals, which is structured into airport real estate and diversified real estate. It has strong growth potential in Paris because of the land

reserves available at the airports. Aéroports de Paris has a number of activities in this area: as a real estate owner and land developer, as a developer and investor and as an asset manager and lease manager. This business area has a varied customer base including airlines and cargo and postal service operators, hotels and the tenants of offices and warehouses;

- ◇ The “International and airport developments” segment consists of the businesses within Aéroports de Paris’ subsidiaries and holdings that operate airport management and engineering activities: ADP International, ADP Ingénierie, the holdings in Schiphol Group, TAV Airports and AIG (Airport International Group);
- ◇ The “Other activities” segment covers the activities performed by the Aéroports de Paris subsidiary, Hub One, which operates Telecoms and Mobility services.

## The Economic Regulation Agreement

Aéroports de Paris carries out its activities within the legal framework of decree no. 2005-828 of 20 July 2005 relating to Aéroports de Paris pursuant to law no. 2005-357 of 20 April 2005 related to airports. The Company is subject to specifications that set out its specific public service obligations. These missions fall within the scope of the Economic Regulation Agreement (ERA), in line with articles L.6325-2 of the French Transport Code and R.224-4 of the French Civil Aviation Code. The ERA 2016-2020 was signed with the government authorities on 31 August 2015.

Aviation and some non-aviation activities, which relate solely to the group’s Parisian activities, such as car parks, airport real estate and industry services revenue comprise the so-called “regulated” scope that is subject to the ERA concluded between the French government and Aéroports de Paris. The 2016-2020 ERA defines a limit on increases in the prices of the main airport and ancillary fees (excluding the fee for PRM assistance<sup>2</sup>) over the period in question, determines investment commitments (capacity, refurbishment, access, etc.) and sets quality of service targets together with the related financial incentive regime. Prices for non-aviation activities in the regulated scope continue to be set freely in accordance with a market approach.

Groupe ADP has published, on 2 April 2019, the document which presents its detailed proposals for the 2021-2025 Economic Regulation Agreement, for the development of Parisian platforms (see Chapter 8.3 – 2019 Highlights).

<sup>1</sup> Total traffic is calculated using the following method: traffic at the airports that are fully integrated is recognised at 100%, while the traffic from the other airports is accounted for pro rata to Groupe ADP's percentage holding. Traffic in TAV Airports' airports is taken into account at 100% in accordance with TAV Airports' financial communication practices.

<sup>2</sup> People with disabilities and reduced mobility.

## General description

Groupe ADP's business activities are divided into five segments: aviation, retail and services, real estate, international and airport developments and others. They are detailed in this chapter, under "Description of activities".

## Simplified financial information

(in million of euros)	2019 <sup>1,2</sup>			2018 <sup>1,2</sup>		
	Revenue	EBITDA	Operating income from ordinary activities	Revenue	EBITDA	Operating income from ordinary activities
Aviation	1,929	611	283	1,890	603	307
Retail and services	1,505	638	513	1,000	580	458
Real Estate	274	169	122	265	148	102
International and airports developments	1,081	326	164	941	304	223
Other activities	168	29	13	156	46	34
Inter-sector eliminations	(257)	(1)	(1)	(245)	(1)	(1)
<b>TOTAL</b>	<b>4,700</b>	<b>1,772</b>	<b>1,094</b>	<b>4,007</b>	<b>1,680</b>	<b>1,123</b>

<sup>1</sup> These figures take into account the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP results since April 2019, and AIG results since April 2018.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line in the income statement as "net income from discontinued activities", in accordance with the IFRS 5. Revenue, EBITDA and consolidated Group operating income thus no longer include activity from Istanbul Atatürk airport in 2018 and 2019. Moreover, the line "net income from discontinued activities" also includes the gain following the Turkish authorities' notification of the compensation payable to TAV Airports for the early closure of Istanbul Atatürk airport, net of taxes and the impact of the corresponding derecognition (or €31 million before elimination of non-controlling interests) (see press release of 26 December 2019).

## The group's strengths

Groupe ADP's expertise as an airport operator spans a network of 24 airports at 31 December 2019:

- ◇ the three main airports in the Paris region (Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget), owned and operated by Groupe ADP, which constitute the "gateway" to France; it should be noted however that the group also owns and operates ten general aviation airfields in the Paris region and the Issy-les-Moulineaux heliport, owned by the City of Paris;
- ◇ the 13 airports<sup>1</sup> managed directly by TAV Airports group, owned at 46.12% by Groupe ADP;
- ◇ the eight airports spread over Europe, the Middle East, Africa, the Indian Ocean and South America, in which ADP International, a wholly-owned subsidiary of Aéroports de Paris, has equity investments<sup>1</sup>.

Thanks to its exceptional strengths, diversification of activities and renowned expertise, Aéroports de Paris offers a solid profile and attractive growth prospects.

### A privileged location

The group enjoys a highly favourable geographic positioning thanks to the following:

- ◇ the tourist appeal of Paris and France, and of Île-de-France, the first economic region in France;
- ◇ a catchment area with an estimated population of 25 million within a 200 km radius, a large part of which is directly accessible by TGV from Paris-Charles de Gaulle airport;

◇ this is a central position, a two-hour flight from most major European cities;

◇ the absence of other large airports within 300 km.

This privileged location allows Aéroports de Paris to attract a large amount of point-to-point traffic and to continue its development as a prominent hub.

### Complementary airports adapted to future global traffic growth

#### AN AIRPORT SYSTEM IN ÎLE-DE-FRANCE CONSISTING OF THREE COMPLEMENTARY AIRPORTS, TAILORED TO A DIVERSE CUSTOMER BASE

Together, the three airports of Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget form a complementary offering for every type of air traffic: long and medium haul, domestic, connections, low-cost, leisure, charter and business. The ability of Paris-Le Bourget airport to handle business air traffic allows Paris-Charles de Gaulle and Paris-Orly airports to focus on commercial air traffic.

Thanks to this complementarity, Groupe ADP serves a wide range of customers. It hosts the largest international airlines, as well as low-cost carriers and the three major international alliances: SkyTeam, Star Alliance and Oneworld. In this way, it has traffic that is balanced between major geographical areas. These elements allow it to diversify its growth and limit the risk of dependence on a single type of market or customer.

<sup>1</sup> Including Zagreb airport whose concessionary company is owned at 15% by TAV Airports and 20.8% by Groupe ADP, via its wholly-owned subsidiary, ADP International.



## A POWERFUL HUB

According to the ACI Europe "Airport Industry Connectivity 2019" report which assesses the network of connections offered at airports, the connecting platform at Paris-Charles de Gaulle, the primary base of the Air France-KLM Group, is ranked as the 3<sup>rd</sup> European hub for global connectivity (number of cities covered), behind Frankfurt and Amsterdam.

Moreover, Paris-Charles de Gaulle has a multi-modal network, as it is at the centre of a network of motorways (A1, A3, A104 motorways) and regional, national and international rail connections. In particular, the high-speed train station located in the heart of Paris-Charles de Gaulle terminal 2 provides an excellent air/rail interconnection, and the bus stations, expanded over time as a result of coach travel liberalisation, will gradually offer an additional transport service.

The CDG Express project is ongoing, with the designation in December 2018 of the consortium comprising Keolis (SNCF Group) and RATP Dev as future operator and the signature of the concession contract on 11 February 2019. On 29 May 2019, the Minister for Transport announced that the commissioning of the future rail link "CDG Express" has been deferred. Scheduled to be operational for the 2024 Paris Olympic Games, CDG Express will finally be commissioned at the end of 2025. The direct rail link between Paris-Charles de Gaulle airport and Paris/Gare de l'Est has nevertheless been confirmed by the government.

Finally, the location of major freight players such as Air France-KLM, La Poste and FedEx (contract up to 2048, including an extension of the European hub of the operator) at Paris-Charles de Gaulle airport enables interconnection and optimisation of their respective networks.

## INFRASTRUCTURES WELL-SUITED TO FUTURE GLOBAL TRAFFIC GROWTH

The group has world class aeronautical infrastructures in Paris: two pairs independent runways at Paris-Charles de Gaulle airport and three runways at Paris-Orly. For these two airports, significant land reserves combined with the ability to adapt and develop existing infrastructures make it possible to handle long-term air traffic growth.

## A controlled legislative environment

Aéroports de Paris has its fully-owned land and airport facilities in Paris and is, pursuant to law and indefinitely, the operator of the Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports as well as the civil airfields located in the Greater Paris Region<sup>1</sup>.

The PACTE law of 22 May 2019 on business growth and transformation contains provisions relating to Aéroports de Paris, and authorises the transfer of majority of the Aéroports de Paris capital to the private sector. This bill provides that the right of operation shall be limited to a period of 70 years, as of the transfer of the majority of Aéroports de Paris capital to the private sector. Nevertheless, Aéroports de Paris will retain ownership of the abovementioned land and facilities throughout the entire operating period (see the section 8.3 - "2019 Highlights" of this Universal Registration Document).

The PACTE law helps bolster the company's current model, ensures the sustainability of the regulation system based on the adjusted till model, and confirms the uniqueness of the Paris region airport system (Paris CDG, Paris-Orly, Paris-le Bourget).

The Economic Regulation Agreement (ERA) 2016-2020 concluded with the French Government for the 1 April 2016 to 31 March 2021 pricing periods provides the visibility required for aviation activities. Accordingly, under the current ERA, Aéroports de Paris is authorised to raise the main airport fees as well as certain ancillary aviation fees up to a cap set by the ERA. The level of fees takes into account the return on the capital employed<sup>2</sup> and allows the profitability of the regulated scope to gradually improve. As a balance, these tariffs evolutions are associated with the implementation of an ambitious investment programme (around €3.0 billion for 2016-2020) and quality of service and productivity commitments.

On 2 April 2019, Aéroports de Paris published the public consultation document presenting a detailed proposal for the next Economic Regulation Agreement (ERA) for the 2021-2025 period (see section - 4.2.4 "Investment programme proposed as part of the negotiations on the 2021-2025 Economic Regulation Agreement" of this Universal Registration Document).

## Non-regulated activities with high potential

### RETAIL ACTIVITIES

Groupe ADP has around 58,000 sq.m space of commercial landside and airside<sup>3</sup>, which allows the group to offer its customers a competitive and diverse commercial offering. The plans to increase the retail space in existing terminals, create space in new facilities, and to refine the current offering, enable Groupe ADP to continue to expand its retail activities.

### DIVERSIFICATION REAL ESTATE

In its Parisian regional platforms (Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget), Groupe ADP has 357 hectares of land reserves earmarked for future property developments, giving it a truly dynamic policy<sup>4</sup>.

## International and airport development

Since 2017, ADP International, a wholly-owned subsidiary of Groupe ADP, has been responsible for managing Groupe ADP's international activities (investments, airport operations and engineering and innovation).

The One Group project consists in the restructuring, effective on 1 January 2020, of Groupe ADP aimed to promote the company's internationalisation, in order to enhance its industrial and financial performance, and offer its employees significant prospects for development<sup>5</sup>.

To that end, Groupe ADP is changing its structure with four components:

- ◆ creation of a new Development Department, which will group together all of the Group's concerned teams. This Department will have responsibility for all development projects, including non-airport development projects and those of service subsidiaries (BTA, specialising in food, ATU, specialising in duty-free shops, etc.);

<sup>1</sup> Referred to in Article D. 251 of the civil Aviation Code: Chavenay-Villepreux, Chelles-Le Pin, Coulommiers-Voisins, Etampes-Mondésir, Lognes-Emerainville, Meaux-Esbly, Paris - Issy-les-Moulineaux, Persan-Beaumont, Pontoise - Cormeilles-en-Vexin, Saint-Cyr-l'Ecole and Toussus-le-Noble.

<sup>2</sup> See section 5.4 "Description of activities by segment", paragraph "Fees", of this Universal Registration Document.

<sup>3</sup> See section 5.4 "Description of activities by segment", paragraph "Retail and Services - Parisian Platforms", of this Universal Registration Document.

<sup>4</sup> See section 5.4 "Description of activities by segment", paragraph "Real Estate", of this Universal Registration Document.

<sup>5</sup> See section 5.4 "Description of activities by segment", paragraph "International and Airport Developments", of this Universal Registration Document.



- ◇ creation of an Operations Department, whose area of responsibility will also cover international operations. In particular, it will be tasked with the coordination of airport managers in France and abroad;
- ◇ creation of 10 “group” branches each organised around a family of business activities, taking into account systematically different expertise relating to innovation and sustainable development. These branches will be based on a matrix mode of operation with hierarchical as well as functional reporting lines. They will thus contribute to the Group’s development; lastly;
- ◇ creation of a new coordination body geared to development and performance. The Executive Committees of Groupe ADP and TAV Airports remain unchanged and a new “Development and Performance Committee” is created with 8 members from the two companies.

Through ADP International, Groupe ADP has investments in eight airports spread over Europe, the Middle East, Africa, Africa, the Indian Ocean and South America.

As at 31 December 2019, TAV Airports, in which Groupe ADP owns 46.12%, directly managed 13 airports worldwide, mainly in Turkey, Europe and the Middle East.

On 6 April 2019, commercial flights at Atatürk Airport, managed by TAV Airports, were transferred to the new Istanbul airport. On 26 December 2019, TAV was officially informed by the Turkish Civil Aviation Authority (DHMI) that it would be compensated for the early termination of this concession, which had in theory been due to expire on 2 January 2021 (see section 8.3 - “2019 Highlights” of this Universal Registration Document).

## Strategy

### The Connect 2020 strategic plan

Groupe ADP is a global airport group with presence in the major segments of the airport value chain in Paris and abroad. Thanks to this asset, the Group aspires to become an integrated provider of airport services by increasing the competitiveness and appeal of its Parisian base for its customers, by expanding its know-how and developing territories.

Equipped with a robust economic model and strong development potential, Groupe ADP is able to take on the changes occurring in global air transport.

While the number of worldwide passengers is doubling on average every 15 years, growth is gradually moving from Europe and North America to Asia and emerging countries. In addition, competition is increasing for connecting traffic between airports with the proliferation of hubs, particularly in the Gulf. Competition is also growing between low-cost airlines, which historically operated in short- and medium-haul traffic but have now entered long-haul traffic. The increasingly intense competition among operators is one of the reasons why a number of European airlines ceased operations in 2019, whether they are present in Paris (Aigle Azur, XL Airways) or not (Thomas Cook Airlines).

These changes are modifying the traditional models of airline companies and European airports, thus providing opportunities for the group, which intends to confirm its position as a major player in the airport value chain.

Given this environment, the competitiveness of airlines is increasingly based on the airport’s assets: its ability to meet their growth and other new

needs, as well as assist them in their efforts to ensure better management of operating costs. For airport managers, this approach means improving infrastructure quality and robustness, providing a suitable fee structure and first-rate quality of service and passenger facilities.

CONNECT 2020 is Groupe ADP’s strategic plan for 2016-2020. It was developed to address this changing, high potential environment and to continue to help the Company evolve following its listing on the stock exchange in 2006. The CONNECT 2020 strategic plan is a natural extension of the Economic Regulation Agreement (ERA) signed with the government for 2016-2020, and sets out the objectives for regulated as well as non-regulated activities: retail activities via terminal shops and services, diversification of real estate (hotels, offices, etc.), subsidiaries and international holdings.

Having previously focused on developing the capabilities of Paris- Charles de Gaulle and the quality of service of the Parisian airports, the Groupe ADP is now concentrating on developing its potential to meet one goal: to be a leading group in airport design and operations.

To this effect, it intends to implement its activities for the 2016-2020 period based on CONNECT 2020’s three main strategic priorities:

- ◇ **optimise, by making the most of the Group’s resources;**
- ◇ **attract, by targeting excellence;**
- ◇ **expand, by stimulating and sharing sustainable growth.**



The three priorities, which run right across the Group’s activities, are split into nine commitments which it has made to its stakeholders, thus assuming its role as an integrator to unite all players for the benefit of the aeronautical sector and regional competitiveness, in line with the new challenges of a competitive, open, complex and uncertain world.

### OPTIMISE: Make the most of the Group’s resources

Groupe ADP’s first priority is to consolidate its fundamentals in order to create a solid base favourable to the sustainable growth of its business activities. This optimisation aims to guarantee the operational performance of the airports, strengthen the performance of its companies and improve the group’s financial performance.

#### ENSURE OPERATIONAL PERFORMANCE

The ambitious and selective CONNECT 2020 investment programme, in the amount of €4.7 billion, of which €3.2 billion is allocated to the regulated scope, focuses on the optimisation of facilities and the transformation of infrastructure and equipment to ensure their robustness, productivity, adaptability and quality.

The investment plan addresses capacity, security and quality needs and focuses on maintaining assets and ensuring regulatory compliance. It must also help to counter the growing spread and diversity of the facilities thanks to the deployment of a concept consisting of merging terminals as well as consolidating accessibility to, and the competitiveness of, the Paris-Charles de Gaulle hub and to compensate the fragmentation and disparity of installations by deploying an initiative to merge terminals. For this, work on the junction between the international Terminal 1 satellites and the Terminal 2B/2D junction continued at Paris-CDG airport in 2019. As regards Paris-Orly, the junction building (called Orly 3) of a total area of 80,000 sq.m. was inaugurated by the Prime Minister on 18 April 2019. Moreover, the main runway at Paris-Orly was entirely renovated in 2019, requiring this runway to close between 28 July to 2 December 2019.

Lastly, studies on the future Terminal 4 at Paris-Charles de Gaulle continued throughout 2019. The prior consultation on the project was conducted under the auspices of the CNDP (National Commission for Public Debate) from 12 February to 12 May 2019. The guarantors appointed by the CNDP have prepared a report on this prior consultation published on 12 June 2019.

### REINFORCE STRUCTURAL PERFORMANCE

Groupe ADP also intends to improve its internal organisation by optimising all its operating and functional methods for more efficiency and responsiveness (streamlining support business lines and functions, pooling operational units and on innovation for tools, management and working methods, etc.).

The creation in 2017 of the Airport Operations Division which combines operational and technical expertise to serve the departments at the airports was a first step in this direction. This was followed in 2018 by the implementation of the ORLY2020 transformation project with the launch of a new functional organisation structure in February. The new operational organisation became effective in January 2019 with the creation of an APOC (AirPort Operations Centre), as a single command centre. Furthermore, as part of One Group, in December 2019 the group announced the creation of an Operations Department, whose area of responsibility will also cover international operations. In particular, it will be tasked with the coordination of airport managers in France and abroad.

In parallel, the gradual implementation of the CDG 2020 project, for Paris-Charles de Gaulle, and LBG 2020 project, for Paris-Le Bourget, continued. These transformation projects aim to boost operating efficiency, the consistency of operating procedures and the transversality of processes.

These ongoing organisational and cost control changes will contribute to achieving the objective of a 10%-15% reduction in operating costs per passenger for the regulated scope between 2015 and 2020 (initial target of -8% revised in February 2019).

### IMPROVE FINANCIAL PERFORMANCE

The Group has set itself the goal of increasing its consolidated EBITDA by 30% to 40% over 2014 levels (excluding the full consolidation of TAV Airports and AIG) and of achieving Return On Capital Employed (ROCE) for the regulated scope close to the Group Weighted Average Cost of Capital (WACC) of 5.4% while guaranteeing robust, high-quality service. This objective was revised in February 2019 (ROCE 2020 target between 5.6% and 5.8%, see section 8.3 "2019 Highlights" of this Universal Registration Document). The objectives will be met thanks to strict financial discipline, the continued search for savings and a strategy aimed at getting the most out of the retail model and increasing the value of the real estate assets portfolio.

### ATTRACT: Target excellence

Among other things, this strategic priority includes improving the competitiveness of the Paris-Charles de Gaulle hub with a new fee structure, an investment plan to improve hub operations and better quality of service for all passengers. In addition, Groupe ADP pursues its dynamic human resources policy to promote employee development and collective commitment and develops a strong brand strategy to affirm its identity.

### BECOME THE FIRST CHOICE OF CUSTOMERS

For the passenger who takes an intercontinental flight and chooses his "gateway into Europe" airport or his connection point, Paris faces competition from other major airports.

In this context, CONNECT 2020 is intended help Groupe ADP to win market share through a proactive search for traffic via facilities performance, the appeal of its fee policy and its commitment to its customers. With the Connecting Clients 2020, plan the Group is committed to raising the quality of its service to that of the best European airports, to providing the best of the Parisian experience through a distinctive retail and services offering and to simplifying and personalising the customer relationship by building on a reinforced digital strategy.

In 2019, customer satisfaction weathered the challenging environment well: it showed an improvement compared to 2018, despite the difficulties of waiting times at police controls as part of the tightened verification measures, the construction works projects in the operating terminals and strikes that affected airport access. In response, the deployment of the new automated PARAFE border control gates, with digital fingerprint and facial recognition, was accelerated, and the waiting conditions for passengers at police and security controls were improved (layout of spaces, lighting, climate control). Moreover, a support program for the airports' transformation was implemented: creation of a dedicated "ParisAéroportChange.fr" site, "Paris Fashion Chantier" designer cladding of work partitions, staff reinforcements.

The first results of the Paris-Orly transformation are being seen (including the opening of the junction building to the public).

Charles de Gaulle continued its way up the 2019 Skytrax ranking, coming in thirtieth place worldwide out of 100. It also comes in seventh worldwide in this ranking in terms of shopping experience.

Groupe ADP's challenge today is to improve its competitive position, both in the Skytrax ranking and the ASQ/ACI survey.

### ENCOURAGE THE DEVELOPMENT OF OUR EMPLOYEES

Achievement of Groupe ADP's goals is made possible by the commitment and involvement of employees who share these goals and common values.

With respect to working and management methods, the Group intends to change managerial practices by laying the foundation for a shared culture to encourage operating modes carrying accountability, transversality and cooperation. The "Attitude Manager" project organises training for all managers, combined with a major in-house mobility programme to promote career development within the Group and internationally. In addition, a set of measures is being deployed to change individual practices, assist teams with transformation projects and adapt the overall organisation.

Groupe ADP intends to increase the level of employee satisfaction and commitment reflected in the results of surveys carried out by the independent institute "Great Place to Work".

### PROMOTE GROUPE ADP BRANDS

This two-tier identity, the Group brand "Groupe ADP" and a traveller's brand "Paris Aéroport", helps increase awareness of the Group among its customers and partners, both in France and abroad, as well as unite employees.

With its *Paris vous aime* (Paris loves you) signature, the Paris Aéroport brand launched in 2016 directly targets passenger-customers in the Paris airports and expresses the commitment to welcome them with the highest standards of hospitality.

With its "Groupe ADP, sharing new horizons" signature launched at the end of 2018, the new Groupe ADP corporate brand platform targets all the other audiences, including primarily employees, but also airlines, regions, and all other partners with which the Group cooperates within its ecosystem. The group aims to consolidate its leadership role in the industry and assume its development ambitions in France and abroad.

## EXPAND: Stimulate and share sustainable growth

Groupe ADP's third priority is to create new value via a global offering for its customers, for the development of the region and to export its know-how to other markets. To do so, Aéroports de Paris can count on its in-depth knowledge of the principal airport businesses to understand the challenges facing each one, optimise the relationships between players, operate in a network, promote partnerships that create value and conquer new markets, particularly abroad.

### BE A SOLUTIONS INTEGRATOR

The challenge is to unite the extended airport community through cooperative projects required for the development and competitiveness of the Paris market place. On-time flights and cargo are symbolic of this unifying role that Groupe ADP can play for the benefit of the entire airport chain. Thanks to its collective commitment, the Group intends to increase Paris' leadership in European cargo and improve the on-time performance of flights at Paris-Charles de Gaulle by 2020.

With this aim, the CDM@CDG (CDM - Collaborative Decision Making) action plan was implemented in 2018 at Paris-Charles de Gaulle airport to guarantee the punctuality of regulated flights, *i.e.* flights subject to air regulation constraints. Along with the Air Navigation services, the aim is to carry out adjustments to operating procedures used by air traffic controllers during the start-up, taxiing and take-off phases for regulated aircraft. It also aims to improve Local Departure Management (GLD) in order to allow for improved predictability and more precise monitoring of regulated flights, from block-off to take-off.

Operating performance is also improved by the ability to innovate towards new solutions to the challenges posed by the change in air transport and airport businesses. For this reason, in 2018 Groupe ADP invested, via ADP Invest, in Innov'ATM which has developed software to optimise air traffic around airport infrastructure, in flight and on the ground, using artificial intelligence algorithms.

### GROW WITH TERRITORIES

Regions and airports share the same strategic challenge, which is capturing global growth for the benefit of Paris. By ensuring connectivity with the rest of the world, airports provide an essential link for city development. In the competition between major world cities, having an airport system which includes Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget is a considerable asset.

Groupe ADP wants to sustainably anchor its activity and contribute to the economic and social development of the city and the regions surrounding the airports. For this purpose, CONNECT 2020's strategy is to proactively develop routes in order to increase the long-haul network to/from Paris.

The group also intends to strengthen its presence at the heart of local economies by becoming a leading player in Grand Paris.

The Group is strengthening its actions in the fight against climate change, and aims to improve its energy efficiency by 7% between 2015 and 2020. It also announced its ambition to reduce CO<sub>2</sub> emissions by 65% at the three Paris airports between 2009 and 2020. As part of this approach, from 2012 the Company has committed to the ISO 50 001 certification of its Energy Management System (SMÉ). In June 2018, AFNOR (*Agence française de normalisation*) renewed the Company's certification obtained in 2015 for three years. Also, in 2018, the Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports maintained their certification to the ISO 14001 standard as well as the Airport Carbon Accreditation (ACA) level 3 certifying management of internal and external greenhouse gas emissions.

## CONQUER NEW MARKETS

Groupe ADP is rolling out its international development strategy as part of its ambition to be a world leader in airport design and operation.

The expansion of Groupe ADP abroad enables it to take advantage of some of the opportunities offered by increased global traffic. It aims to strengthen its position in regions in which it already has operations and develop in regions with high growth potential. Over time, the group plans to expand its airport portfolio by targeting new significant acquisitions abroad.

## The group's 2020 objectives

CONNECT 2020, Groupe ADP's strategic plan, implements an industrial strategy to promote the overall competitiveness of the aeronautical sector and the regions, in line with the Economic Regulation Agreement 2016-2020 signed on 31 August 2015.

Groupe ADP 2016-2020 targets, as announced on 14 February 2019 have been changed and have to be understood independently from the effect of the full consolidation of TAV Airports and AIG. The group has thus set the following targets for the period 2016-2020:

- ◆ return on capital employed in the regulated scope: return on capital employed in the regulated scope is in line with the Group's average weighted cost of capital, between 5.6% and 5.8% (target unchanged compared to 2018);
- ◆ quality of service: attainment of an overall ACI/ASQ score of 4 after delivery of the infrastructure projects in 2021 (delivery of the terminal 1 junction at Paris-CDG in 2021) (target revised compared to 2018: 2020 target deferred to 2021);
- ◆ retail outlets: revenue per departing passenger expected at €23 for airside shops on a full-year basis after these infrastructure projects have been delivered in 2021 (delivery of the terminal 1 junction at Paris-CDG in 2021) (target revised compared to 2018: 2020 target deferred to 2021);
- ◆ real estate: growth in external rent (excluding re-invoicing and indexing) from real estate activities of 10 to 15% between 2014 and 2020e (target unchanged compared to 2018);
- ◆ control over operating costs: limiting the increase in parent company operating costs to less than or equal to 2.2% per year on average between 2015 and 2020e (target unchanged compared to 2018);
- ◆ profitability: growth in consolidated EBITDA between 30 and 40% from 2014 to 2020e, thanks to the combination of the above items and excluding the full consolidation effects of TAV and AIG (target unchanged compared to 2018).

Regarding the extra-financial objectives, Groupe ADP has set the following targets for the 2020 horizon:

- ◆ extra-financial rating: achievement of a group rating (ADP S.A. and its 100% owned subsidiaries) of 86/100 (target unchanged compared to 2018);
- ◆ energy final consumption: satisfied up to 15% of the renewable energy sources (target unchanged compared to 2018);
- ◆ car parks (light vehicles): composed of 25% clean vehicles (target unchanged compared to 2018).

It should be noted that the 2020 forecasts do not take into account the effect of the coronavirus epidemic. (See Section 11.2 "Group forecasts in 2020").

Changes made to these targets are included in Chapter 8.3 - Highlights of the 2019 year.

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Moreover, at the Investors' Day on 5 April 2019, the Group communicated a certain number of forecasts by 2025, which do not constitute targets but translate a medium-term vision that supplements the targets in the Connect 2020 plan, which are unchanged since their latest update on 14 February 2019. This vision of each of the Group's business lines (regulated Parisian aviation activities, retail activities and real estate activities in Paris, and international activities) is described in each of the corresponding sections of this document. At overall Group level, the forecasts would lead to expectations of:

- ◆ cumulative Group traffic of around 400-450 million passengers in 2025 (compared to 234.5 million in 2019), which could represent a global market share of around 7.5% to 8.5%;

- ◆ between 30 and 40 airports operated by the Group in 2025;
- ◆ an increase in Group revenue and EBITDA between 2018 and 2025 of around 40% to 50% with an EBITDA margin on revenue of between 40% and 45% in 2025;
- ◆ an increase in Group operating income from ordinary activities between 2018 and 2025 of around 50% to 60% with an operating income from ordinary activities to revenue margin of around 30% in 2025.

All these estimates correspond to trends and preliminary insights based notably on Groupe ADP's proposal for the 2021-2025 Economic Regulation Agreement, which is liable to change up to the contract's signature.

## 5.2 OVERVIEW OF THE MARKET

### Airport operations

#### Groupe ADP is an airport operator

Present at each step of the flows of passengers and goods, the operator's role is to optimise the various flows intersecting at the airport: aircraft flows in the aeronautical areas, passenger flows in the terminals and through the various security control systems, luggage flows, cargo flows and supply flows between the landside areas and the aircraft. It must also ensure the interface between the various parties to which it provides services and facilities.

For this:

- ◆ it designs and organises the construction of airport infrastructure and access;
- ◆ it provides airlines and other professional service providers with infrastructure and facilities such as check-in counters, boarding areas, baggage carousels, aircraft parking areas, offices and lounges, which are allocated to users throughout the day. Groupe ADP also supplies airlines with services such as telecommunications, power, utilities and waste treatment;
- ◆ it determines the establishment of and rents out commercial spaces, especially shops, bars and restaurants;
- ◆ it welcomes and informs passengers, facilitates traffic and ensures that services are available to enhance their comfort such as car parks, hotels, telecom services, personalised reception;
- ◆ it carries out, under the control of government authorities, air transport security measures.

Aéroports de Paris' general operating conditions are detailed in its specifications, described in the paragraph in Chapter 5 "Specifications".

While the assignment and allocation of take-off and landing slots fall under the authority of an independent organisation, Aéroports de Paris is responsible for assigning airlines to the various terminals within a single airport and, according to specific procedures, to the different airports.

#### Airlines and their ground handling assistance services

The airport operator's responsibility toward passengers ends when the passenger is placed under the airline's responsibility. In practice, this is from the beginning of the boarding procedure to the end of the passenger disembarkation procedure.

Airlines are also responsible for all aircraft loading and unloading procedures. They also rely on service providers, who are known as ground handling companies.

Airlines may cooperate with each other through different arrangements, such as interline agreements that enable the point-to-point handling of connecting passengers, or the sharing of codes that allow an airline to sell tickets for a flight operated by its partner. Although alliances (Skyteam, Star Alliance and Oneworld<sup>1</sup>) are the preferred framework for cooperation between intercontinental carriers, smaller scale partnerships are developing. These airlines serve different customer segments with a differentiated service offering and a portfolio of destinations that are interconnected through their own network (their hubs) or those of other airlines. Although all carriers expect an excellent quality of ground service from the airport operator, if they are members of an alliance they usually also want access to facilities, products and services that make connections easier, to be brought together under one roof (in the same terminal) and to be able to share facilities. In the medium-haul point-to-point market, the model inspired by low-cost airlines is also starting to dominate, including within traditional airlines. The main focus is on reducing operating costs in order to offer customers the lowest prices. To this end, companies mainly expect the airport manager to develop state of the art facilities that are easy to operate as well as coordination methods that guarantee flight punctuality.

Charter airlines are characterised by their non-regular service offering. They are chartered by Tour Operators to whom they offer a seat allocation. They generally expect the airport operator to provide them with functional facilities and simple ground-handling procedures.

<sup>1</sup> The members of the SkyTeam Alliance in Paris are Aeroflot, AeroMexico, Air Europa, Air France, Alitalia, China Eastern, China Southern, Czech Airlines, Delta, Kenya Airways, KLM, Korean Air, MEA, Saudia, Tarom and Vietnam Airlines. The members of Star Alliance with a presence in Paris are Adria Airways, Aegean Airlines, Air Canada, Air China, Air India, ANA, Asiana Airlines, Austrian, Brussels Airlines, Croatia Airlines, Egyptair, Ethiopian, Eva Air, LOT Polish Airlines, Lufthansa, SAS Scandinavian Airlines, Singapore Airlines, Swiss, TAP Portugal, THAI, Turkish Airlines, United. The members of Oneworld present in Paris are American Airlines, British Airways, Cathay Pacific, Finnair, Iberia, Japan Airlines, LATAM, Qatar Airways, Royal Jordanian.

## Cargo and mail business

There are several types of players in cargo and mail:

- ◆ the loaders, who are at the start of transport operations, have goods to be transported from one place to another. They sign a contract with a forwarding agent, who organises shipment from point to point on their behalf;
- ◆ the cargo forwarding agents or cargo agents who are both transit agents and logistics specialists. They organise the collection, transport and delivery of the goods. They are responsible for organising the entire transport chain and, if they have approval, customs formalities;
- ◆ the road transport carrier in charge of the pre- and post-transportation of shipments from the loader's facility to the airport warehouse;
- ◆ the "General Sales Agents" (GSA), designated by an airline company to sell cargo capacities in aircraft holds on their behalf;
- ◆ airlines, which transport cargo either in the hold of passenger flights (mixed flights) or in all-cargo flights;
- ◆ express freight service providers and integrators, in particular FedEx, which has installed its European hub at the Paris-Charles de Gaulle airport, as well as DHL, TNT, UPS, etc.; With the development of e-commerce, new players are emerging: e-commerce platforms such as Amazon, Ali Baba. Therefore, in 2016, Amazon equipped itself with its own air cargo network and entered into direct competition with express cargo players;
- ◆ traditional mail service providers such as the French postal service La Poste, who has concentrated all of its airmail services at Paris-Charles de Gaulle airport;
- ◆ handlers (ground-handling), responsible for receipt and packaging of goods in the cargo stores before they are loaded onto the aircraft;
- ◆ ground-handling services, which carry out the transport of cargo airside as well as loading it on to the aircraft.

The administrative departments relating to cargo and mail control include:

- ◆ the Customs Authority, which monitors the entire control and surveillance (protection of citizens) process for goods entering and leaving the country. It clears goods for export and collects customs duties on goods being imported;
- ◆ the veterinary and plant protection departments, who perform phytosanitary checks on perishable products and living animals.

## Government services and agencies

The government authorities are responsible for a certain number of services necessary for airport operation:

- ◆ air traffic control, provided by the Air Navigation Services Division within the DGAC (*Direction Générale de l'Aviation Civile* – French Civil Aviation Authority). The Government is responsible for managing the arrival and departure of aircraft to and from the aircraft parking areas. It determines the capacity of each airport in terms of aircraft movements;
- ◆ security operations such as background checks on persons authorised to enter airside areas and the supervision and control of security operations carried out by airport operators and security agents. The government delegates implementation of certain Aéroports de Paris security services: passenger, luggage, staff and merchandise security checks;
- ◆ public safety services, which are the responsibility of the French border police (DPAF) and the Air Traffic Police (GTA) as well as the services of the Prefecture of police of Paris;

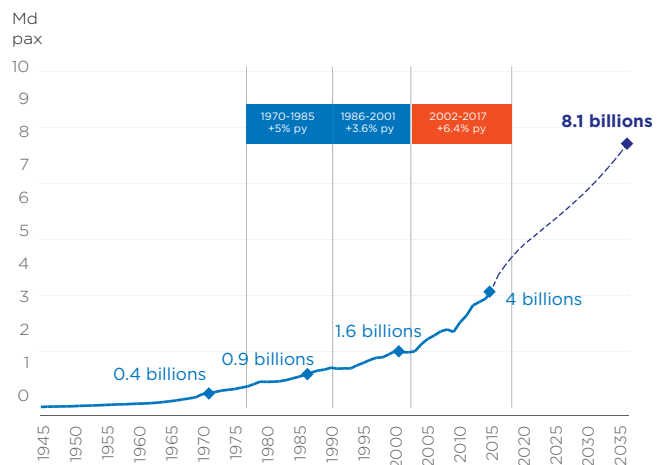
- ◆ and border controls carried out on persons by French border police and by the Regional Directorate for Sanitary and Social Affairs at the French customs points for the control of goods. The health controls conducted by the State health services, who may be assisted by Aéroports de Paris.

Without prejudice to the above expertise of the government authorities, Aéroports de Paris coordinates, at each airport that it operates, the activities of the different operators so as to guarantee the effective delivery of airport services.

## Passenger traffic

### Changes in the worldwide air traffic market and growth forecast<sup>1</sup>

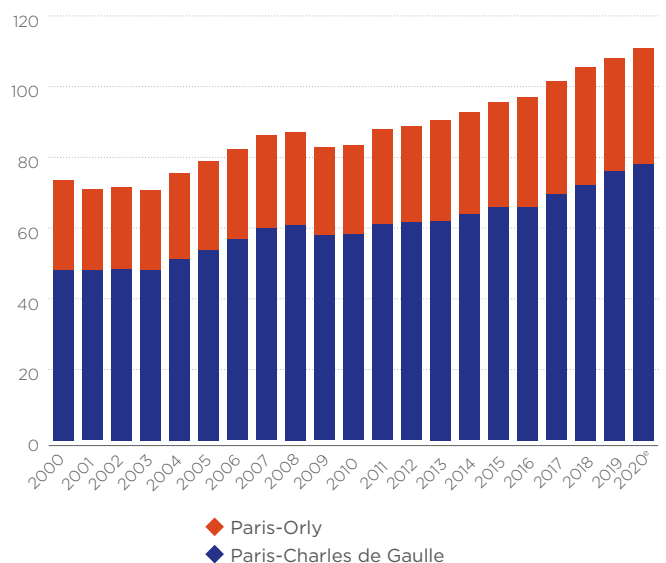
(billion passengers)



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### Change in passenger traffic at Paris Aéroport<sup>2</sup>

(million passengers)

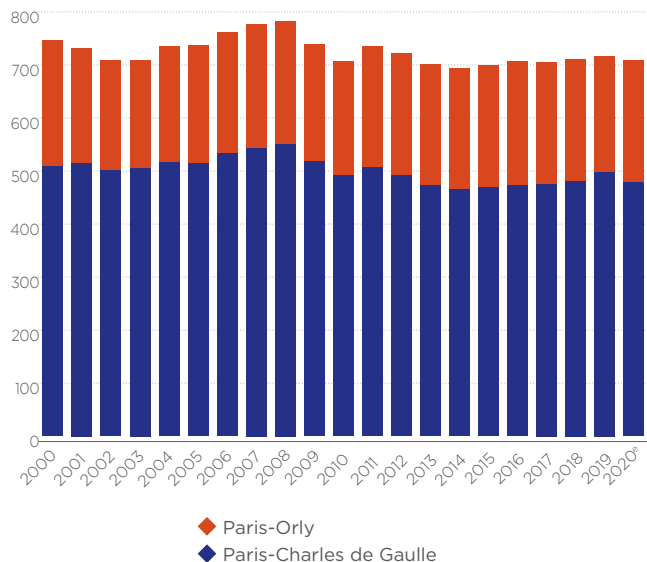


<sup>1</sup> Sources: Groupe ADP/OACI 2018/IATA Air Passenger Forecasts 2017-2037.

<sup>2</sup> Paris-Charles de Gaulle and Paris-Orly. Source: Groupe ADP.



## Changes in aircraft movements at Paris Aéroport<sup>1</sup> (thousand movements)



## Change in traffic at Paris Aéroport in 2019<sup>2</sup>

In 2019, traffic increased by 2.5% compared to 2018, reaching 108 million passengers: it increased by 5.4% at Paris-Charles de Gaulle (76.2 million passengers) and decreased by 3.8% at Paris-Orly (31.9 million passengers).

The fall in traffic at Paris-Orly is due in particular to restrictions on movements due to the closure for works of the main runway at Orly (closed from 28 July 2019 to 2 December 2019) and the impact of the failure of Aigle Azur which ceased operations in the evening of 6 September 2019.

Traffic increased by 4.8% in the 1<sup>st</sup> half of the year and by 0.5% in the 2<sup>nd</sup> half.

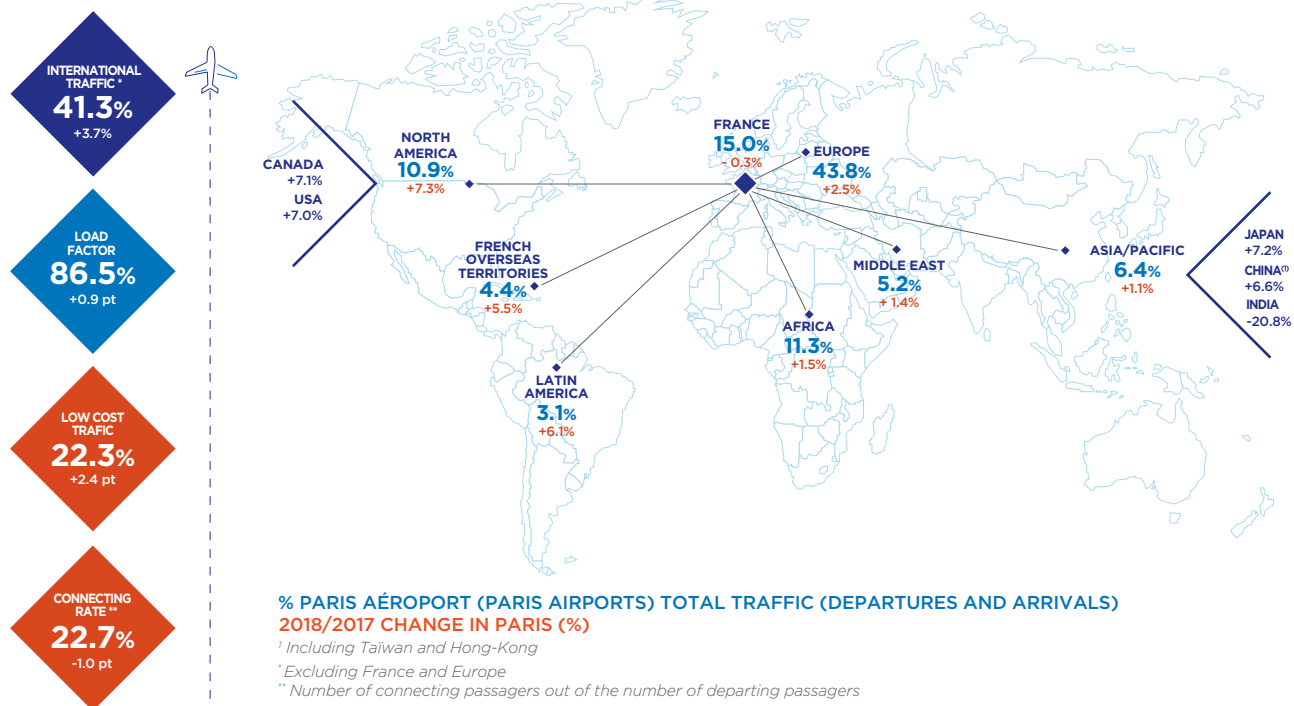
The number of connecting passengers rose by 7.4%. The connecting rate stood at 22.7%, up 1.0 points over 2018.

Air traffic movements were up by 0.9% to 716,524 movements at Paris-Orly and Paris-Charles de Gaulle.

Low-cost airline traffic (22.3% of total traffic) was up by 2.4%.

Freight and postal activity decreased by 2.3%, with 2,200,810 tonnes transported.

## Breakdown of Aéroports de Paris' passenger traffic by destination in 2019

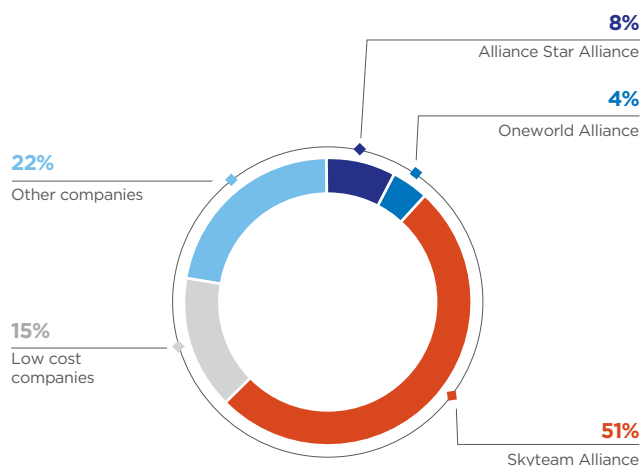


<sup>1</sup> Paris-Charles de Gaulle and Paris-Orly. Source: Groupe ADP.

<sup>2</sup> Sources: Groupe ADP/OACI 2018/IATA Air Passenger Forecasts 2017-2037.



## Aéroports de Paris' passenger traffic in 2019 by type of airline



The main airlines that operate from Paris-Charles de Gaulle and Paris-Orly are Air France<sup>1</sup> (44.0% of overall traffic), easyJet<sup>2</sup> (8.1%), Transavia.com (5.3%), Vueling (4.3%) and Delta Airlines (1.7%).

## 2019 Groupe ADP traffic by airport

Group traffic's assumption (in million of passengers)	Groupe ADP traffic @100% (Mpax)	Groupe ADP stake <sup>1</sup>	Stake-weighted traffic (Mpax) <sup>2</sup>	Change 2019/2018 <sup>3</sup>
Paris Aéroport (CDG+ORY)	108.0	@ 100%	108.0	+2.5%
Zagreb	3.4	@ 20.8%	0.7	+3.0%
Jeddah-Hajj	6.7	@ 5%	0.3	-7.6%
Amman	8.9	@ 51%	8.9 (@100%)	+5.9%
Mauritius	3.9	@ 10%	0.4	+0.6%
Conakry	0.6	@ 29%	0.2	+12.3%
Santiago de Chile	24.6	@ 45%	11.1	+5.7%
Madagascar	1.3	@ 35%	0.4	+8.4%
Antalya - TAV Airports	35.7	@ 23.1%	35.7 (@100%)	+12.6%
Ankara Esenboga - TAV Airports	13.7	@ 46.1% <sup>4</sup>	13.7 (@100%)	-18.2%
Izmir - TAV Airports	12.4	@ 46.1% <sup>4</sup>	12.4 (@100%)	-7.6%
Other airports - TAV Airports <sup>5</sup>	27.3	@ 46.1% <sup>4</sup>	27.3 (@100%)	+4.6%
<b>TOTAL GROUPE (EXCL. ATATÜRK)</b>	<b>243.1</b>		<b>218.4</b>	<b>+2.3%</b>
Istanbul Atatürk - TAV Airports	16.1	@ 46.1% <sup>4</sup>	16.1 (@100%)	N/A
<b>TOTAL GROUPE (INCL. ATATÜRK)</b>	<b>259.2</b>		<b>234.5</b>	<b>-16.7%</b>

<sup>1</sup> Direct or indirect.

<sup>2</sup> Total traffic is calculated using the following method: traffic at the airports that are fully integrated is recognised at 100%, while the traffic from the other airports is accounted for pro rata to Groupe ADP's percentage holding. Traffic in TAV Airports' airports is taken into account at 100% in accordance with TAV Airports' financial communication practices.

<sup>3</sup> Change in 2019 traffic as compared to 2018. For TAV Airports, change in traffic in 2019 vs 2018 is calculated on a comparable basis and includes traffic on Antalya Airports since January 2018.

<sup>4</sup> Groupe ADP's holding percentage in TAV Airports.

<sup>5</sup> Turkey (Milas-Bodrum & Gazipaşa), Croatia (Zagreb), Saudi Arabia (Medinah), Tunisia (Monastir & Enfidha), Georgia (Tbilissi & Batumi), and Macedonia (Skopje & Ohrid).

<sup>1</sup> Air France-KLM, Hop!

<sup>2</sup> easyJet Airlines Co and easyJet Switzerland

## Cargo traffic

There is no single international definition of what constitutes air cargo. The International Civil Aviation Organisation (ICAO) defines air cargo as merchandise transported by air for a fee, with the exception of mail, while the International Air Transport Association (IATA) defines cargo as all goods including mail, with the exception of baggage. Groupe ADP adopted the IATA definition. The concept of cargo includes freight and mail.

Cargo is a highly complementary business to passenger transport because it allows for the optimum use of aeronautical infrastructure throughout the day, as cargo companies do not have the same scheduling constraints as passenger companies. Cargo is transported both on all-cargo flights and on mixed flights. Cargo is carried in the holds of passenger aircraft therefore contributing to the economic balance of the passenger routes.

TAV Airports also operates cargo activities at the Tbilisi (Georgia), Monastir and Enfidha (Tunisia), and Medina (Saudi Arabia) airports.

### Trends in cargo and mail at the Paris-Charles de Gaulle and Paris-Orly airports

In 2019, Paris Aéroport estimates that it handled 2.20 million tonnes of cargo (-2.3% compared with 2018) at the Paris-Charles de Gaulle (2.10 million tonnes, down 2.5%) and Paris-Orly (0.099 million tonnes, up 3.3%) airports.

In 2019, for the first time since 2011, a decrease in the proportion of cargo tonnage embarked in passenger aircraft holds was observed, along with an increase in that using the holds of all-cargo flights. 56% of cargo transited by "passenger" aircraft and 44% by all-cargo aircraft (stable compared to 2018). The change in 2019 as compared to 2018:

- ◆ a -0.7% decrease in all-cargo movements and therefore the related hold capacities (compared to stability over the previous years);
- ◆ an overall -1.4% decrease in cargo tonnage, less significant than in mixed tonnage (-2.8%).

Despite this, in 2019, the volume of cargo transported on passenger flights considerably exceeds that transported on all-cargo flights. At this stage, therefore, the strategy of the major cargo transporters, consisting of taking advantage of the significant hold capacities in passenger aircraft in order to optimise the revenue/cost mix, is not called into question. This strategy of using "passenger" holds rather than all-cargo aircraft holds is also made possible by the change in aircraft and the high frequencies and connections offered by the Paris-Charles de Gaulle hub.

### Cargo strategy

Groupe ADP's strategy for its cargo business is to develop and increase the appeal of its Paris airports in order to win new markets and support cargo operators in the development of their activities.

In this context, Groupe ADP's goal with regard to cargo is for Paris-Charles de Gaulle to become the European leader in the years to come. Development of the cargo business is one of the themes of the CONNECT 2020 strategic plan, which specifically includes the creation of 100,000 sq.m. of additional cargo facilities over the 2016-2020 period, to support our customers' growth.

Groupe ADP's cargo strategy and the pursue of growth for the 2016-2020 horizon (estimation of +100,000 sq.m., i.e. +15% of the cargo park) for the Parisian platforms is based on four axes:

#### Recovering traffic

The vast majority of cargo is transported on passenger flights at Paris-Charles de Gaulle. In the context of increased competition between airlines, the cargo-passenger combination is a decisive profitability vector impacting companies' choice of location. Groupe ADP thus builds upon the strengths of its cargo business to expand its air network. Welcoming all-cargo companies remains a strong focus of Groupe ADP's strategy. It is carrying out marketing actions aimed at attracting them to set up in its airports.

Groupe ADP is also pushing for the development of traffic rights (development of all-cargo frequencies on certain specific lines, grant of fifth-freedom rights) and all measures to simplify administrative procedures in order to improve the competitiveness of air freight in France.

#### Commitment to better quality of service and a more attractive cargo city

Besides the modernisation works and projects to offer facilities that meet the highest international standards, efforts are also focused on cleanliness, signage and security. A large security project undertaken with all of the operators installed accesses with video surveillance to improve lorry traffic and make the merchandise flows more secure.

With regard to real estate, the priority is to develop the active "front line" (zone comprising the warehouses closest to the aircraft, at the border between airside and landside). To do this, the group invested in border cargo warehouses with direct access to the runways to facilitate the loading/unloading/customs clearance operations of all-cargo aircraft. It has also increased the number of advanced cargo storage platforms to take into account the movement of cargo to the holds of passenger aircraft.

The challenge is to also offer "tailor-made" solutions to the cargo forwarding agent partners: either in divisible warehouses co-financed by Groupe ADP or, like Bolloré or DHL, in private warehouses, or even by third party investors.

#### Plan the development of the cargo business over the long term

In order to attract pharmaceutical flows, with high added value and as true growth drivers for the cargo business, in summer 2016, Groupe ADP, working with IATA, launched an initiative that enables the Paris-Charles de Gaulle cargo community to obtain CEIV Pharma certification; this has become the standard certification in response to increasing demand from the pharmaceutical industry. The first phase of this initiative, officially launched on 27 January 2017 and co-financed by Groupe ADP, includes ten Cargo partners representing the entire cargo chain (road carriers, transport commissioners, airlines, ground handling, runways and shops, etc.).

Similarly, work has been undertaken to create labels or initiate certification of other French sectors of excellence (luxury, perishable, animal genetics, etc.) in order to develop flows around these high value-added products.

The creation of international partnerships with other major Cargo airports is one of the new focuses chosen by Groupe ADP to develop, boost and secure flows, by setting up privileged corridors for segments identified as strategic and shared by the two partners.

It should be recalled that two cooperation agreements were signed in 2018: the first in June with Hong Kong airport (the leading cargo airport worldwide), then in October, at the 2018 Air Cargo Forum in Toronto, with Dallas International Airport. Other partnership agreements are currently being considered and should be signed during 2020. The aim is to build a world, premium quality, end-to-end services network with the partner airports, for specific goods. This objective also requires working with other airport partners in the logistics chain, such as air transporters, customs services, etc.

Finally, Groupe ADP has played a very active role in rebuilding the interprofessional air cargo association: ACFA (Air Cargo France Association). ACFA was created led by Groupe ADP, representatives of the cargo sector and competent authorities. Successor of the CIF (*Comité Interprofessionnel du Fret* – Interprofessional Cargo Committee), but with a broader mandate, it aims to represent the interests of the sector and promote it both in France and internationally, as well as carry out technical projects of mutual interest. It aims notably to increase the competitiveness and visibility of the cargo offering, work on fiscal and healthcare harmonisation, and promote flows with strong added value. To carry out its missions, it has set up working groups for the physical processing of cargo, pharmaceutical products, dematerialisation of cargo and its monitoring, as well as on changes in the cargo business. After Air France, ACFA is chaired since September 2019 by TLF, an association representing forwarding agents.

## Promotion of air cargo transport

Groupe ADP has made significant investments to promote cargo during major professional events, including internationally.

Groupe ADP took part in the Air Cargo Forum (ACF), organised every two years by TIACA (The International Air Cargo Association), the main international association for air freight professionals. This major event is the largest global gathering of sector players (airlines, airports, cargo forwarding agents, ground-handling agents, integrators, express courier companies, loaders, etc).

As in 2017, Groupe ADP was present in 2019 at Air Cargo Europe during the international transport and logistics trade show which takes place every two years in Munich.

In 2019, Groupe ADP continued its participation and interventions in air freight professional trade shows and events to promote its platforms and their cargo expertise. Groupe ADP took part in the Air Cargo Handling Conference held in Paris in September 2019 and in November 2019 it participated in the China Air Cargo Summit in Hangzhou, as well as in the Symposium on the International transport of healthcare products organised by the Pharma Logistics Club in Tours. In January 2019, it contributed extensively to the organisation of the first "Forum Fresh" dedicated to perishable products.

## Initiatives and innovations that unite the Cargo Community

Innovation is at the heart of Groupe ADP's cargo strategy. As a coordinator and promoter of the cargo community, which includes more than 200 companies at Paris-Charles de Gaulle in addition to government services, it supports several initiatives which aim to facilitate processing and goods handling operations.

For example, the electronic data exchange platform "Cargo Community System" – developed by CIN France (Cargo Information Network) with the support of Groupe ADP, can trace cargo operations at the airport, in compliance with customs regulations and safety and security obligations. The success of the deployment is evidenced by the fact that 115 airlines and 80 cargo forwarding agents are already using it.

This exchange platform is part of global digitisation initiatives, one of which is the e-freight project, *i.e.* the possibility of issuing a paperless airway bill with its security certificate. This project, conducted with the Roissy Interregional Customs Service, will reduce the number of paper documents that accompany each shipment.

Groupe ADP is also actively engaged to develop and harmonise the use of runway equipment geolocation systems, with the prime objective of improving runway safety, streamlining operational processes and reducing the number of equipment.

In October 2019, Groupe ADP launched the 1<sup>st</sup> innovation challenge dedicated to cargo, in the form of a competition organised for innovative start-ups, SMEs and employees of Cargo companies, to invent and design new ground-breaking solutions. The winning ideas will be tested in experiment phases and the most promising projects will then be deployed at the Paris airports.

Finally, Groupe ADP is a member of the "Roissy Carex" association, which was created to study the economic and technical feasibility of a high-speed cargo rail connection to the Paris-Charles de Gaulle platform.

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## Competition

### Competition with other airports

Many airlines are members of alliances, allowing them in particular to combine their various destinations into networks so as to maximise the services offered to customers. In this context, the airport plays an essential role, since it constitutes the link between connecting flights. Its performance may thus be measured based on the connection possibilities that it offers.

With the consolidation of the airline industry around a few major alliances and their main airline members, Aéroports de Paris is primarily in competition with London Heathrow (80.8 million passengers in 2019), home to British Airways and the Oneworld Alliance members, and Frankfurt airport (70.6 million passengers in 2019), the hub for Lufthansa and its Star Alliance partners. Therefore, according to ACI Europe's "Hub Connectivity" report, which evaluates the connections network offered at the airport, Paris-Charles de Gaulle is the 2<sup>nd</sup> European hub for global connectivity, behind London and ahead of Frankfurt and Amsterdam<sup>1</sup>. Paris-Charles de Gaulle is ranked as the third European hub in the segment for direct connections, behind Frankfurt and Amsterdam, with a growth rate of +3.2% compared to 2018, while the other two airports did not record any growth in this segment. Aéroports de Paris is also in increasing competition with hubs further afield, which aim to become hubs between Europe, America and Asia, such as Dubai airport (86.4 million passengers in 2019), home of Emirates.

<sup>1</sup> See "A powerful hub" paragraph in Section 5.1 "Presentation of the activity" of this Universal Registration Document.

## Competition with France's regional airports

The leading French airports in terms of passenger traffic are as follows<sup>1</sup>:

Rank	Airport	2019 traffic (million passengers)	2019/2018
1	Paris-Charles de Gaulle	76.2	+5.4%
2	Paris-Orly	31.9	-3.8%
3	Nice-Côte d'Azur	14.4	+4.6%
4	Lyon-Saint-Exupéry	11.8	+6.4%

Competition with France's main regional airports is mainly limited to international traffic, since most of the domestic traffic at these airports is with Paris.

## Competition with specialised airports

Low-cost carriers, led by easyJet, account for 22.3% of the passenger traffic handled at Paris-Orly and Paris-Charles de Gaulle, and their presence will serve as a major source of growth for the airports in the coming years.

Paris-Charles de Gaulle and Paris-Orly airports compete with the Beauvais-Tillé airport. The latter received 4 million passengers in 2019, an increase of

5.2%. However, Paris-CDG and Paris-Orly airports differentiate themselves from this airport through their closeness to Paris, the quality of their facilities (runway equipment, passenger boarding bridges), the variety of retail outlets available to passengers, and by the quality of services offered to them in the terminals.

## Competition with other means of transportation

Although high-speed trains are generally preferred for trips of less than three hours, air travel is preferred when a trip takes more than four hours. Both Paris airports – Paris-Orly and, to a lesser degree, Paris-Charles de Gaulle – face competition from trains, which is likely to intensify with the increasing density of the French high-speed train (TGV) network and the European high-speed network (Thalys, Eurostar). Nonetheless, Groupe ADP believes that the TGV network also offers it advantages, since it delivers passengers to long-haul flights departing from Paris. This is made possible by the TGV train station located in the Paris-Charles de Gaulle airport, which handles approximately 3 million passengers annually.

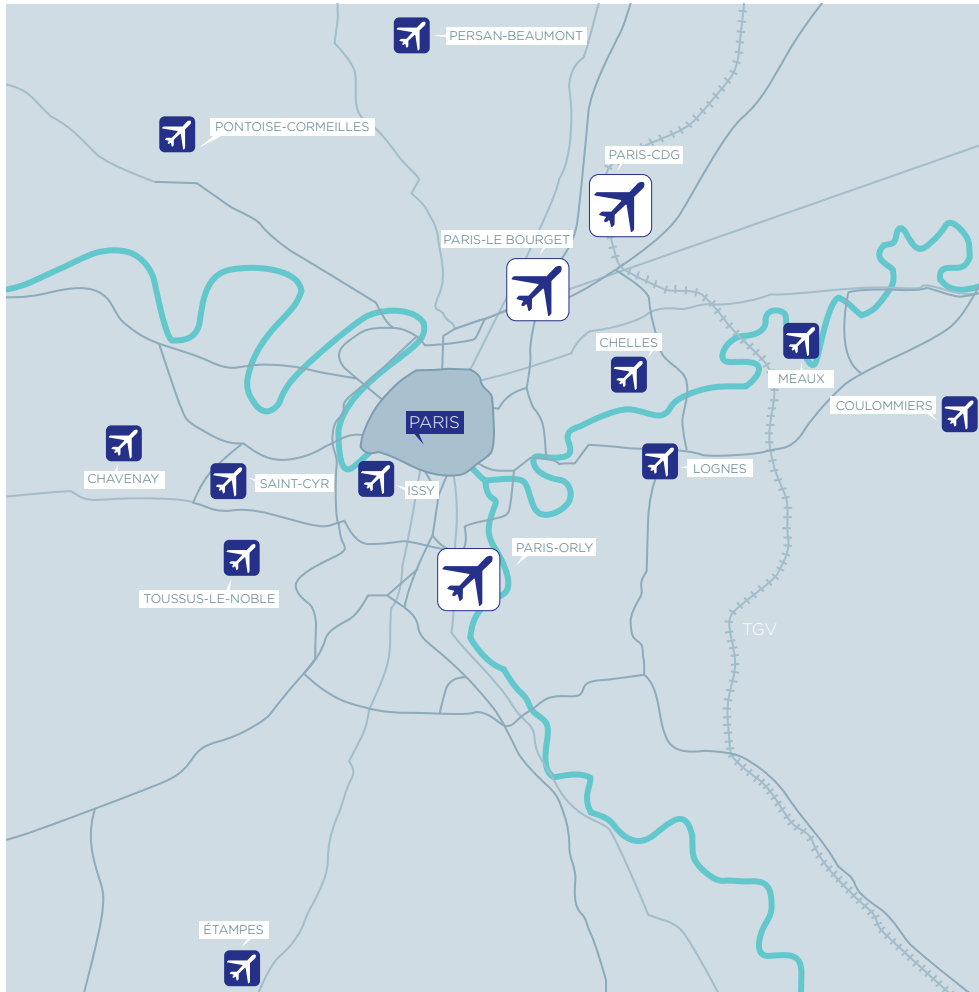
## Competition in the cargo and mail market

Paris Aéroport is the European leader with 2.20 million tonnes of cargo and mail handled in 2019. Its main competitor in Europe is Frankfurt, with 2,005 million tonnes of cargo handled in 2019, compared to 1,927 million tonnes handled at Paris-Charles de Gaulle.

<sup>1</sup> Source: Union des Aéroports Français.

## 5.3 DESCRIPTION OF AIRPORTS OWNED OR DIRECTLY MANAGED BY GROUPE ADP IN ILE-DE-FRANCE

The map below shows the location of the airports and airfields owned or directly managed by Groupe ADP in Ile-de-France.



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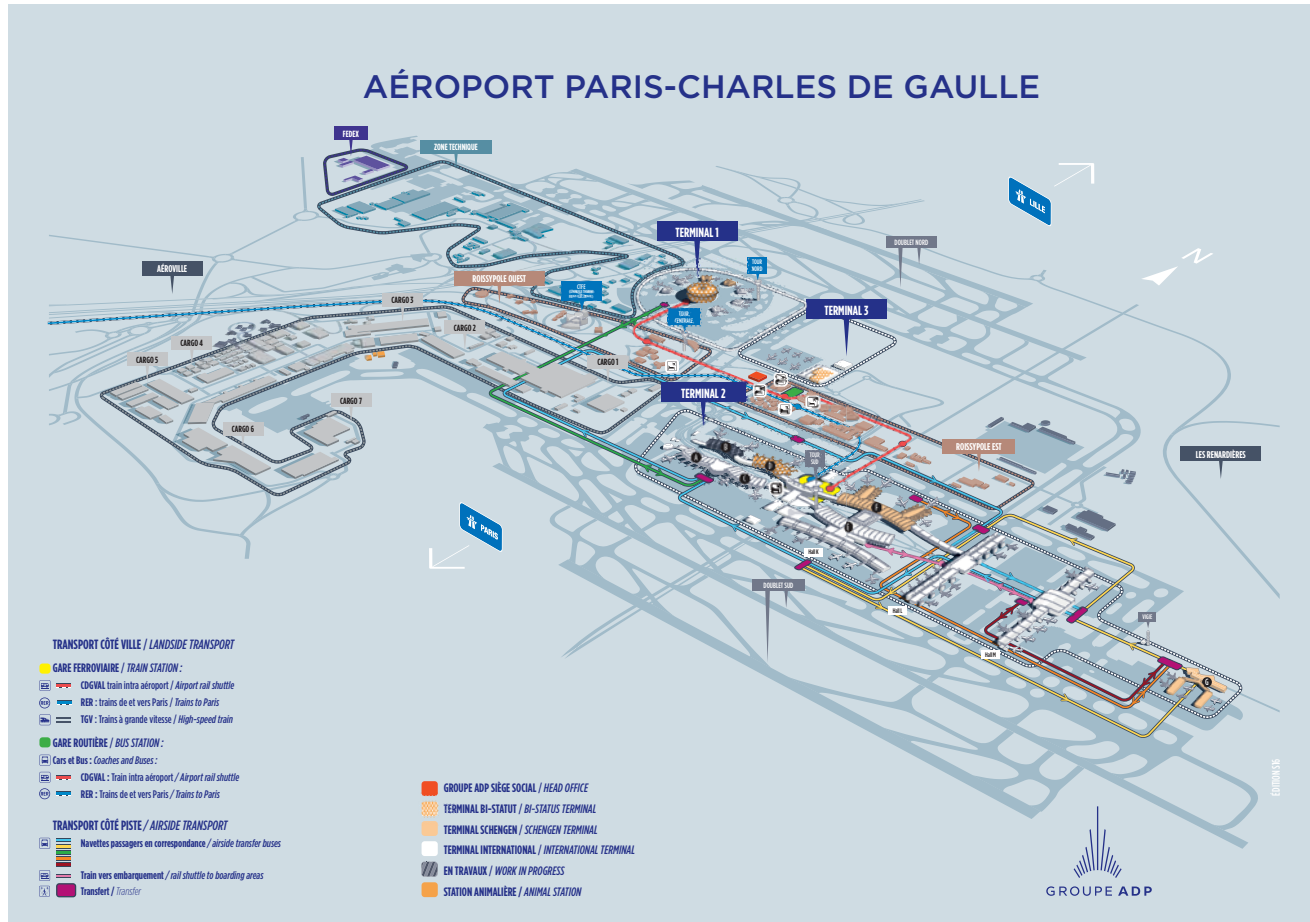
122,040<sup>1,2</sup> people work at the Paris region airports, including, 90,190 at the Paris-Charles de Gaulle, 28,360 at Paris-Orly and 3,490 at Paris-Le Bourget. It is estimated that these airports generate more than 570,860 jobs (directly

or indirectly related, induced or catalytic), that is, around 7.9% of salaried jobs in the Paris region.

<sup>1</sup> Source: Utopies study 2018. Direct employment. Data to end-2016.

<sup>2</sup> All contract types (fixed-term, permanent, temporary, work-study and other).

## Paris-Charles de Gaulle



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### General description

Located 25 kilometres north of Paris, Paris-Charles de Gaulle airport is built on 3,257 hectares. It handles the largest share of long-haul and intercontinental commercial connections in the airport system which also includes Paris-Orly and Paris-Le Bourget. This positioning greatly structures the activity and identity of the airport, which is the world's gateway to France. It has 9 passenger terminals with a theoretical capacity of 79 million passengers per year and 6 cargo terminals. With 76.2 million passengers welcomed in 2019 (up by 5.4%), it is the 2<sup>nd</sup> airport in Europe and the 1<sup>st</sup> in France. Cargo and mail traffic totalled 2.102 million tonnes in 2019. Services were provided to 328 cities worldwide from Paris-Charles de Gaulle airport in 2019<sup>1</sup>.

### A world-class infrastructure

#### Runways

Paris-Charles de Gaulle airport has a very efficient runway system consisting of two pairs of parallel runways with a physical layout that enables them to be used independently. Each pair includes one runway designed for take-off and another for landing, which reduces the noise disturbance caused by air traffic. Thanks to this system and the resources implemented by the Air Navigation Services Division, the programmed capacity is 120 movements per hour for the 2020 summer season. The entire runway system is adapted to accommodate wide-bodied aircraft (Airbus A380).

The airport has 289 aircraft parking stands, including 131 contact stands. Out of the 161 remote stands, 81 are used for cargo.

(Figures at 31 December 2019, provided in a configuration resulting from the normal and simultaneous use of items. There are other possible configurations that may cause these values to vary).

In 2019, the number of aircraft movements was 498,000, an increase of 3.6% compared with 2018.

<sup>1</sup> With a minimum of 12 movements throughout the year.



## Nominal capacities of terminals at Paris-Charles de Gaulle

At the end of 2019, the nominal capacities of the terminals amounted to 74 million passengers, given the continuing work to refurbish Terminal 2B.

The effects of the main capacity building projects of ERA3 will be seen in 2020 and 2021, in particular:

- ◆ the reopening of the renovated terminal 2B and the 2B-2D junction;
- ◆ the junction of satellites 1, 2 and 3 of terminal 1;
- ◆ the opening of the AGEN areas in the remote parts of terminals 2E/2F and creation of boarding circuits in complementary remote areas;
- ◆ phase 2 of project TDS3/TBS4 (opening of TBS4) to sort, secure and transport all departing and transit baggage from Hall L and Hall M.

CDG's nominal capacity will thus increase to slightly more than 80 million passengers by end-2020, then to 83 million with the opening of the junction of the satellites of terminal 1.

## A powerful hub

Paris-Charles de Gaulle airport is the global hub of Air France-KLM and the main European hub of the Skyteam Alliance.

According to the ACI Europe "Airport Industry Connectivity 2019" report which assesses the network of connections offered at airports,

the connecting platform at Paris-Charles de Gaulle, the primary base of the Air France-KLM Group, is ranked as the 3<sup>rd</sup> European hub for global connectivity (number of cities covered), behind Frankfurt and Amsterdam.

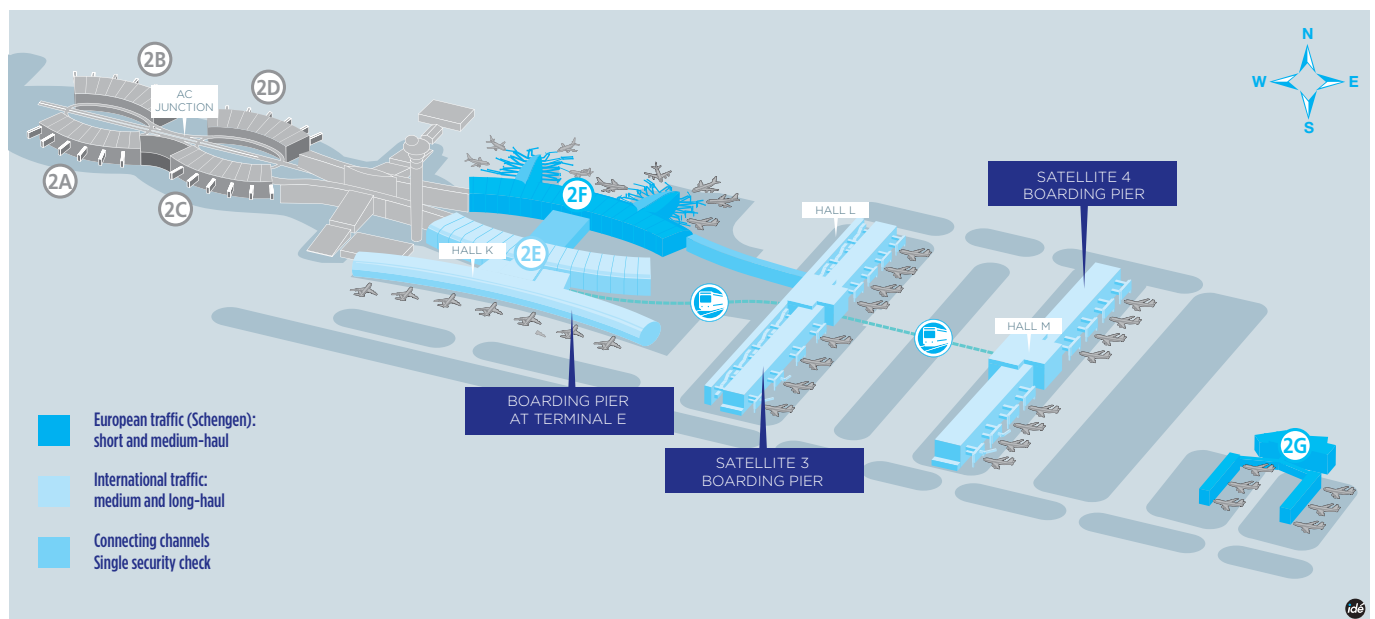
It is also the European hub of La Poste and FedEx, with an extension under way that will increase the sorting capacity by 50% and is also home to all of the main international freight companies. Its processing capacity of around 3.6 million tonnes of cargo per year provides expansion opportunities for cargo companies.

The work to extend the baggage sorting system in halls L and M is one of many improvement projects aimed at increasing the appeal and performance of the hub.

The infrastructure has seen an in-depth transformation over the past years - the start-up of the A-C link and that from hall M to terminal 2E, the redesign of the connecting wells between terminals 2E and G, the opening of the Instant Paris lounge space, the 100% Schengen use of terminal 2F and the deployment of the Single Security Check and Automatic Baggage Drop-off (DBA), the automation of the boarding process and the increase in the number of PARAFE border control gates, combined with the deployment of facial recognition technology. This transformation, combined with well managed operations have enabled the reconfiguration of the Paris-Charles de Gaulle connection platform and a sustainable improvement in the operational and commercial efficiency of the airport and of passenger handling.

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## Infographic of Paris-Charles de Gaulle terminal 2:

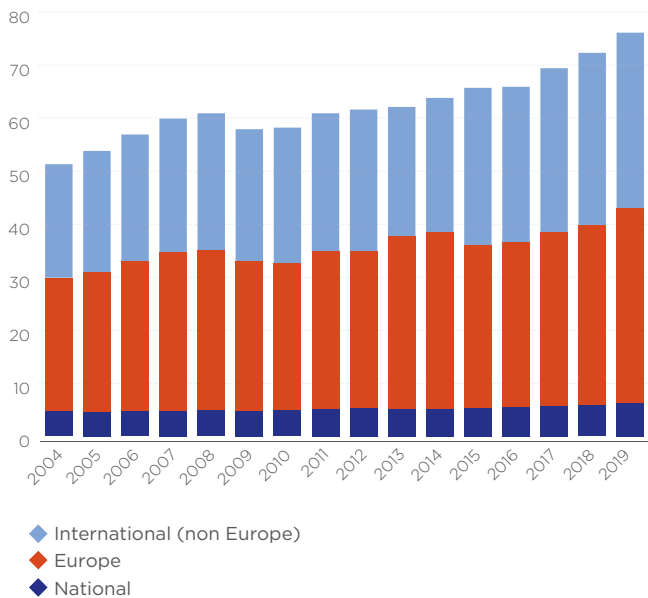


## Traffic

Point-to-point traffic accounts for over two thirds of passenger traffic at Paris-Charles de Gaulle airport. In addition, the airport is also ideally located to attract connecting traffic, thus boosting long-haul traffic since Paris is less than two hours by air from all major Western European cities. In 2019, connecting traffic accounted for 29.3% of the traffic.

## Growth in passenger traffic on the Paris- Charles de Gaulle platform

(in million of passengers)



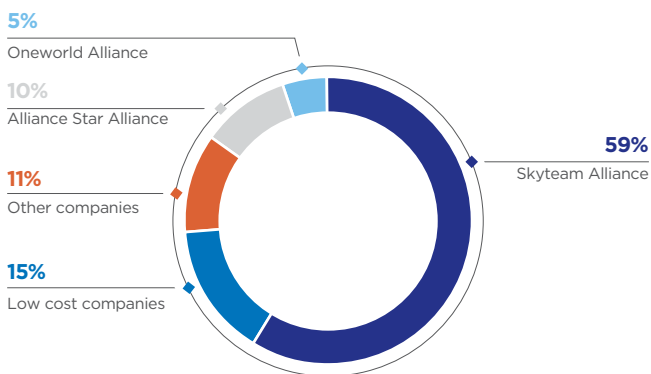
### Airlines

Paris-Charles de Gaulle's terminal 1 welcomes both international and Schengen traffic, notably bringing together the Star Alliance airlines.

Terminal 2 is home to international and Schengen traffic, notably from Air France-KLM and its partners from the Skyteam and Oneworld Alliance airlines.

Terminal 3 mainly hosts charter traffic and low-cost airlines.

### Passenger traffic per type of airline at Paris-Charles de Gaulle in 2019



The main airlines operating from Paris-Charles de Gaulle airport are Air France<sup>1</sup> (50.0% of the traffic), easyJet<sup>2</sup> (7.3%), Vueling (2.4%), Delta Airlines (2.4%), and Lufthansa (1.7%).

### Access to the airport

The Paris-Charles de Gaulle airport is served by a road and railway network that provides easy access for passengers, cargo carriers and airport personnel. This places it at the cutting edge for intermodality compared with other airports. The airport is accessible thanks to the proximity of motorways, a TGV high-speed train station at the heart of terminal 2, two RER commuter stations and a coach station at terminal 1 in the Roissypole area (Roissybus, Bus Direct, etc.).

The Roissypole-Aéroport Paris-Charles de Gaulle 1 station, the gateway to the airport for terminals T1 and T3, is being renovated to improve its readability and services.

Moreover, there are around 29,000 parking spaces at Paris-Charles de Gaulle airport, 18,400 of which are in adjacent car parks (in direct contact with the terminals).

Lastly, the automatic shuttle rail service CDGVal connects the three airport terminals, the RER-TGV stations and the long-stay car parks.

In January 2014, Frédéric Cuvillier, the French Minister responsible for Transport, the Oceans and Fisheries, announced during his visit to Paris-Charles de Gaulle airport with Augustin de Romanet, Chairman and CEO of Aéroports de Paris, the relaunch of the CDG Express project, which will link the airport to the Gare de l'Est in 20 minutes, via the creation of a consultancy by the government, SNCF Réseau and Aéroports de Paris. This research company, called CDG Express Études, founded on 28 May 2014, is tasked with carrying out, or arranging, all studies necessary for the creation of a direct rail link between Paris and Paris-Charles de Gaulle airport, and conducting work with the French and European authorities as necessary in order to ensure the success of the CDG Express link. With the consulting firm having completed all its assignments, its dissolution has been decided by its partners and its liquidation is under way. The final procedures are under way. The Government has taken structuring decisions based on the studies completed.

Thus, in accordance with Law No. 2016-1887 of 28 December 2016 on the rail link between Paris (Gare de l'Est) and the transfer module at terminal 2 of Paris-Charles de Gaulle airport, in February 2019, the government entered into a works concession contract with Gestionnaire d'Infrastructure CDG Express, a subsidiary equally owned by SNCF Réseau, Aéroports de Paris and Caisse des Dépôts et Consignations. Under the terms of this contract, the French State granted a concession to Gestionnaire d'Infrastructure CDG Express for the design, financing, development or construction, operation and maintenance, including the maintenance and renovation, of a rail infrastructure destined for the operation of a public transport service between Paris and Paris-Charles de Gaulle airport. In parallel, in July 2019, the French State signed a public service contract with Hello Paris, a subsidiary equally owned by Kéolis and RATP Dev, for operating the future link.

The CDG Express project represents an investment of €2.1 billion, which is financed by a loan from the French State for a maximum of €1.7 billion approved in the French Finance law for 2018 and by equity contributions of around €400 million equally divided among the three shareholders. To repay the loan, the Infrastructure Manager will benefit from fees paid by the rail operator. In accordance with the amended Finance law for 2016, it will also benefit from the special "CDG Express" contribution of a maximum of €1.4 per air passenger excluding connecting passengers, paid by the airlines that use Paris-Charles de Gaulle airport from 2024 *i.e.* when the link has been commissioned.

<sup>1</sup> Air France-KLM-Hop! group.

<sup>2</sup> easyJet Airlines Co and easyJet Switzerland group.

The CDG Express project was initially scheduled to be commissioned end-2023. However, the Government decided in May 2019 to defer its commissioning to end-2025 in order to limit the impact of the works on existing traffic. The financial implications of this deferment have been treated as part of the Amending Finance Law 2019 which increased the maximum amount of the government loan to €1.8 billion and the Amending Finance Law 2020 which deferred the receipt of the CDG Express special contribution to April 2026. It is planned to draw up an amendment to the works concession contract to include this deferment.

At the operational level, all administrative procedures have been initiated. Thus, in February 2019, the CDG Express project was given a unique environmental authorisation for the launch of the works. At end-2019, close to €600 million of works have been completed across the entire project route, including works at the airport site (offset of a road network finalised, digging of a tunnel under the runways ongoing and works at the CDG 2 station ongoing).

The New Grand Paris project plans for Paris-Charles de Gaulle airport to be linked to Saint-Denis Pleyel by metro line 17 by 2030. The airport will then be located 35 minutes from La Défense and 33 minutes from the Saint Lazare train station with a connection at Saint Denis Pleyel. The project provides for two stations within the platform, one at the TGV station and Terminal 2, and the other at a future Terminal 4.

Line 17 was declared of public utility by Decree on 14 February 2017.

## Investment programme

Aéroports de Paris is constantly improving the quality of its aviation infrastructure. In addition, Aéroports de Paris has launched an ambitious investment programme in order to guarantee the quality of its aviation infrastructure, and to increase the handling capacity of its terminals. The main investments at Paris-Charles de Gaulle airport in 2019 are described in Chapter 4<sup>1</sup>.

The 2016-2020 projected investment programme for the regulated scope is outlined in Chapter 4<sup>2</sup>. This programme includes in particular:

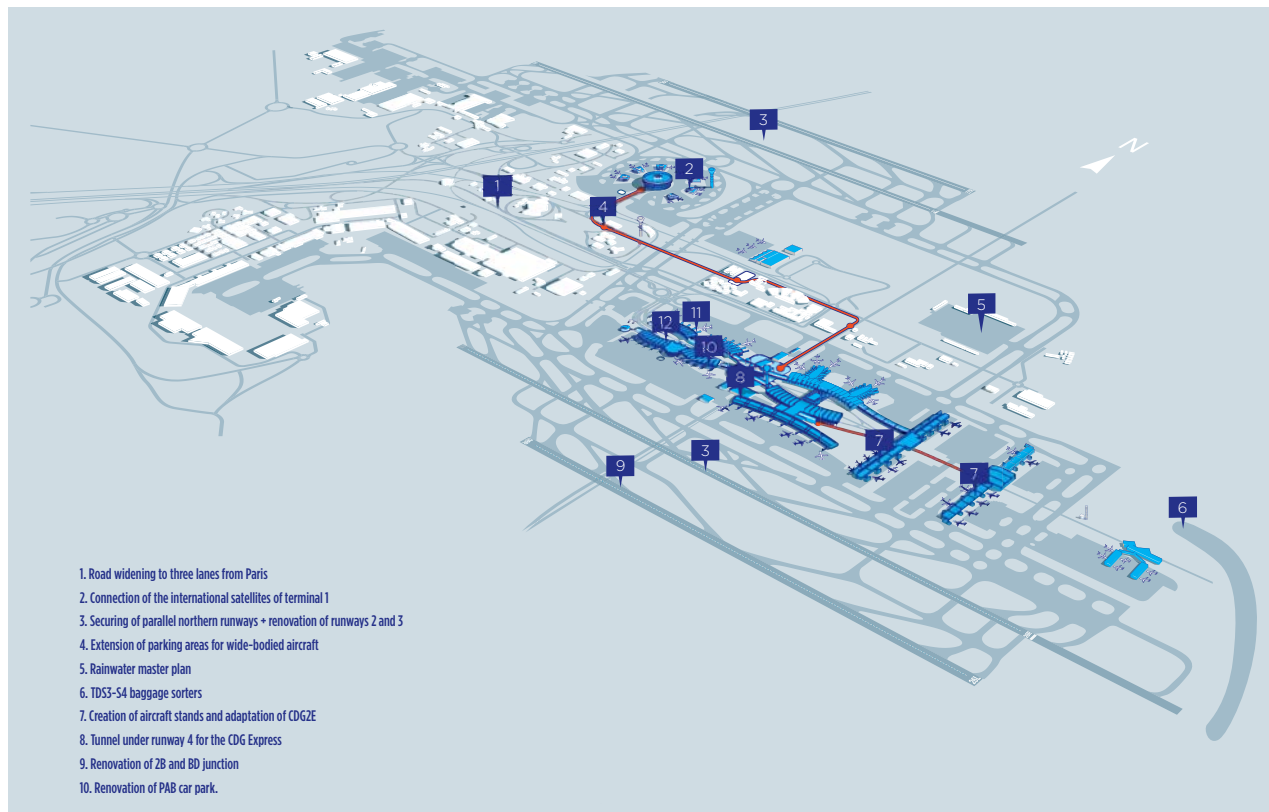
- ◇ refurbishing terminals 2B as well as building a junction between the two terminals, creating extra needed floor area in 2B and pooling passenger processes (single-security checkpoints, baggage delivery). This project will adapt the 2BD complex to the expected increase in international medium- and long-haul traffic by increasing capacity;
- ◇ the linking of international satellites in Terminal 1, also aimed at sharing the security check and screening functions and boarding lounges, and at increasing the retail and service spaces so that an offering can be introduced that is tailored to international customers.

In addition, the plan is to dedicate significant resources to the robustness of the operation of Paris-Charles de Gaulle airport and to targeted customer satisfaction and sustainable development operations.

In addition to infrastructure projects, it is the entire policy of optimising assignments of airlines to Paris-Charles de Gaulle that has allowed the airport to respond to the needs of different types of traffic (point-to-point passenger traffic, connecting passenger traffic, development of freight activity benefiting from medium and long-haul traffic to and from Paris-Charles de Gaulle).

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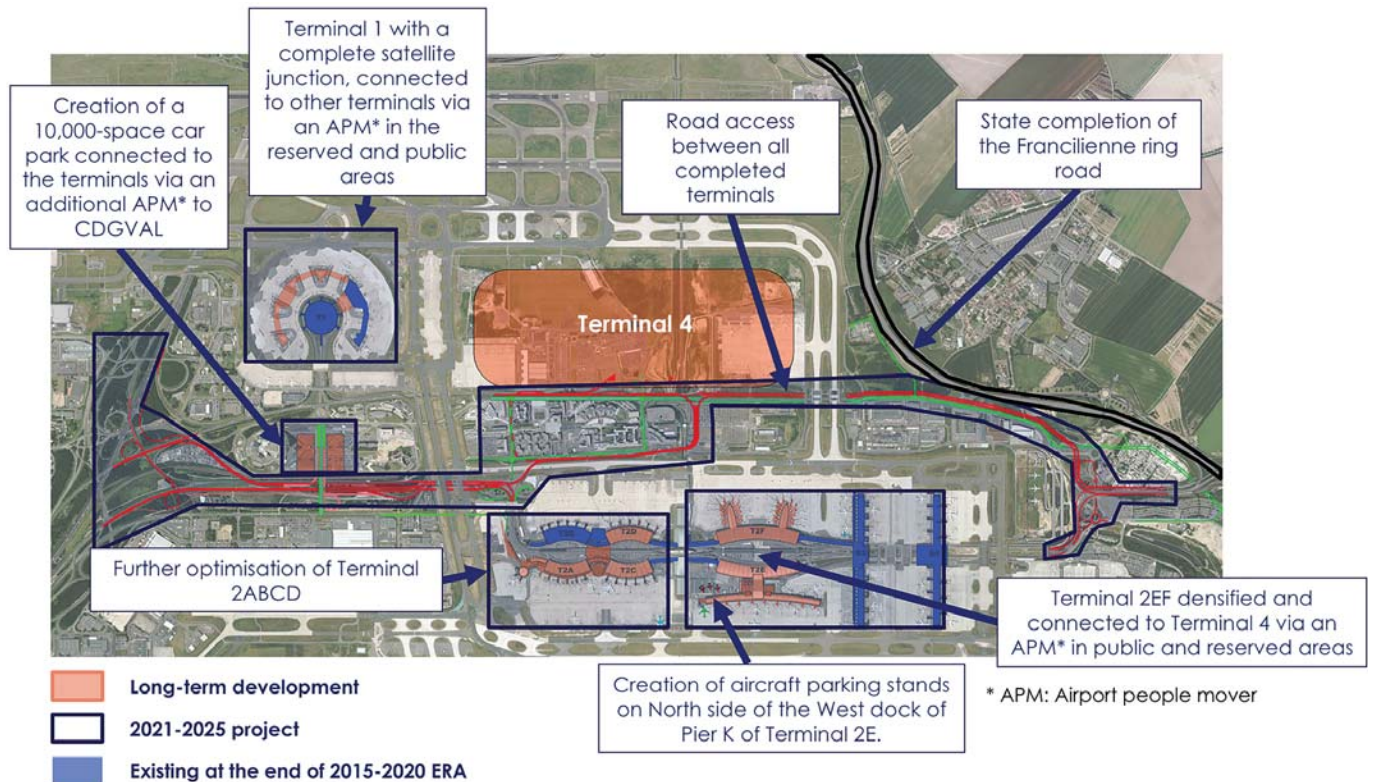
The main projects included in the proposed 2016-2020 investment programme for the regulated scope are shown in the map, below:



<sup>1</sup> See section 4.2.1 "Investments made by the group over the last three financial years".

<sup>2</sup> See section 4.2.3 "Projected investment programme for Paris-Charles de Gaulle Airport".

As part of the preparation for the 2021-2025 Economic Regulation Agreement, on 2 April 2019, ADP published the Public Consultation Document, including notably a proposal for the investment plan for the regulated scope over the considered period. With regard to the Paris-Charles de Gaulle platform, the proposed projects are summarised in the mapping below:



The main projects to be proposed are as follows:

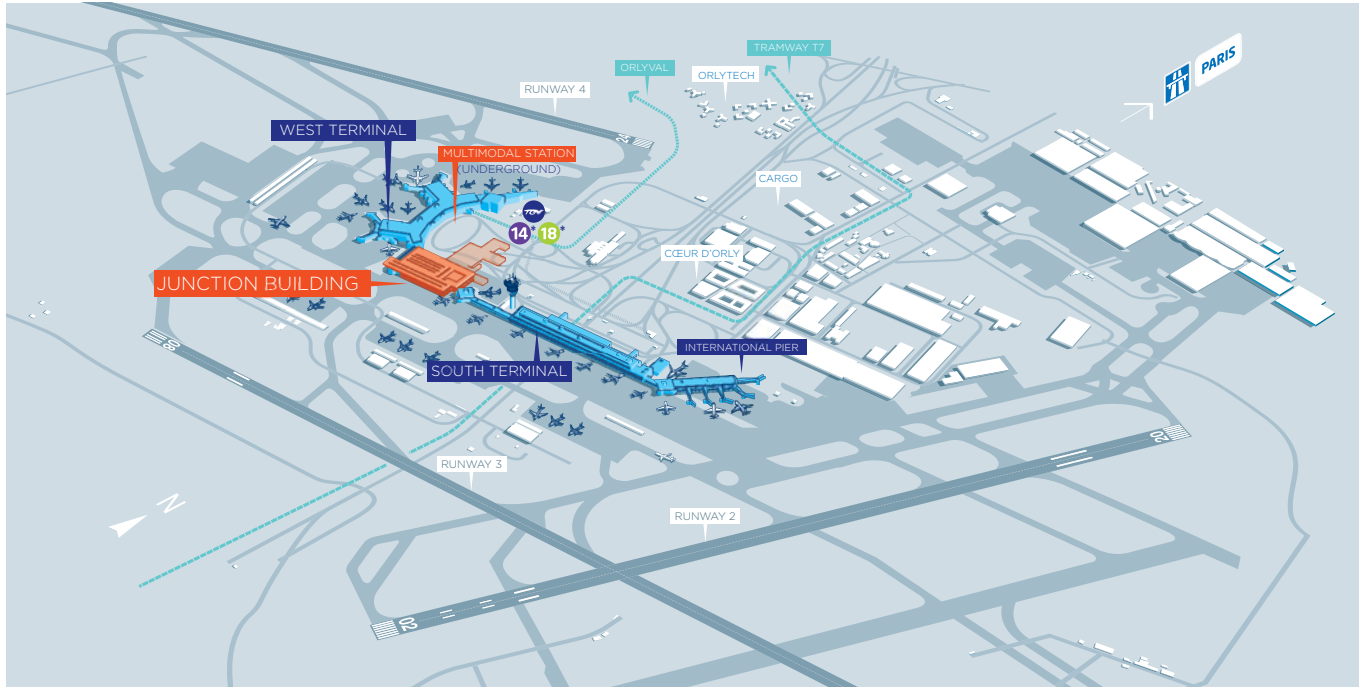
- ◇ terminal 4 preparation. To meet the growth in traffic, the Terminal 4 project consists of the construction of a set of buildings, traffic lanes and road and rail networks within the platform. The reception capacity of Terminal 4 will eventually be in the range of 35 to 40 million passengers per year. This project is the subject of a prior voluntary consultation from 12 February 2019 to 12 May 2019 under the auspices of guarantors appointed by the National Public Debate Commission. Over the 2021-2025 period, Terminal 4 construction will consist of the preparation of the plots, the launching of civil engineering work for the passenger trains in the reserved area, the completion of some of the access points to the terminal, the construction of aircraft taxiways and de-icing bays in the North, and work on the first phases of the Terminal 4 building;
- ◇ hub densification: creation of remote and contact aircraft stands, development of wide pathways, gains of space through internal rearrangement and work to bring all secondary resources into compliance. In particular, after the opening of the S3S4 luggage sorters, the creation is envisaged of contact stands on the North face of the West dock of Terminal 2E, Pier K;
- ◇ continued joining of the satellites of terminal 1: new junction between Satellites 1 and 7 based on the same model as used previously, transfer of Schengen traffic from Satellite 7 to Satellite 5, and reconfiguration of the terminal's primary facilities, notably through development work landside and at arrivals and the creation of check-in desks;

- ◇ improvements to terminals 2 ABCD: restructuring of terminal 2D (optimisation of the public area and boarding lounges) and addition of capacities in terminal 2A (transformation of a stand to code F, creation of a boarding lounge and landing corridor, reconfiguration of Golf areas to medium-haul areas);
- ◇ densification of terminal 3: pooling and modernisation of security checkpoints, increase in the number of boarding gates and the creation of new bus stops to access the aircraft stands.

With regard to access, the launch of construction of a new terminal would be an opportunity to rethink the overall operation of the platform through the creation of a new road network to access Terminal 2. The creation of a two-storey PR car park (phase 1 with 6,500 spaces) would also improve service to that terminal by diverting part of the road traffic that now uses the viaduct. At the same time, CDG Val capacity would be increased by the purchase of two additional trains and a change in technology to increase frequencies. Finally, the existing infrastructures in the Terminal 2 EF-ABCD environment would be optimised (review of drop-offs, optimisation of access to car parks). This project would become more important with the intended closure by the French State of the Francilienne motorway.



## Paris-Orly



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### General description

Paris-Orly is built on a 1,540 hectares sites to the south of Paris. Its location 10 kilometres from Paris and its immediate proximity to the A86, A6 and A10 motorways enable fast access to the capital's centre and the La Défense business district.

The airport provides nearly 28,360 direct jobs<sup>1</sup>, and is an integral part of an economic zone with over 157,400 employees, comprising Rungis (a market of national importance), Sogaris (a semi-public limited liability company operating the Rungis bus station), and the Belle-Épine shopping centre.

Paris-Orly airport also provides air travel services to a major economic hub hosting many centres of excellence, including in the agri-food, healthcare, finance, aeronautical and eco-business sectors, as well as international competitiveness and research clusters such as Cap digitale, Medicen, Systematic Paris Region, Astech and the Plateau de Saclay.

Paris-Orly airport, which served 144 cities<sup>2</sup> in 2019, offers a wide range of direct, diversified and constantly expanding medium and long-haul flights, contributing to the appeal and international reach of the southern part of the Paris region.

The upgrading of the terminal infrastructure and airport services, combined with the economic and tourist appeal of the southern Île-de-France region, are strengths that are likely to attract new direct air travel services that complement the services offered by Paris-Charles de Gaulle, particularly to the world's main high-growth potential markets (Asia, Africa and the Americas).

The commissioning of the Junction building in April 2019 has connected the previous South and West terminals and established the Single Terminal. On this occasion, the names have been changed:

- ◇ Orly West has become Orly 1 and Orly 2;
- ◇ the Junction building has been named Orly 3;
- ◇ Orly South has become Orly 4.

The commissioning of this 80,000Sq.m of additional space at Orly 3 has increased the annual capacity at Paris-Orly airport to 31 million passengers at end-2019. Paris-Orly is the 2<sup>nd</sup> largest French airport with 31.9 million passengers passing through in 2019.

Paris-Orly has many strengths that help it to cater for the needs of airlines and passengers. Located less than 15 minutes away from Paris, connected by major road and public transport networks (RER B and C, Orlyval, OrlyBus, Tramway to access the metro, Bus Direct, link to TGV Massy station, etc.), Paris-Orly is particularly attractive to passengers for its ease of access, choice of destinations available, human size and closeness to Paris. For airlines, Paris-Orly's main operational strengths are an average taxiing time of less than six minutes, runways that are close to the terminals and a very smooth approach. In addition, simple operations and a large number of contact stands result in very regular use by all types of aircraft and more efficient operating performances, which generate profitability and growth.

The airport also offers significant opportunities for real-estate development, the majority of which is diversification real estate.

The departure process refurbishment works at Orly 4 are on-going with the aim of bringing the luggage sorting facilities up to international standards ("Standard 3" in terms of security). The principal commissioning will take place in March 2020.

<sup>1</sup> 2016 data. Source: Utopies study 2017.

<sup>2</sup> With a minimum of 12 movements throughout the year.

## A suitable infrastructure

### Runways

There are three runways at Paris-Orly with a scheduling capacity of 70 aircraft movements per hour. In 2019, there were 218,349 aircraft movements at Paris-Orly airport. Taking into account the current construction work, the airport has 75 aircraft parking stands (in maximum operating configuration for wide-bodied aircraft in Dec. 2019), 52% of which are contact stands.

This configuration can go up to 95 parking stands as a maximum capacity for medium capacity aircrafts.

The 2019 use of contact stands for departure was around 86%.

### Nominal capacities of Paris-Orly terminals

At the end of 2019, the nominal capacity of the terminals was 31 million passengers. The projects for improving existing terminals (redesigning of international departure processes at Orly 4, Schengen-specific processes at Orly 2) aim at increasing the capacity of the Paris-Orly airport from May 2020 to 32 million passengers, while raising the service quality level.

(in millions of passengers/year)	2019
Orly 1	13
Orly 2 and 3	12
Orly 4	6
<b>TOTAL</b>	<b>31</b>

### Regulatory constraints

Traffic at Paris-Orly airport must meet two types of requirements. Firstly, a decree of the Ministry of Infrastructure, Transport and Tourism of 6 October 1994 limits the Paris-Orly airport to 250,000 aircraft movements (take-off/landing) per year. In 2019, the number of aircraft movements stood at 218,349, down compared to 2018 (229,052 movements in 2018).

Secondly, since 1968 there has been a night-time curfew on the airport between 11.15 p.m. and 6.00 a.m. for take-offs and between 11.30 p.m. and 6.15 a.m. for landings. These requirements are included in Law no. 2019-486 of 22 May 2019 on business growth and the transformation of companies (known as the "Pacte" law), which enshrined the capping of movements and the application of curfews into the law in the event of privatisation. If the Government were to decide to transfer the majority of the capital of Aéroports de Paris to the private sector as it is now authorised to do, it would be mandatory for the new terms of reference of Aéroports de Paris to set the terms and conditions of the operating approval for 250,000 allocated slots and the curfew.

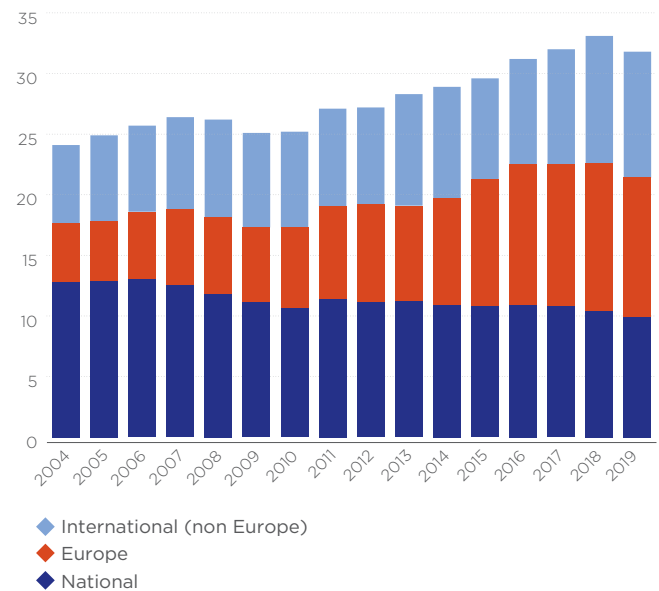
### Traffic

Paris-Orly airport's traffic is mainly origin/destination traffic. In 2019, however, connecting passengers accounted for about 7.0% of departing traffic, or more than 1.1 million passengers. Over the last seven years, passenger traffic at Paris-Orly has been steadily growing, with record passenger traffic levels since 2013. There has also been a change in structure, with strong growth in European traffic partially offset by a fall in domestic traffic, particularly because of the cap of 250,000 landing and take-off slots attributable each year, as well as the impact of the TGV high-speed train on domestic flights. The South-Eastern LGV line was commissioned on 1 July 2017. This change has been accompanied by an increase of nearly 27.0% in the number of passengers per aircraft since 2009, with an average of 146 passengers in 2019, versus 114 passengers

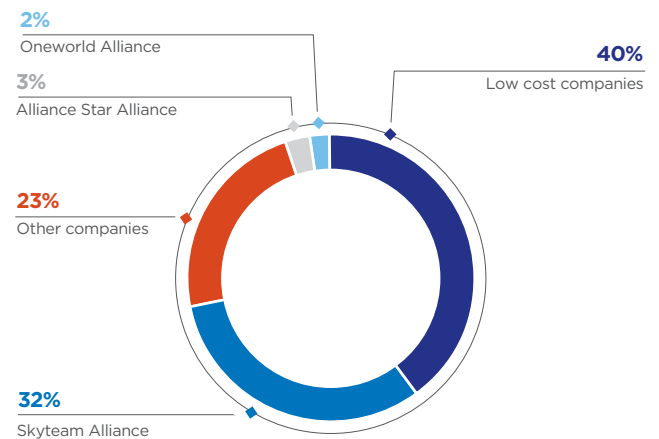
in 2009. During this period, the size of the modules used at the airport has constantly increased.

### Growth in passenger traffic at the Paris-Orly airport

(in million of passengers)



### Passenger traffic by type of airline at Paris-Orly in 2019



The main airlines operating out of Paris-Orly are Air France<sup>1</sup> (29.6% of the traffic), Transavia.com (17.5%), easyJet<sup>2</sup> (9.2%), Vueling (8.8%), and Air Caraïbes (4.1%).

### Access to the airport

The Paris-Orly airport is located at the junction of the A6 and A10 motorways and close to the motorway A86. It is also served by an RER commuter railway line that links with Orlyval, a dedicated automated metro line.

<sup>1</sup> Air France-KLM-Hop! group.

<sup>2</sup> easyJet Airlines Co and easyJet Switzerland group.



Line 7 of the tramway was commissioned on 16 November 2013 and directly connects the airport and “Cœur d’Orly” business district to line 7 of the Paris metro. Phase 2 of the project (extension to Juvisy) is currently being studied.

Several other projects are currently in progress or being studied to improve the airport’s services. The “New Grand Paris” project provides that Paris-Orly will be served by two new links: the extension of line 14 – linking the Paris-Orly airport to the capital, making a connection to Châtelet Station in the centre of Paris in 2024 possible in 27 minutes in the future or to Saint Denis Pleyel in 40 minutes with an automatic metro and the new line 18 – linking Paris-Orly to the Plateau de Saclay in 2027 and Versailles in 2030, then in the longer term to Nanterre. The airport will then be 30 minutes from Versailles.

The Declarations of Public Utility (DUP) of lines 14 and 18 were obtained in July 2016 and March 2017, respectively.

Works started in 2018: more than 40% of structural work at the station is completed and earthworks will intensify in early March 2020 after the ground work of the tunnel boring machine of line 14. The tunnel boring machine of line 18 is expected for the apron work in September 2023. The annexed structure on the runway side (“OAT”), common to lines 14 and 18, has progressed well and is expected to be connected to the tunnel of line 14 in spring 2020. The other annexed structures of line 14 (“OA Europe”

and “Union RN7”) are ongoing. Works relating to the annexed structure for line 18 (“OA2”) will start in April 2020.

As part of the South interconnection project for high-speed lines, a TGV high-speed train station could also be built by 2030, opening up access to the vast French and European high-speed train network.

There are around 14,400 parking spaces at Paris-Orly, 7,500 of which are car parks located close by and directly linked to the terminals.

## Investment programme

The investments carried out in 2019 at Paris-Orly are described in Chapter 4<sup>2</sup>, with notably the continued construction work on the junction between the South and West Terminals and regulatory compliance work on the East luggage sorting facilities at the South terminal.

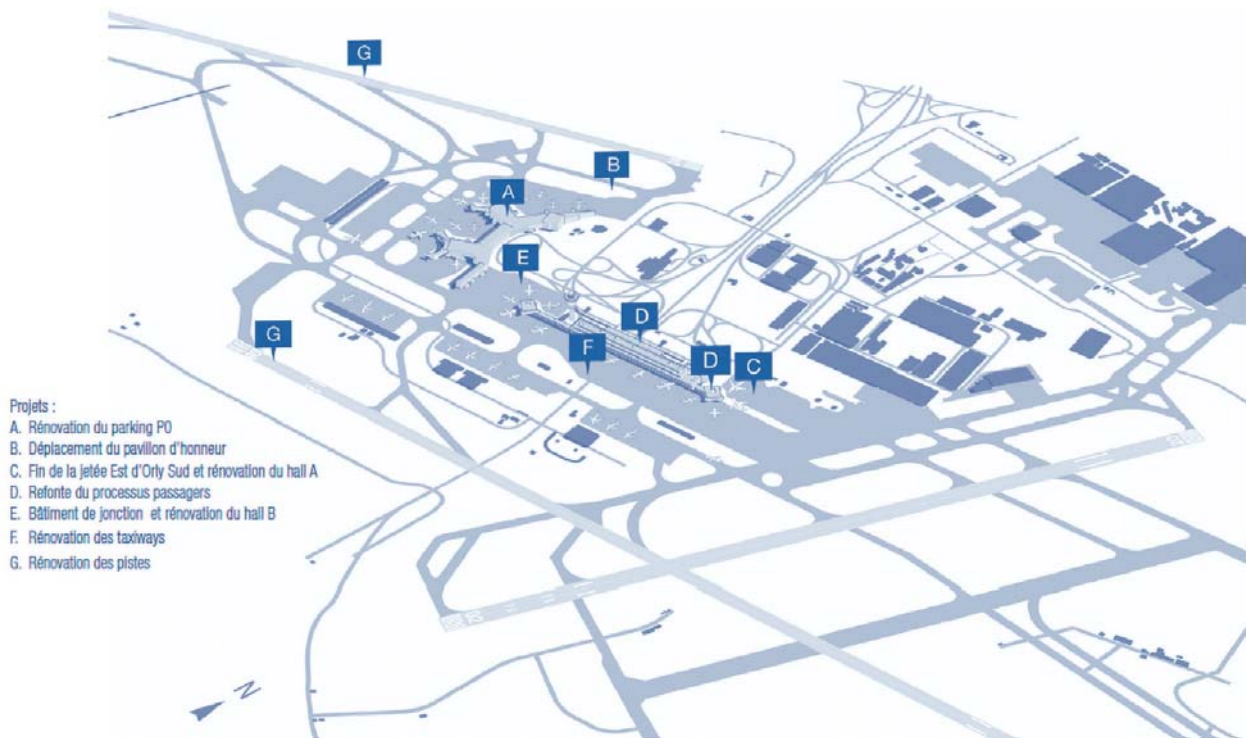
The 2016-2020 projected investment programme for the regulated scope is outlined in Chapter 4<sup>3</sup>, including:

- ◆ completion of the “Paris-Orly Nouvel Envol” project, which began during the 2011-2015 ERA;
- ◆ renovation of runway 3.

In addition, the Paris-Orly airport dedicates significant resources to maintaining its assets and the robustness of its infrastructure and to customer satisfaction and sustainable development operations.

05

The main projects included in the planned 2016-2020 investment programme are shown in the map below:

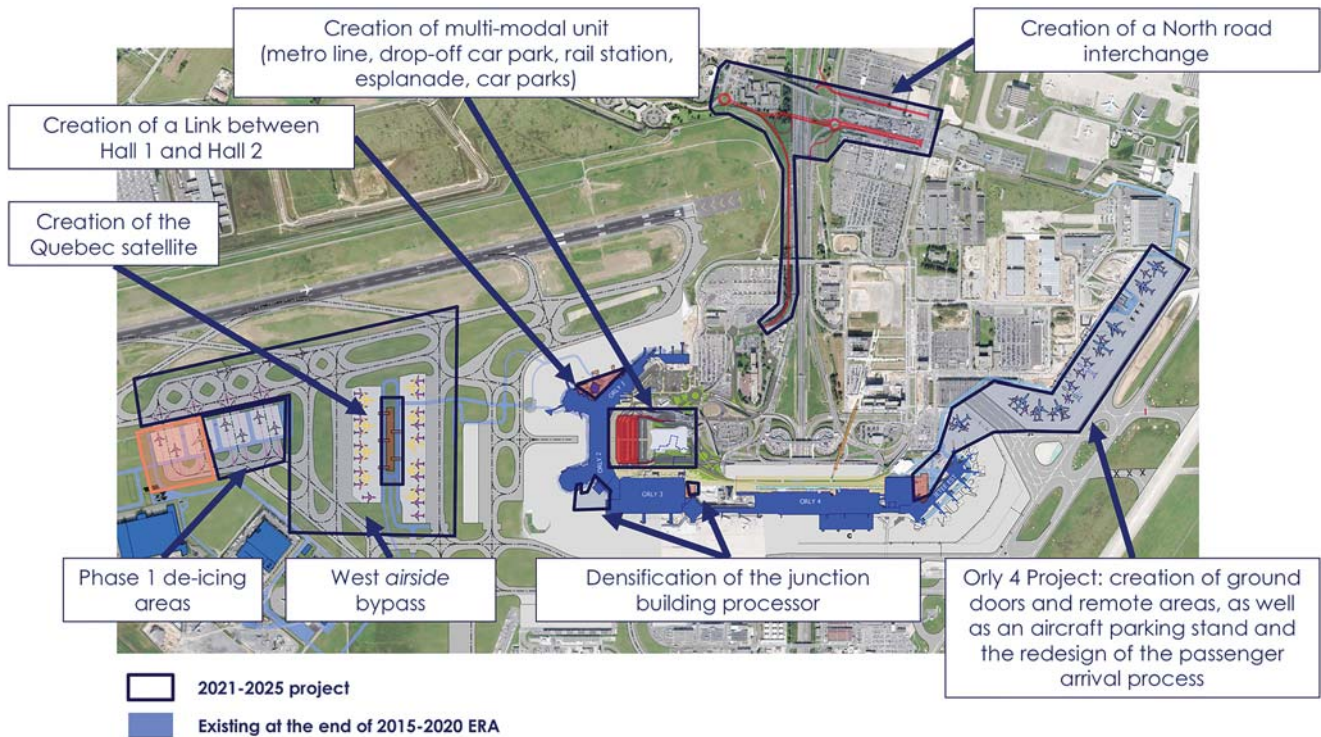


<sup>1</sup> See “Real estate activities” section of this chapter.

<sup>2</sup> See section “Investments made by the group over the last three financial years” in Chapter 4.

<sup>3</sup> See section “Projected investment programme for Paris-Orly Airport” in Chapter 4.

As part of the preparation for the 2021-2025 Economic Regulation Agreement, on 2 April 2019, ADP published the Public Consultation Document, including notably a proposal for the investment plan for the regulated scope over the considered period. With regard to the Paris-Orly platform, the proposed projects are summarised in the mapping below:



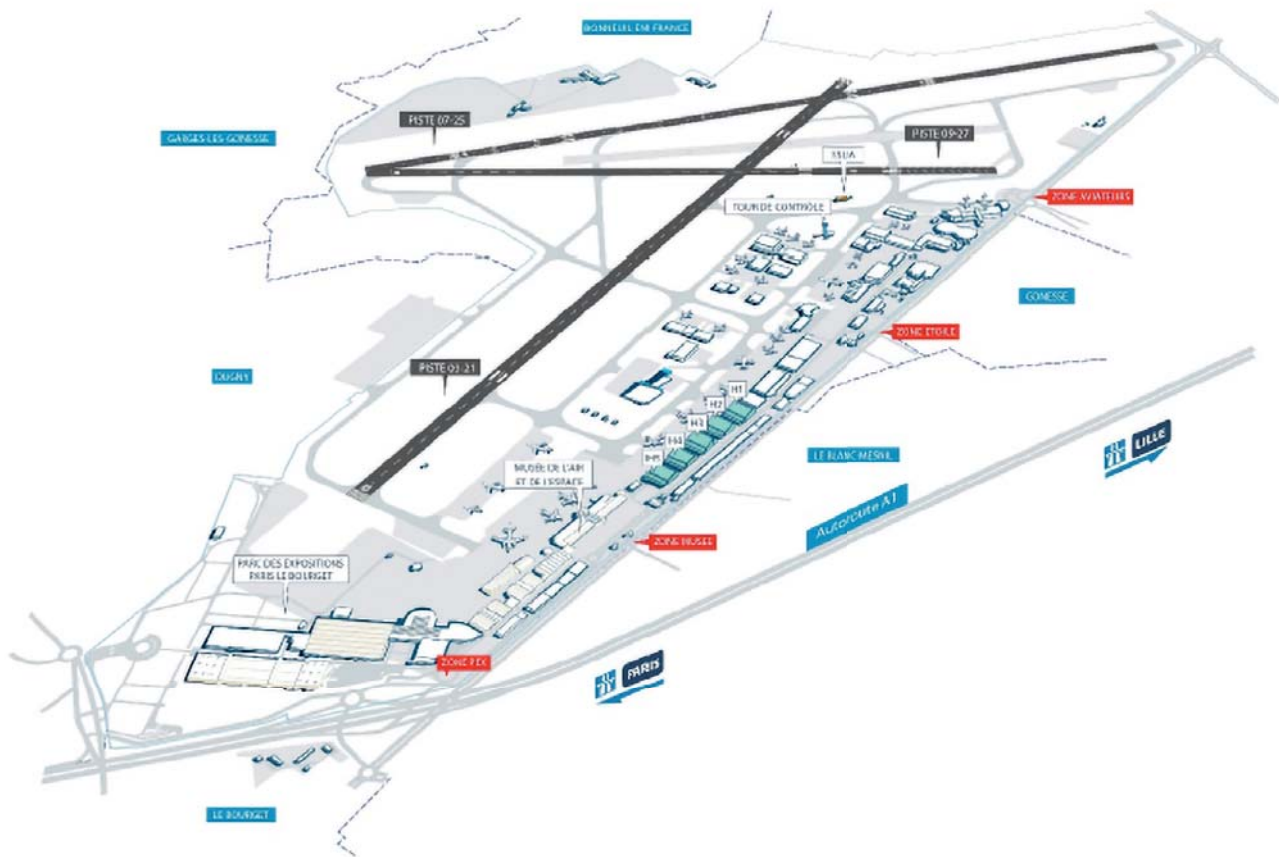
The main projects to be proposed are as follows:

- ◇ the reconfiguration of the West airside infrastructures with the creation of by-pass taxiways, the extension to aircraft aprons and the creation of primary de-icing areas;
- ◇ the creation of a boarding lounge for the Québec areas, to the west of the platform that is fully connected to the terminals via a dedicated and innovative path;
- ◇ the merger of Halls 1 and 2 by the extension of the surface area of the boarding lounges;
- ◇ the upgrade of Hall 4 (large lounge and arrival process) by the upgrading to boarding capacities, luggage delivery and arrival areas,

the creation of contact aircraft parking stand capacity (creation of an Mi8 stand) and remote parking stand areas (creation and reconfiguration of the Golf areas).

With regard to access, the road network would be completely redesigned after the opening of the Grand Paris station, to facilitate access to Halls 1, 2, 3 and 4. A multi-storey car park would be built at that station. A large forecourt would be built to improve drop-offs and bring them in line with traffic in these halls and to create a bus station at the heart of the intermodal hub. Finally, a new interchange would be built at the north of the platform, arriving from Paris, to streamline traffic.

## Paris-Le Bourget



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### Description of the airport

Located seven kilometres north of Paris and covering 553 hectares, Paris-Le Bourget is the largest business airport in Europe. It has three runways and aircraft parking areas that enable it to handle all types of aircraft, up to the Airbus A380. Paris-Le Bourget is also an important aeronautics industry centre: around 30 buildings host nearly 100 aircraft maintenance, equipment and fitting companies and aeronautical services. Companies set up at the site account for over 3,500 direct employment in the areas of operations, maintenance, services and even culture with the Musée de l'Air et de l'Espace (Air and Space Museum), which celebrated its 100<sup>th</sup> anniversary in 2019 and the Galerie d'art Gagosian (Gagosian Gallery), opened in October 2012, and the proposed construction of an art conservation centre. After an increase of +3.6% between 2017 and 2018, the number of aircraft movements stood at 54,646 in 2019, down -4.6% compared to 2018, which was an exceptional year. 2019 also saw the 53<sup>rd</sup> Paris Air Show with 2,453 exhibitors from 49 countries, 140 aircraft presented in static and in-flight modes, and 316,470 visitors.

The airport has been involved in a massive modernisation and growth plan for many years. In 2019, the airport saw the continuation of its development plan with:

- ◆ the continuation of works for the construction of the "Le Bourget Aéroport" station on the airport site, as part of the line 17 project of the Grand Paris Express;

- ◆ the delivery in July 2019 of a training centre for aviation occupations at AFMAé (Association pour la Formation aux Métiers de l'Aérien) ensuring its successful opening in September 2019 for 619 trainees;
- ◆ the construction of an art conservation centre as part of a joint-venture with the Chenue group (60% HORUS -40% ADP) for an opening early-2020;
- ◆ the conversion of the air safety certificate under European law, obtained at the end of 2017 which is backed by a works programme on airport infrastructure, and, in 2018, notably concerned compliance work on access fencing, waiting areas and visual aids in movement areas.

Numerous renovation projects also continued, with building renovations, modernisation of energy systems and wastewater networks.

Finally, Paris-Le Bourget airport is a major arm of the Group's real estate business and a significant share of the real estate revenues of Paris-Le Bourget airport are closely linked to business aviation.



## Regulatory constraints

To cut down on aircraft noise pollution for local communities, jet aircraft take-offs, the use of reverse thrust systems and the use of runway 2 by aircraft exceeding 5.7 tonnes are prohibited between 10.15 pm and 6 00 am.

A post-certification follow-up audit was conducted in May 2019.

## The business aviation market

Business aviation is a professional tool used by companies as well as individuals in three complementary forms:

- ◇ commercial business aviation: independent transport companies provide an on-demand "air-taxi" service, supplying aircraft and crew for the duration of the flight. The cost of the flight depends on the type of aircraft and the amount of flight time;
- ◇ time-share aviation: a company buys a share in an executive jet, corresponding to a certain amount of annual flight time;
- ◇ corporate aviation: a company owns its own fleet of aircraft and employs its own crews for its exclusive needs.

Paris-Le Bourget airport offers several advantages for business travellers:

- ◇ fast boarding and deplaning, thanks to the optimisation of transfer procedures between aircraft and ground transportation;
- ◇ the quality of its aviation facilities;
- ◇ its proximity to Paris;
- ◇ the presence of the world's leading global corporate aviation service operators, guaranteeing travel service quality, discretion and confidentiality;
- ◇ the presence on site of the European maintenance centres of three of the five main international business aircraft manufacturers;
- ◇ the possibility of landing at the airport at all hours, within certain limits, and of reaching destinations not served by traditional commercial airlines;
- ◇ the quality of the ground services and the possibility of holding meetings at the airport itself.

## Competition

In 2019, Paris-Le Bourget airport maintained its position as Europe's leading business aviation. The airport is accordingly well ahead of its main competitors, Nice and Geneva, despite their growth. The airport continues to attract the main business aviation players. The airport has 7 support companies (Signature Flight Support, Jetex, Universal Aviation, Advanced Air Support International, Dassault Falcon Services, SkyValet, and Astonsky). It is to be noted that following the liquidation in 2018 of Segur group, Advanced Air Support (now Advanced Air Support International) was acquired by Europe Handling group. At the end of 2018, CLAIR group acquired Signature's Business Terminal 2, leading to the opening in October 2019 of a new terminal by Astonsky. Flightsafety, a major provider of pilot training services, enhanced its offer by installing new simulators at its centre.

Similarly, major international manufacturers and operators (Dassault Falcon, Cessna, Embraer and TAG, along with Bombardier and Gulfstream in 2019) have located Europe-wide maintenance centres at the Paris - Le Bourget airport. The Airbus Helicopters factory (helicopter blade manufacturing) was also commissioned in 2017 and a 5,000 sq.m. apprentice training centre for the aviation industry of an area of 5,000 sq.m opened in September 2019.

Other companies continue to request land on which to develop or set up their operations and are submitting projects for the coming years. All of the activities are part of the announced development connected with the "Métropole du Grand Paris" project, and particularly the future building of the Grand Paris Express "Le Bourget Aéroport" train station planned for 2024. Diversification projects are already planned at Le Bourget, such as the 24,000 sq.m. art conservation centre expected to open in early 2020, which will allow major museums to benefit from a specialised venue offering large storage areas close to Paris, while art galleries and exhibitions in Paris will find a secure logistics hub in this state-of-the-art facility with easy access to runways and customs services.

## Paris-Le Bourget metropolitan department

Le Bourget is one of the eight cities included in the new Etablissement Public Territorial "Paris Terres d'Envol", a component of the Métropole du Grand Paris created in early 2016. Local municipalities are fully involved with the airport in the preliminary works launched by the Société du Grand Paris. The studies take into account the main aspects of the development of the south zone of the airport. The deployment of certain of its installations in the airport environment provide an opportunity which is included in the development studies.

Groupe ADP is working on redefining the development plan for the airport and the development of the airport maintenance group. It is also involved in the creation of hangars and aircraft parking areas in the central zone.

## Proposals for 2021-2025

The Paris-Le Bourget platform will benefit from the certain arrival of Line 17, which will enhance the platform's attractiveness and accessibility and justify infrastructure maintenance and upgrading operations in the area.

Thus, as part of the preparation for the 2021-2025 Economic Regulation Agreement (ERA), on 2 April 2019 ADP announced the planned real estate projects for the Paris-Le Bourget platform.

ADP plans gradual investments in this platform: management of aircraft parking areas, which will take place in the medium term through increasing the capacity of aircraft areas, reinvestment in historic buildings and development of the North area and the West area (Dugny) for aircraft maintenance activity. To meet environmental targets, the Paris-Le Bourget airport has also initiated discussions on the APU substitution equipment for aircraft with the highest CO<sub>2</sub> emissions.

In the Public Consultation Document, ADP proposed a development plan through the renovation of hangars and the construction of parking areas around the central area, for the maintenance of Category C and other aircraft.

## Civil airfields for general aviation

Groupe ADP owns and manages ten civilian general aviation airfields in the Paris-Île de France region:

- ◇ Meaux-Esbly, covering 103 hectares;
- ◇ Pontoise-Cormeilles-en-Vexin, covering 237 hectares;
- ◇ Toussus-le-Noble, covering 167 hectares;
- ◇ Chavenay-Villepreux, covering 48 hectares;
- ◇ Chelles-le-Pin, covering 31 hectares;
- ◇ Coulommiers-Voisins, covering 300 hectares;
- ◇ Étampes-Mondésir, covering 113 hectares;

- ◇ Lognes-Émerainville, covering 87 hectares;
- ◇ Persan-Beaumont, covering 139 hectares;
- ◇ Saint-Cyr-l'École, covering 75 hectares.

In addition, Groupe ADP manages the Issy-les-Moulineaux heliport.

In 2019, around €5.0 million were invested for the renovation of the infrastructures and the buildings of Civil airfields for general aviation.

Groupe ADP also pays close attention to the integration of aviation into the urban fabric. 2019 saw an experiment on restricting the use of the Toussus-le-Noble airport on weekends based on the CALIPSO ranking, which classifies light aircraft airports based on their noise performance. The airport was also home to the 1<sup>st</sup> electric aircraft. A project promoted by the Fédération Française de l'Aéronautique, the aircraft enjoyed major visibility during flight demonstrations at the 2019 Paris Air Show.

## 5.4 DESCRIPTION OF ACTIVITIES BY SEGMENT

### Aviation activities - Parisian platforms

Aviation activities include all of the business activities carried out by Groupe ADP as the operator of the three main airports in the Paris region (see paragraph in Chapter 5, "Description of platforms").

<i>(in million of euros)</i>	2019	2018	2019/2018
Revenue	1929	1890	+2.1%
Airport fees	1160	1115	+4.1%
Passenger fees	726	695	+4.5%
Landing fees	262	254	+3.0%
Parking fees	172	165	+4.1%
Ancillary fees	250	239	+4.9%
Revenue from airport safety and security services	482	499	-3.3%
Other income	37	38	-4.3%
EBITDA	611	603	+1.4%
Operating income from ordinary activities	283	307	-8.0%

05

### Determination of the regulated scope

In accordance with Article L. 6325-1 of the French Transport Code, the amount of fees takes into account the return on capital employed for a scope of activities stipulated by regulation for each airport, assessed based on the weighted average cost of capital estimated using the financial assets valuation model, available market data and parameters considered for companies engaged in comparable activities;

This scope of activities, called the regulated scope, is now defined by the decree of 16 September 2005 relating to fees for services rendered in airports.

The performance of the regulated scope is assessed by comparing the weighted average cost of capital to the return on capital employed (RCE or ROCE), calculated as the operating income of the regulated scope less the standard corporate tax relating to the regulated asset basis (net accounting value of tangible and intangible assets relating to the regulated scope, plus the working capital requirement for this scope).

As of 31 December 2019, the ROCE of the regulated scope was 5.27%. Regulated operating profit stood at €467 million, €300 million after

tax (tax rate of 34.43% in 2019) and the regulated asset base stood at €5,693 million as at 31 December 2019.

Since 1 January 2011, the regulated scope includes all the activities of Aéroports de Paris within the airports in the Paris region, with the exception of:

- ◇ activities financed by the airport security tax, *i.e.* mainly security services, prevention of animal hazards, and aircraft rescue and fire-fighting services (SSLIA)<sup>1</sup>;
- ◇ retail businesses and services;
- ◇ land and real estate businesses not directly related to aviation activities or "real estate diversification" activities;
- ◇ management by Aéroports de Paris of noise reduction projects for local residents<sup>2</sup>;
- ◇ ground-handling service activities falling within the competitive field;
- ◇ other activities unrelated to the activity of the Paris region airports.

<sup>1</sup> See also the paragraph on "Security" in section 5.4.

<sup>2</sup> See also the paragraph on "Environmental Reporting" in Chapter 15.

**Regulated scope at 31 December 2019**  
(in millions of euros)

	2019	2018
Regulated operating profit	458	467
Regulated assets base <sup>1</sup>	5,693	5,341
<b>REGULATED ROCE</b>	<b>5.27%</b>	<b>5.73%</b>

<sup>1</sup> Including subsidies.

## Fees

Aéroports de Paris is bound by specifications that set out its obligations as a public service provider and the government authority's control procedures for ensuring compliance with these obligations. These are the specifications approved by Decree No. 2005-828 of 20 July 2005 relating to Aéroports de Paris. This public service activity is also governed, with respect to fees, by the French Transport Code and the French Civil Aviation Code.

### Airport fees

Airport fees include passenger fees, landing fees and parking fees. The terms of adjustment of these fees is governed by the Economic Regulation Agreement (ERA):

- ◇ the passenger fee is based on the number of passengers boarded. They are due for all departing flights other than for passengers in direct transit (leaving on the same aeroplane with the same flight number), crew members working on the flight and children under two years of age. The fee varies according to the flight destination. A 40% reduction on the basic rate is applied to connecting passengers. Revenue from passenger fees stood at €726 million in 2019 compared with €695 million in 2018;
- ◇ the landing fee is charged for the use of the airport infrastructure and equipment required for landing, take-off and aircraft movements on the ground by aircraft of more than 6 tonnes (which includes nearly all commercial aircraft). They are calculated according to the certified maximum take-off weight of the aircraft and adjusted according to the aircraft's noise-rating classification and the nocturnal or daytime landing timetable. Revenue from landing fees rose to €262 million in 2019 compared to €254 million in 2018;
- ◇ parking fees are based on how long the aircraft is parked, the certified maximum take-off weight of the aircraft and the features of the parking area: area abutting a terminal, remote areas or garage area. It is collected for aircraft weighing more than 6 tonnes. Revenue from parking fees amounted to €172 million in 2019 compared with €165 million in 2018.

The landing fee, parking fee and passenger fee are presented as revenue in the consolidated financial statements under the item "airport fees" (see section 8 - "Review of the financial position and income" of this Universal Registration Document). The income from these airport fees for 2019 stood at €1,160 million (€1,115 million in 2018).

### Ancillary fees

Ancillary fees, for which the pricing is also regulated by the Economic Regulation Agreement in force, were as follows:

- ◇ the fee for providing check-in counters, boarding facilities, and local baggage handling facilities comprises a fixed portion, based on

the number of counters used, and a variable portion based on the number of non-connecting passengers checked in, and which varies according to the type of destination. Income from this fee amounted to €93 million in 2019;

- ◇ the fee for providing connecting baggage sorting facilities is based on the number of connecting passengers. Income from this fee amounted to €47 million in 2019;
- ◇ the fee for providing aircraft de-icing infrastructure varies according to the size of the aircraft and is made up of a fixed portion based on the number of landings made over the season in question, and a variable portion based on the number of de-icing operations. This fee is charged at Paris-Charles de Gaulle airport, where the service is provided by Aéroports de Paris, but is not charged at Paris-Orly airport, where the service is provided by the airlines via, where applicable, their ground-handling service providers. Income from this fee amounted to €22 million in 2019;
- ◇ the fee for provision of electrical power infrastructures of 400 Hz for aircraft is based on the electrical power supply to the parking stand (400 Hz or 50 Hz), and its energy requirement category, depending on its carrier's technical equipment (number of sockets);
- ◇ the computerised check-in and boarding fee (Crews system) is based on the number of passengers departing from equipped terminals or parts of terminals, differentiating between non-connecting passengers and connecting passengers.

Increases in the fees for assisting disabled persons and those with reduced mobility at Paris-Orly and Paris-Charles de Gaulle are not capped. The income from this fee amounted to €66 million in 2019.

The total income from ancillary fees and the fee for assisting people with disabilities and those with reduced mobility is presented as revenue in the consolidated financial statements under the item "Ancillary fees". The fees amounted to €250 million in 2019 (€239 million in 2018).

## 2016-2020 Economic Regulation Agreement

The ERA covering the five year 2016-2020 period was signed by the French government and Aéroports de Paris on 31 August 2015. The document is available at [www.groupeadp.fr](http://www.groupeadp.fr). The ERA applies to fees from 1 April 2016 to 31 March 2021.

The 2016-2020 ERA is balanced and is based on burden sharing among all stakeholders. The objectives of this agreement are as follows:

- ◇ consolidation of fundamentals: Aéroports de Paris intends to take advantage of its assets and has made consolidating its fundamentals a key priority for the 2016-2020 Economic Regulation Agreement. This involves focusing heavily on maintenance and regulatory compliance, optimising its infrastructures and rolling out quality standards;
- ◇ a winning position: to increase its capacity to capture global growth, Aéroports de Paris must continually improve its services and the competitiveness of its Parisian airports for the benefit of its customers, partners and the regions. To meet this challenge, Aéroports de Paris is mobilising all the means of leverage at its disposal: an overhaul of the pricing policy associated with the implementation of incentive measures;
- ◇ increased competitiveness: the ERA provides for the implementation of a major investment plan focusing primarily on cost control, with the aim of improving the competitiveness of the Parisian airports in terms of costs and pricing.



## Setting of fee levels

### Procedure for the annual setting of rates

Aéroports de Paris consults the Economic Advisory Committee for Paris-Charles de Gaulle and Paris-Orly airports, on the one hand, and for Paris-Le Bourget airport, on the other, at least four months before the beginning of each pricing period. Made up of representatives of aviation users, professional air transport organisations and Aéroports de Paris, the primary mission of both these economic advisory committees is to provide an opinion on proposals for changes to airport fee rates and on investment programmes. Aéroports de Paris must then notify the fee rates and, if applicable, any discounts on them, to the French Transport Regulatory Authority, the French Transport Ministry and the French Competition, Consumer Affairs and Consumer Protection Authority. Fees subject to approval are published at least two months before the start of the pricing period. They are approved unless this is opposed by the Transport Regulatory Authority (to which the French authority for competition, consumer affairs and consumer protection submits a reasoned opinion), within one month of receipt of the notification. In the event of opposition, Aéroports de Paris has the option, within one month from the notification of opposition from the Transport Regulatory Authority, to submit a new proposal. The regulatory authority then has 21 days to approve this new.

The ERA provides for certain mechanisms that allow the following to be taken into account during the course of implementation of the contract period: the creation of new fees, transfers between fee categories, the creation of new services or the inclusion of new costs that were not foreseen at the time the contract was signed.

### Changes in fee levels

#### DETERMINATION OF THE PRICING SCHEDULES APPLICABLE UNDER THE TERMS OF THE 2016-2020 ERA

The 2016-2020 ERA covers five pricing periods, the first from 1 April 2016 to 31 March 2017 and the remaining four starting on 1 April and ending on 31 March of the following year.

Pursuant to the 2016-2020 Economic Regulation Agreement, changes in fee levels (n) are limited from one year to the next, within a comparable scope, by a "basic cap rate", compliance with which is assessed in line with the theoretical revenue corresponding to the application of a pricing schedule (n-1) to a baseline traffic level (n-2).

For each pricing period n, the basic cap rate for increases in fees is equal to:

◇ Pricing period:	P(n):
◇ "2016"	i(2016) +0.00%;
◇ "2017"	i(2017) +1.25%;
◇ "2018"	i(2018) +1.25%;
◇ "2019"	i(2019) +1.25%;
◇ "2020"	i(2020) +1.25%.

where i(n) represents the percentage change in the consumer price index, excluding tobacco, published by INSEE, calculated as the comparison between the index for August "n-1" and August "n-2".

For the determination of prices for the year n, this cap is then applied, within a comparable scope of provision, to the prices n and to the traffic (and baseline volume) for the year n-2, thus arriving at a Baseline Pricing Schedule.

The ERA also provides for an adjustment to this Baseline Pricing Schedule, the Adjusted Pricing Schedule for Fees (GTA), taking into account several factors relating to traffic (TRAF), quality of service (QDS), the major investment schedule (INV1), and levels of current investment, competitiveness of the connecting platform and airport processes, quality of service and sustainable development (INV2) and changes in operating expenses (OPEX). These factors are applied as follows:

#### The TRAF factor is the corrective factor linked to traffic

The baseline traffic scenario is the one proposed by Aéroports de Paris at the signing of the 2016-2020 ERA. It is based on the assumption of average passenger traffic growth of 2.5% per year over the 2016-2020 period. The traffic risk is shared between Aéroports de Paris and airlines on the basis of a corrective factor (TRAF). This risk, which is assessed on the basis of the number of passengers, and applies beyond a buffer zone that amounts to annual changes that are 0.5 point higher or lower than the baseline traffic scenario, enters into force for the 2018 pricing period. It is calculated in such a way that, outside the buffer zone, 50% of the excess or 20% of the shortfall from forecast fee revenues is offset, within the limit of an impact of between +0.2 and -0.5 points on the annual fee increase cap, through adjusting the tariffs for these fees.

In addition, if air traffic rises more than 102% of the upper buffer limit, Aéroports de Paris can use some of the excess revenue beyond this threshold as a contribution towards investments in capacity or in terminal renovations that were not originally scheduled, or towards bringing such projects forward. On the other hand, if the increase in air traffic is less than 98% of the lower buffer limit, Aéroports de Paris can offset some of the shortfall in airport fee revenues below this threshold through a reduction in annual costs due to the non-completion or postponement of certain investments.

#### The QDS factor is the adjustment factor related to quality of service

Over the 2016-2020 period, Aéroports de Paris continues to improve its quality of service by building on the achievements of the past five years, through control and ongoing improvement of its processes and facilities. Two categories of indicators with financial implications have been set up:

- ◇ "quality standard" indicators corresponding to standard services provided by all airports to airline customers and passengers. The incentive system associated with these indicators is based solely on the concept of minimum level required, penalised where appropriate by a maximum price penalty of -0.04% per indicator. Seven "quality standard" indicators have been selected, five of which are availability indicators and two are satisfaction indicators:
  - ◆ availability of electro-mechanical equipment,
  - ◆ availability of baggage belts,
  - ◆ availability of aircraft parking stands,
  - ◆ availability of passenger boarding bridges,
  - ◆ availability of 400 Hz power supply,
  - ◆ satisfaction as regards cleanliness,
  - ◆ satisfaction as regards directional information;
- ◇ "excellence" indicators for which significant improvement is expected and/or for which the level aimed for is a level of excellence compared to other European airports. The incentive system associated with these indicators is based on the concept of minimum level required with penalties where appropriate and a concept of higher level targets

05

rewarded by a bonus. The extent of these penalties and bonuses is +/-0.08% per indicator. Three excellence indicators have been retained:

- ◆ satisfaction as regards connecting flights,
  - ◆ overall satisfaction upon departure,
  - ◆ overall satisfaction upon arrival,
- ◆ the financial incentive associated with all these indicators is based on a system of penalties and bonuses of about +0.24%/-0.52% of airport fees per year.

#### **The INV1 factor is the adjustment factor linked to the major investments schedule**

This indicator, which can give rise to a maximum net penalty of 0.1% of fees, measures compliance with the timetable for carrying out major operations. The targets for the indicator "Conducting of Investment Operations" correspond to the following completion dates:

2016-2020 ERA targets:

- ◆ extension of the Paris-Orly East Pier: 2<sup>nd</sup> quarter 2016;
- ◆ renovation of runway 4 at Paris-Orly: 4<sup>th</sup> quarter 2017<sup>1</sup>;
- ◆ "Paris-Orly Nouvel Envoy" (new departure) link: 1<sup>st</sup> quarter 2018;
- ◆ luggage sorters in Hall L (TDS3) Paris-Charles de Gaulle: 2<sup>nd</sup> quarter 2018;
- ◆ first phase of the refurbishment of runway 3 at Paris-Orly: 4<sup>th</sup> quarter 2019<sup>2</sup>;
- ◆ connecting of Terminals B and D at Paris-Charles de Gaulle: 2<sup>nd</sup> quarter 2019;
- ◆ junction of the satellites of terminal 1 at Paris-Charles de Gaulle: 2<sup>nd</sup> quarter 2019.

The results of this indicator lead to the application of the pricing cap adjustment factor, called INV1(n). It is based on a system of bonuses and penalties, according to which the operations concerned are completed before or after the reference calendar. These bonuses and penalties are reconciled every year (n), and only one possible net penalty is taken into account when calculating the INV1 factor. The maximum net penalties applicable annually are -0.1% of airport fees, assuming a delay of two quarters in the timetable for carrying out each operation identified above.

#### **The INV2 factor is the adjustment factor linked to current investment expenditure, competitiveness of the connecting platform and airport processes, service quality and sustainable development**

As was already the case within the ERA 2 framework, an adjustment would lead to a reduction in the tariff cap to offset a portion of the annual costs saved, in the event that fewer investments are made than initially forecast.

#### **The OPEX factor is the adjustment factor linked to operating costs**

Given the importance of controlling operating expenses regulated in the balance of the agreement and to mark the commitment of Aéroports de Paris, a new adjustment factor has been set up based on the volume of operating expenses in the regulated scope in the 2016-2020 ERA.

#### **CHANGES TO FEE TARIFFS UNDER THE 2016-2020 ERA**

##### **For the 2016 pricing period**

The cap on average changes in fee levels for the 2016 pricing period was set at the sole change in inflation (CPI 4018 E) measured between August 2014 and August 2015. Inflation was measured at +0.04%, thus determining the cap for changes in the Baseline Pricing Schedule.

Aéroports de Paris submitted an average annual fee change of 0.0% for Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports for an opinion from the Consultative Economic Commissions and for the approval of the French government.

For the 2016 pricing period, Aéroports de Paris retained a non-uniform increase for Paris-Charles de Gaulle and Paris-Orly airports with 11.8% and 15.5% increases in landing and parking fees respectively and a 7.0% reduction in passenger fees. A revaluation of the weighting of gauge and movement baselines for the landing fees has also been retained with the elimination of the 40 tonne threshold triggering the variable portion of the landing fees, the application of the variable portion as of the first tonne of gauge landed and a differentiated change in the fixed portion and of the variable portion of this fee of +49.5% and -38.9% respectively.

With effect from 1 April 2016, Aéroports de Paris has also set up a new fee to standardise the pricing terms for sorting baggage in transit between Paris-Charles de Gaulle airport terminals. Alongside the new fee for the provision of sorting facilities for baggage in transit at Paris-Charles de Gaulle airport, the fees charged in Terminal 1 and Terminal 2 and the leases for sorting facilities for baggage in transit at Paris-Charles de Gaulle have been abolished and the scope of services provided to airlines has changed. The fee is based on the number of connecting passengers departing from Paris-Charles de Gaulle airport.

In addition, starting from the 2016 pricing period and for a time that should not exceed that of the 2016-2020 ERA, Aéroports de Paris has set up five temporary discounts to develop traffic and improve infrastructure use.

The three price discounts set out below do not include a set-off mechanism:

- ◆ a price discount on the passenger fee to develop Origin/Destination passenger traffic;
- ◆ a price discount on the fee per passenger to develop connecting passenger traffic;
- ◆ a price discount on the parking fee to encourage rapid turnaround and improve infrastructure use.

For each discount, the overall rate for all airlines combined may not exceed a cap of €5.0 million in 2016. These maximum packages will change each year according to the average rate of change in airport fees governed by the 2016-2020 ERA.

<sup>1</sup> The renovation of runway 4 at Paris-Orly was due to be completed during the fourth quarter of 2016. In order to minimise the impact of reduced capacity associated with the closure of the runway, it was decided, in concert with the French State, to postpone the delivery deadline until the fourth quarter of 2017.

<sup>2</sup> The first phase of the renovation of runway 3 at Paris-Orly was due to be completed during the third quarter of 2018. As a postponement was deemed preferable for all stakeholders, the completion date was deferred until the fourth quarter of 2019 after consultation with the parties involved and with the approval of the French State.

Two additional price discounts, including an offset mechanism, have also been set up:

- ◇ variable pricing providing for an exemption from the parking fee for parking on the Paris-Charles de Gaulle and Paris-Orly platforms between 11:00 pm and 07:00 am (local time);
- ◇ a discount on the fees for disabled and mobility-impaired persons according to reporting rates, with airlines giving at least 36 hours' notice at Paris-Orly airport.

#### For the 2017 pricing period

The basic cap rate corresponds to a 1.479% increase in the baseline tariffs (change in inflation between August 2015 and August 2016) with an uplift of 1.25 points, to which the adjustment factors are applied:

- ◇ quality of service corresponding to a 0.16% bonus.

Investments (INVI) established at 0% linked to the opening of the East Pier in advance of the objective set out in the ERA.

The maximum change in 2017 tariffs is therefore +1.64% compared to the 2016 baseline tariffs, *i.e.* +1.68% compared with the 2016 effective tariffs.

In this context, Aéroports de Paris submitted the following average annual fee changes for ASI approval:

- ◇ +0.97% at Paris-Charles de Gaulle and Paris-Orly airports;
- ◇ +2.5% at Paris-Le Bourget airport.

These changes were approved by ASI on 22 February 2017.

Aéroports de Paris' proposal for the Paris-Charles de Gaulle and Paris-Orly airports consists of a 1.51% increase in the airport and ancillary fees (excluding fees for disabled and reduced-mobility passengers) and a significant decrease in the fee relating to computerised check-in and boarding (Crews).

It also consists of the simplification of the fee for providing 400 Hz electrical power infrastructures and the elimination of the criteria related to the origin/destination of the aircraft.

In addition, Aéroports de Paris renewed all pricing discounts as well as the calculation processes and the 2016 allocation conditions for the incentive measures for traffic growth and better infrastructure use. The 2017 cap on each of the three incentive measures was set at €5.05 million by applying a 0.97% index to the 2016 cap.

In addition, the discount on the assistance fee for disabled and mobility-impaired passengers was implemented. It is decreased based on the reporting rate with a notice period of at least 36 hours for airlines at the Paris-Charles de Gaulle airport.

#### For the 2018 pricing period

The basic cap rate corresponds to a 2.125% increase in the 2018 baseline tariffs (change in inflation between August 2016 and August 2017) with an uplift of 1.25 points, to which the adjustment factors are applied:

- ◇ quality of service corresponding to a +0.1213% bonus;
- ◇ traffic: determined at 0%, the traffic generated being in the buffer zone of ERA's reference traffic;
- ◇ investments (INVI) established at 0% linked to the opening of the East Pier in advance of the objective set out in the ERA.

The maximum change in 2018 tariffs is therefore +2.249% compared to the 2017 baseline tariffs, *i.e.* +2.80% compared with the 2017 effective tariffs.

Aéroports de Paris submitted the following average annual fee changes for an opinion from the Consultative Economic Commissions and for the approval of the French government:

- ◇ 2.125% at Paris-Charles de Gaulle airports and Paris-Orly;
- ◇ 2.8% at Paris-Le Bourget airport.

All fee rates, with the exception of fees for assistance to disabled people or those with reduced mobility at Paris-Charles de Gaulle Airport, were approved by the ASI on 12 February 2018. The latter were approved by the ASI on 19 March 2018.

For the 2018 pricing period, Aéroports de Paris retained a uniform change in percentage of the landing and parking fees per passenger.

In addition, Aéroports de Paris decided to renew all the pricing discounts as well as the calculation processes and the 2017 allocation conditions for the incentive measures for traffic growth and better infrastructure use. The 2018 cap on each of the three incentive measures was set at €5.16 million by applying a 2.125% index to the 2017 cap.

#### For the 2019 pricing period

The basic cap rate corresponds to a +3.231% increase in the 2019 baseline tariffs (change in inflation between August 2017 and August 2018) with an uplift of 1.25 points, to which the adjustment factors are applied:

- ◇ traffic (TRAF factor): determined at -0.2785%, the traffic generated being above the buffer zone of ERA's reference traffic;
- ◇ quality of service (QDS factor): corresponding to a +0.02% bonus;
- ◇ investments (INVI factor) determined at 0%, due to the completion within the deadlines or in advance compared to the targets assigned in the ERA of the three operations to be considered for the 2019 pricing period, *i.e.* the renovation of runway 4 at Paris-Orly, the luggage sorter in Hall L (TDS3) and the Orly Nouvel Envol junction.

The maximum change in 2019 tariffs is therefore +2.964% compared to the 2018 baseline tariffs, *i.e.* +3.52% compared with the 2018 effective tariffs.

Aéroports de Paris submitted the following average annual fee changes for an opinion from the Consultative Economic Commissions:

- ◇ 2.957% at Paris-Charles de Gaulle and Paris-Orly airports;
- ◇ 2.957% at Paris-Le Bourget airport.

Following these consultations, Aéroports de Paris submitted the following slightly lower average annual fee changes for ASI approval:

- ◇ 2.944% at Paris-Charles de Gaulle and Paris-Orly;
- ◇ 2.944% at Paris-Le Bourget.

By decision No. 1810-D1 of 11 January 2019, the ASI refused to approve the airport fee levels notified to the Authority on 14 December 2018, with the exception of the fee levels for assistance to persons with disabilities or impaired mobility. Following this refusal decision, Aéroports de Paris submitted a second fee level proposal to the ASI on 22 January 2019. This second proposal used an increase of +1.00% for Paris-Charles de Gaulle and Paris-Orly airports and +3.52% for Paris-Le Bourget airport. By decision no. 1810-D2 of 6 February 2019, the ASI approved this second proposal in its entirety<sup>1</sup>.

For the 2019 pricing period, Aéroports de Paris retained a uniform change in percentage of the landing and parking fees per passenger.

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<sup>1</sup> See the press releases relating to the approval of the 2019 fees by the ASI, available at [www.groupeadp.fr](http://www.groupeadp.fr).

In addition, Aéroports de Paris decided to renew all the pricing discounts as well as the calculation processes and the 2018 allocation conditions for the incentive measures for traffic growth and better infrastructure use. The 2019 cap on each of the three incentive measures was set at €5.21 million by applying a 1.00% index to the 2018 cap.

#### For the 2020 pricing period

The basic cap rate corresponds to a 2.139% increase in the 2020 baseline tariffs (change in inflation between August 2018 and August 2019) with an uplift of 1.25 points, to which the adjustment factors are applied:

- ◆ traffic (TRAF factor): determined at -0.5%, the traffic generated being above the upper limit of the buffer zone of ERA's reference traffic;
- ◆ quality of service (QDS factor): corresponding to a +0.085% bonus;
- ◆ investments (INV1 factor) determined at -0.033%, related to the progress of the core and shell of the nodal building of the terminal 1 satellite connection being insufficient to launch the technical and sub-trade work packages.

The change in operating expenses (OPEX) and the second investment factor (INV2) did not result in adjustments since these elements complied with the levels required by the Economic Regulation Agreement.

The maximum change in 2020 tariffs is therefore +1.681% compared to the 2019 baseline tariffs, *i.e.* +4.50% compared with the 2019 effective tariffs.

Aéroports de Paris submitted the following average annual fee changes for an opinion from the Consultative Economic Commissions:

- ◆ 1.595% at Paris-Charles de Gaulle airports and Paris-Orly;
- ◆ 2.02% at Paris-Le Bourget airport.

For the 2020 pricing period, Aéroports de Paris retained a uniform change in percentage of passenger, landing and parking fees for Paris-Charles de Gaulle and Paris-Orly airports. For Paris-Le Bourget airport, Aéroports de Paris proposed a 1.681% increase in the landing fee and a 20% increase in the parking fee.

It had also submitted the following to the Paris-Charles de Gaulle and Paris-Orly economic advisory committee:

- ◆ renewal, under the same terms, of the price discount on the passenger fee for the portion based on connecting passengers and of the discount on the parking fee for parking next to the terminal for less than 45 minutes. The 2020 cap for each of these two measures was set at €5.29 million by applying indexing of 1.595% to the 2019 cap;
- ◆ a reduction in the payment cap of the discount on the passenger fee for the portion based on origin/destination passengers. A €2 million reduction was proposed compared with what the cap would have been if the discount had been renewed under the same terms as previous years, *i.e.* €3.29 million.

By decision no. 2020-001 of 9 January 2020, the ART approved the airport fees applicable to Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports as of 1 April 2020 subject to a change in the cap on the price discount on the passenger fee for the portion based on origin/destination passengers from €3.29 million to €5.29 million. The cap on the discount was raised to €5.29 million to comply with the above ART decision.

## Preparation of the 2021-2025 Economic Regulation Agreement

Having committed to an in-depth consultation in 2018 with air carriers and listened to their expectations and priorities, during March 2019, Aéroports de Paris presented to them and to their member representatives of the Economic Consultative Commission (Cocoéco), the details of its proposal on the main focuses of the next Economic Regulation Agreement (ERA) for which the five related tariff periods cover the period from 1 April 2021 to 31 March 2026.

On 2 April, Aéroports de Paris published the public consultation document on the Economic Regulation Agreement for the 2021-2025 period, available at [www.aeroportsdeparis.fr](http://www.aeroportsdeparis.fr), which presents the detailed proposal for the 2021-2025 ERA.

Based on an assumption of an average increase of 2.6% in passenger traffic per year, Aéroports de Paris' proposal for the 2021-2025 ERA focuses on:

- ◆ an ambitious investment programme for the regulated scope of around €6 billion, meeting short- and medium-term needs, with priority given to accessibility and fluidity, as well as long-term needs thanks to the start of work on the future terminal 4 at Paris-Charles de Gaulle;
- ◆ traffic growth in all areas and, in particular, international, reflecting the attractiveness of the Paris platforms in terms of infrastructures, quality of service and tariff positioning;
- ◆ reinforced competitiveness thanks to a policy of controlling current expenses<sup>1</sup> in the regulated scope (growth limited to +2.4%, including inflation, on average per year, despite the numerous infrastructure deliveries), ensuring a moderate pricing strategy with a proposed annual tariff change limited to the CPI<sup>2</sup> +1.35%; and
- ◆ an objective of convergence for the return on capital employed for the regulated scope to the level of the WACC<sup>3</sup> assessed at the limits of the regulation agreement (estimated at 5.6%) on average over the duration of the agreement.

In order to continue the discussions with air carriers on this Economic Regulation Agreement proposal, Aéroports de Paris, on its own initiative, held meetings with the economic advisory committee on several occasions in April, May and June 2019. Other meetings led by IATA were also held.

In accordance with the regulatory procedure, Aéroports de Paris, with the publication of the public consultation document, entered a period of public consultation on its proposal for the 2021-2025 Economic Regulation Agreement. This public consultation took place between 2 April and 17 May 2019.

As part of the preparation of the draft agreement, The Transport Regulatory Authority (ART) published on 27 February 2020 a reasoned opinion on the weighted average cost of capital<sup>4</sup>. This opinion uses a WACC range for the regulated scope of between 2.0% and 4.1%, below the WACC assumption of 5.6% presented in the ERA public consultation document published on 2 April 2019.

Aéroports de Paris does not agree with either the method, the assumptions or the conclusions reached by the ART in its assessment of the WACC, since the model and assumptions used by Aéroports de Paris in the public consultation document are based on comparable available financial and market data, as required by the regulations.

This is a simple opinion, and the ART itself has stated that it "is merely an opinion of the Authority formulated on the basis of the data existing at this stage of the procedure and which cannot prejudice the WACC

<sup>1</sup> Regulated internal and external expenses, excluding provisions for amortisation, depreciation and taxes.

<sup>2</sup> Consumer price index.

<sup>3</sup> Weighted Average Cost of Capital.

<sup>4</sup> Pursuant to Article 16 of Decree No. 2019-1016 of 3 October 2019 relating to airport fees and amending the French Civil Aviation Code.

that will ultimately be adopted when the draft ERA is analysed" (ART opinion, paragraph 19). Aéroports de Paris is thus confident in its ability to preserve the Group's long-term profitability and industrial strategy, which is essential for its customers, employees, regional development and employment.

For a presentation of the corresponding risks, see Section 3.2 "Risk factors", paragraph "A significant portion of Groupe ADP's revenue comes from activities subject to regulated tariffs, the evolution of which could have an impact on Groupe ADP's financial performance or prospects" of this Universal Registration Document).

The civil aviation minister will refer the matter to the airport consultative commission, which then has two months to provide a reasoned opinion. This opinion is made public. The civil aviation minister must then refer the matter to the ART, which itself gives assent to the draft Economic Regulation Agreement. The ART has two months to provide its opinion and this time period may be extended for an additional two months in exceptional and duly motivated circumstances.

## Security

### Description of security activities

Government authorities are responsible for organising airport security and can delegate its implementation to airport operators or other stakeholders.

Under the authority of the Prefect of police of Paris, assisted by a Deputy Prefect for the safety and security of airports and under the supervision of government authorities, Aéroports de Paris is required to put the following in place:

- ◆ a security check and screening system for all passengers and all cabin baggage and personal effects using detection equipment (gates and X-ray devices in particular) and, where applicable, body searches and pat downs. Since 31 January 2014, liquids, aerosols and gels are randomly checked using explosive detection equipment suitable for these types of products. Since 1 September 2015, security checkpoints have new equipment that also allows the detection of traces of explosives on both passengers and cabin baggage;
- ◆ a security check system for hold baggage that ensures security checks of all hold baggage presented by airlines according to procedures defined by the Government authorities, which essentially consists of explosive- detecting apparatus, generally integrated into airport baggage handling facilities, possibly accompanied by specially trained dogs;
- ◆ security check measures for staff, their personal effects and vehicles at each access point to restricted security areas within airports, as well as access control measures, including biometrics in particular;
- ◆ security check and screening measures for supplies;
- ◆ security procedures for the use of facilities made available to the group's partners (check-in counters, boarding lounges, etc.);
- ◆ specific facilities inside and outside the terminals: physical separation of flows with passengers from countries or airports not recognised as having an equivalent security level, facilities that allow a single security check for passengers or baggage during connections for certain flights from countries or airports that apply security measures recognised as equivalent, video-surveillance of security check-points and personnel access points, security partitions, secured emergency exits, and anti-return doors and hallways, etc.;

- ◆ patrolling procedures and monitoring of border security and controls in critical parts of restricted access security areas for airport identification cards and vehicle passes.

All of these measures are described in a safety programme established at each airport by Aéroports de Paris and submitted for information purposes to the Civil Aviation services. The security programmes result in the issuance by the Deputy Prefect of a security approval for a maximum period of five years. For Paris-Le Bourget, the security programme was approved on 28 June 2017 for five years. The same was true for Paris-Orly and Paris-Charles de Gaulle, approved on 28 March 2018.

The security programmes set out the tasks, locations, resources and procedures to be used, and are supplemented by training plans for the hiring and training of staff working in the security field and quality assurance programmes that describe in particular Aéroports de Paris' supervisory mechanisms for overseeing security service providers.

Around 300 people are employed by Aéroports de Paris to directly perform security duties, and nearly 4,700 people are employed by external service providers specialising in carrying out security checks and screening. These companies are selected by Aéroports de Paris on behalf of the French government, after a publicised and competitive procurement procedure.

### Funding of security activities

#### PURPOSE OF THE TAX

Security activities such as those relating to aircraft rescue and fire-fighting services and services for the prevention of animal hazards and those linked to measures employed within the framework of environmental controls are financed by the airport tax provided for in Article 1609 quaterdecies of the French General Tax Code, and collected for each departing passenger and each tonne of cargo or mail that is loaded.

#### AMOUNT AND DEDUCTION

The amount of the tax is determined by order of the ministers in charge of the budget and civil aviation.

Since 1 April 2019, the amount of the civil aviation tax is capped at €10.80 per departing passenger. The decree of 25 March 2019 set the tax for Aéroports de Paris at €10.80 per departing passenger and €3.78 for connecting passengers.

Moreover, Article 1609 quaterdecies of the French General Tax Code stipulates that a reduction of 40% to 65%, the rate of which is set by decree, applies to connecting passengers. The decree of 25 March 2019 set the reduction rate at 65% as of 1 April 2019.

#### SURCHARGE FOR THE EQUALISATION SYSTEM

Lastly, a surcharge per departing passenger is paid into an equalisation system, which contributes towards funding these public services at smaller French airports whose annual traffic is less than 5 million units, 1 unit of traffic being equal to 1 passenger or 100 kilograms of cargo or mail being loaded or unloaded. This surcharge is provided for in paragraph IV bis of Article 1609 quaterdecies, which stipulates that: "From 1 January 2010, the civil aviation tax tariff per passenger is subject to a flat rate surcharge, up to €1.25, set by the joint decree of the Minister responsible for the budget and the Minister responsible for civil aviation. The upper limits of the tariffs indicated in IV do not take this surcharge into account."

The tariff of the surcharge on the civil aviation tax for Aéroports de Paris' airports (Paris-Orly, Paris-CDG, Paris-Le Bourget and the civil airfields for general aviation) was set at €0.90 per passenger from 1 April 2019, by



decree of 25 March 2019 setting the list of airports and airport groups and the tariff for the civil aviation tax applicable to each one as well as the civil aviation tax surcharge.

Since the Amending French Finance Act 2013 (Act No. 2013-1279 of 29 December 2013 amending Article 1609 quatervicies of the French General Tax Code), Aéroports de Paris, as a group of airports, no longer benefits from the equalisation system for the funding of security measures for Pontoise, Toussus-le-Noble and Issy-les-Moulineaux airports.

#### USER FEES

Article 179 of the 2019 Finance law No. 2018-1317 of 28 December 2018 amended Article 1609 quatervicies of the French General Tax Code, that governs the civil aviation tax, by stipulating that for each class 1 and 2 airport or group of airports for which the annual costs per departing passenger eligible for the financing by the tax are greater than or equal to €9 on average over the last three known civil years, the tariff of the civil aviation tax is set so as to cover 94% of the eligible costs supported by its operator, from 1 April 2019.

Aéroports de Paris comes under the scope of application of this provision. The Company operates a group of class 1 airports for which the annual costs per passenger eligible for financing by the tax exceeded €9 on average over the last three known civil years. As a result, from 1 April 2019, 6% of the costs attributable to tasks covered by the tax, will be borne by Aéroports de Paris.

Based on security costs for Aéroports de Paris SA of between €500 million and €600 million per year over the coming years, the impact of these user fees on the company's operating income amounts to around €30 million to €35 million per year.

After an investment plan of around €0.5 billion over the 2016-2020 period, Groupe ADP could once again invest around €0.5 billion in the Paris airports for safety/security over the 2019 to 2025 period, with notably the deployment of Standard 3 EDS detection equipment which should be completed by the end of 2022.

These forecasts communicated by the Group at the beginning of April 2019 during the Investors' Day are not targets, but constitute a preliminary medium-term vision that supplements the targets in the Connect 2020 plan, which are unchanged in terms of safety/security.



## Retail and services – Parisian platforms

This segment, relating only to the Parisian activities, includes all retail activities (notably shops, bars and restaurants, car parks, rentals within terminals) of Groupe ADP, as well as the advertising activities (Média Aéroports de Paris<sup>1</sup>) and the activities of retail distribution joint ventures within airports (Société de Distribution Aéroportuaire and Relay@ADP) and restaurant services (EPIGO).

From the second quarter of 2019, as part of the strengthened governance of retail joint ventures, these two joint ventures (Société de Distribution Aéroportuaire SDA and Relay@ADP) are fully consolidated in the group's financial statements. The EPIGO income is recognised using the equity method.

## General description of retail activities

Aéroports de Paris' retail activities designate paying services intended for the general public: passengers, accompanying persons and staff working at the airports. These include, for example, shops, bars and restaurants, banks and foreign exchange counters, car rental, advertising and, more generally, any other paid-for service (internet, service stations, etc.).

Retail activities are at the heart of Groupe ADP's growth dynamic and thus contribute to the financial performance and appeal of its airports. Aéroports de Paris acts as lessor, developer, promoter and manager for commercial activities through its joint ventures, Société de Distribution Aéroportuaire, Relay@ADP and EPIGO.

<i>(in million of euros)</i>	2019	2018	2019/2018
Revenue	1,505	1,000	+50.6%
EBITDA	638	580	+10.1%
Share of profit or loss in associates and joint ventures	41	2	N/A
Operating income from ordinary activities	513	458	+12.1%

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## Breakdown of revenue

<i>(in million of euros)</i>	2019	2018	2019/2018
<b>Revenue</b>	<b>1,505</b>	<b>1,000</b>	<b>+50.6%</b>
Retail activities	970	490	N/A
<i>Société de Distribution Aéroportuaire</i>	628	N/A	N/A
<i>Relay@ADP</i>	78	N/A	N/A
<i>Other Shops and Bars and restaurants</i>	166	N/A	N/A
Advertising	57	55	+4.1%
Other income	41	49	-15.6%
Car parks and access roads	172	173	-0.9%
Industrial services revenue	140	129	+8.6%
Rental income	145	149	-2.8%
Other income	78	58	+34.3%

The retail activities carried out in landside areas are located before security check-points (customs, border police, security checks) and anyone can make purchases there. Retail activities carried out in airside areas are located after the security check-points. Airside includes part of the space called the "Schengen Area", which no longer involves border police controls, and the "International Area", where passengers on international flights to all countries outside the European Union, or to French overseas territories, can purchase duty free products.

## Airside and landside shops

The proposed range of shops within Aéroports de Paris' terminals falls into two broad categories:

- ◆ the strategic activities which embody the positioning as "The ultimate Parisian shopping & dining experience" and which represent the areas with the best returns which are Beauty (perfumes and cosmetics), Fashion & Accessories and Art of Living (gastronomy, confectionery, wines and spirits). Aéroports de Paris has chosen to operate these businesses through Société de Distribution Aéroportuaire, which it co-owns with Lagardère Duty Free (a company of the Lagardère Group), and which operates the Beauty, Alcohol and Tobacco activities as well as part of the Gourmet Food and Fashion & Accessories business;

<sup>1</sup> Media Aéroports de Paris, which manages the advertising within the terminals, has been fully consolidated since 2016.

◆ leisure and convenience activities: Newsagents, Bookshops, Photo-Video-Sound, Souvenirs, Gifts, Toys and Pharmacies. A joint venture, Relay@ADP, covering part of this scope has been in existence since 4 August 2011, and runs the Newsagents, Bookshops, Convenience and Souvenirs activities. The company is 49%-owned by Aéroports de Paris, 49% by Lagardère Travel Retail, and 2% by Société de Distribution Aéroportuaire.

Groupe ADP uses a revenue per passenger indicator (Sales/Pax) to better differentiate retail performance, reflected in the revenue from the airside

<i>(in euros)</i>	<b>2019</b>	<b>2018</b>	<b>2019/2018</b>
Duty Free zone	34.4	32.3	+6.5%
Duty Paid zone	7.9	7.4	+6.3%
<b>TOTAL</b>	<b>19.7</b>	<b>18.4</b>	<b>+7.3%</b>

In 2019, revenue per passenger airside (Shops & Bars and restaurants) was €19.7.

It should be noted that China represents 2.1% of the Group's total traffic, but 15.4% of revenue from retail activities.

### Bars and restaurants

Aéroports de Paris receives income from the operators of bars and restaurants, essentially based on the revenue from the business in question. For Aéroports de Paris, revenue from retail activities is therefore closely linked to the gross revenue received by these operators.

Until 2015, the bars and restaurants were mainly operated by third parties, although Relay@ADP opened a first restaurant unit under the Kayser brand in December 2012. As of 1 February 2016, a joint venture, EPIGO, 50%-owned by Aéroports de Paris and 50%-owned by Select Services Partner (SSP) became the operator for fast food in a number of terminals at Paris-Charles de Gaulle. At Paris-Orly, the bars and restaurant business is managed by several operators.

### Advertising

Advertising at Groupe ADP airports is managed by Média Aéroports de Paris SAS, a French simplified joint stock company created in June 2011 and 50% co-owned by Groupe ADP and 50% by JCDecaux France SAS. The company has been fully consolidated since 2016. The primary function of Média Aéroports de Paris is to operate and market advertising space and, additionally, to run a television network dedicated to passenger/airport relations, notably at airports operated by Groupe ADP in the Paris region.

The governance procedures, and the procedures for excluding the joint partner, are comparable to those applicable to Société de Distribution Aéroportuaire. In addition, shares of the company Média Aéroports de Paris are unalienable until the end of 2022.

### Banking, foreign exchange, car rentals and other retail activities

Aéroports de Paris receives revenue from car rental companies, banking and foreign exchange activities and several for-fee services (luggage wrapping and storage...). Commercial income is based on airport revenues. Rental income comes from leases for non-retail space within the terminals.

shops, and the performance resulting from the airport manager's retail negotiations, as reflected in rental income. It is calculated as the total sales of airside shops divided by the number of departing passengers (53.9 million passengers in 2019).

The recent renegotiations with Société de Distribution Aéroportuaire and Relay@ADP set the new contractual term at 31 December 2022.

### Strategy relating to retail activity

Aéroports de Paris's commercial strategy is based on four pillars:

- ◆ two pillars for supply:
  - ◆ a marketing positioning "The Ultimate Parisian shopping and dining experience", implemented via products (centred on three product families that are emblematic of French know-how: Fragrances & cosmetics, Luxury Fashion and the French Art of Living), the design of retail spaces conceived as Paris shop windows, and service and quality. This strategy is accompanied by an increase in the total area dedicated to shops (bars, restaurants and shops both landside and airside),
  - ◆ a unique business model, with two main types of operations: joint ventures held 50% by Aéroports de Paris and 50% by a specialist in the business in question, and the brands themselves. This business model gives Aéroports de Paris a good level of control over the implementation of its strategy;
- ◆ two pillars for demand:
  - ◆ stimulating demand, particularly by creating brand recognition upstream of the airport arrival, notably in the key markets (specifically China),
  - ◆ the impact of traffic growth.

This strategy has enabled Aéroports de Paris to benefit from consistent growth in revenue per passenger from 2006 to 2015, increasing from €9.8 to €19.7 at end 2015. After a difficult 2016, marked by a sharp decline in tourism in Paris, the growth in Sales/Pax resumed in 2017, with a slight 0.4% increase (strongly penalised by a sharp decline in tobacco sales linked to the implementation of plain packaging in France), as well as in 2018, in spite of major work in the terminals. In 2019, Sales/Pax grew significantly, with growth notably sustained by the traffic, the good momentum of Perfume-Cosmetics and Luxury fashion as well as the progress in the work of Halls K and L of Terminal 2E and at Orly with the opening of the junction.

The group has thus built a robust travel retail model for the Paris airports that has met growing competition from the town centre offering and has adapted to an environment that is uncertain in both legislative and economic terms.

Under CONNECT 2020<sup>1</sup>, Aéroports de Paris intends to consolidate and continue the development of its retail activities via three strategic priorities:

- ◆ providing the ultimate Parisian shopping and dining experience by:
  - ◆ standardising the offering within the international terminals through six major projects at Paris-Orly and Paris-Charles de Gaulle between 2016 and 2020. The first 2016 milestones of this major development approach were met including, at Paris-Charles de Gaulle, the start of the first steps in the redesign of Hall K of Terminal 2E and completion of the redesign of the international area of Terminal 1 (an intermediate step prior to the project to link the international terminals). In 2019, the main changes were the optimisation of the offering on Hall K, the continuity of the redesign of Hall L and the opening of the Orly junction,
  - ◆ continuing to enhance the brand portfolio, notably via the three strategic families (Beauty, Fashion & Accessories and the French Art of Living). In 2019, several new brands enhanced our retail (Louis Vuitton, Céline, Rimowa) and restaurant portfolios (Teppan with Thierry Marx, a new restaurant with Guy Martin: "The French Taste...").

In addition to these openings, many new temporary points of sale were opened to boost retail activity, including both shops and restaurant,

- ◆ standing out from the competition on service quality;

- ◆ developing brand awareness before arrival at the airports by targeting frequent flyers and international customers;
- ◆ continuing to capitalise on the economic model by rolling it out in the catering businesses (through the creation of a fast food joint venture with SSP, EPIGO), and sensibly expanding the field of action of joint ventures outside our platforms.

The implementation of this strategy, combined with the creation of additional retail surfaces and the ongoing improvement of the passenger traffic mix, should allow the Group to achieve revenues per departing passenger of €23 for airside shops on a full-year basis after the infrastructure projects have been delivered in 2021 (delivery of the Terminal 1 junction at Paris-CDG in 2021).

Lastly, in April 2019, the Group published a certain number of insights and medium-term forecasts in terms of revenue per passenger for the retail activities in Paris.

Sales/Pax from airside Shops and Bars & Restaurants (including airside restaurants) could reach €27 in 2025. These forecasts do not, however, constitute new targets but translate a vision which supplements the Connect 2020 plan, based on Aéroports de Paris' proposals for the next 2021-2025 Economic Regulation Agreement, for which the content is liable to change up to its signature.

05

## Change in the total area dedicated to retail

<i>(in thousands of sq.m.)</i>	2019	2018
Airside shops	34	29
<i>of which, shops in International areas</i>	24	22
<i>of which, shops in Schengen areas</i>	6	6
<i>of which in mixed areas</i>	4	
Landside shops	7	6
Bars and restaurants	25	23

## Industrial services revenue

Industrial services include the production and supply of heat for heating purposes, through the use of thermal installations and hot water distribution networks, the production and supply of cold for the air conditioning of installations, through the use of refrigeration stations (powered by electricity) and cold water distribution networks, the supply of drinking water and the collection of waste water, waste collection and the supply of electricity. Most of the electricity used at the airports is purchased externally, although Groupe ADP does have some generating capability to cover its aviation facilities immediately in the event of an interruption in supply.

## The passenger service offering

### The passenger service offering

Continuously seeking to improve the traveller's experience and thus the level of satisfaction with our airports, Paris Aéroport each year enriches the range of services offered to passengers, by best adapting to changes in their needs.

## Correct traveller information throughout the traffic flow

One telephone number (39 50) is available in French and English, 24/7, for all departing and/or arriving customers at the Paris-Orly and Paris-Charles de Gaulle platforms. All travellers may thus, if they choose, be guided by the local interactive server to rapidly obtain answers to their questions, or directly speak with one of our advisers.

Given the increasing, permanent need for connection for travellers, Groupe ADP, supported by its service provider, Hub One, has set up an extensive, high quality Wi-Fi network that guarantees free access to the internet for passengers and people accompanying them. Over 100 touch screen information terminals have been set up at our two Parisian airports, in departures and arrivals, so that travellers can access to a wide range of information (location of services, hotels, shops, access and local transport, etc.) in an interactive way and in 11 languages. On these same terminals, passengers can scan their boarding cards to monitor the status of their flight in real time.

<sup>1</sup> See the section on "Strategy relating to retail activity" in this chapter.

As most travellers are today equipped with smartphones, Groupe ADP has set up numerous mobility and remote digital tools to guarantee fast, effective access to information. The official website, [www.parisaeroport.fr](http://www.parisaeroport.fr) is available in mobile format and in 11 languages. A Paris Aéroport application can also be downloaded from the Apple Store (iPhone) and Google Play (Android). This application, which has been downloaded over 1.9 million times to date, is regularly updated to better guide passengers before, during and after their journey:

- ◇ supporting the organisation of passenger travel and stays, whilst saving time: from the home page, a “Mon Assistant de voyage” (My Travel Assistant) feature enables travellers to customise their experience in one click, accessing their flight details and obtaining essential information for their path up to the boarding gate: flight status, departure terminal, check-in zone, boarding gate, etc. The Assistant also enables them to interactively view their path through the terminal but also to compare the different ways of accessing the airport with an estimate of the time of the journey, corresponding costs, and access a selection of retail offerings and services available from their terminal of departure. The application also enables passengers to reserve airport parking, plane tickets, hotels, luggage protection or a place in a luggage locker;
- ◇ being informed in real time: passengers can access their latest flight information via a notification system on their smartphone (boarding gate, flight status, etc.) and also display the access code for their parking reservation linked to the travel assistant. Similarly, passengers can find all essential information about their journey on Apple Watch. When they arrive at our airports, travellers can obtain the almost instant translation of signalling thanks to the translator integrated into the Paris Aéroport application (from French/English to nine other languages). In addition to the travellers themselves, these functionalities also enable people accompanying them to monitor the status of their flight in real time.

### Rewarding our most loyal customers

Since 2016, Groupe ADP has created and developed its loyalty programme, “My Paris Aéroport”, accessible from its application and website. It includes almost 600,000 members to date. The free, 100% digital programme is available to everyone. It enables us to get to know our most frequent flyers, to guarantee a customised experience and reward them. The programme notably offers numerous advantages to enrich its members’ journey through our airports: free high speed Wi-Fi (20 Mbit/s), permanent discounts and points convertible into purchase vouchers for partner shops and parking spaces bookable online as well as benefits from our partners (currency exchange and luggage services).

The virtual loyalty card is accessible via the Paris Aéroport application and can be added to the passenger’s wallet (Apple). My Paris Aéroport is also a connected to the Air France-KLM Flying Blue programme, making it possible to convert the loyalty points earned into Flying Blue miles.

### A large range of services available online

From its official website as well as its mobile application, Paris Aéroport Offers its travellers a very large range of services that can be reserved via its online shop.

Travellers departing from Paris can reserve their flights, hotels and car rental before their departure, from wherever they are in the world, via the website [www.parisaeroport.fr](http://www.parisaeroport.fr), or the Paris Aéroport application, thanks to our partnership with the MisterFly platform. A number of baggage options may also be reserved online (baggage protection and tracking using SafeBag luggage locker for a few hours or several days with Bagages du Monde at Paris-Charles de Gaulle, etc.), including baggage transport

from Paris to airport or from airport to Paris. Travellers may also purchase their tickets to leave or come to our two airports with Le Bus Direct, an air-conditioned bus with free Wi-Fi. Finally, one can also reserve a parking space for all vehicle access.

Upon arrival in Paris: in addition to our previously mentioned departure services also available for travellers arriving in Paris, the online shop allows people to purchase transport tickets (Le Bus Direct, RATP bus and metro, RER, etc.) to leave from our airports and travel to Paris. If our customers wish to take advantage of their stay in Paris, a large number of touristic and cultural activities may be purchased online with just a few clicks: Paris Museum Pass (giving access to some 50 museums and monuments), tickets for the Château de Versailles and cruises on the Seine or tourist bus visits.

### A special welcome for all of our customers

The deployment of the “Welcome to Paris” reception and information programme was completed in 2019. Groupe ADP has put in place, throughout the terminals, on departure and arrival, before and after security checks, many agents whose job is to welcome and proactively provide information to travellers, reaching out to make their transit through our airports a successful and positive experience.

In addition, to offering personalised support to people with disabilities and people with reduced mobility (PRM) to and from their boarding gate, dedicated reception services and information counters are also located in all our terminals of Paris-Orly and Paris-Charles de Gaulle.

Throughout the year, in 2019, many initiatives were renewed and put in place to continue improving the quality of our reception services among all of our staff, while sharing the customer culture with the airport community in its great diversity of business lines. The basis of these actions is for all of our agents working in our airports to pursue common objectives for quality (involving personnel working in security, PRM, airlines, ground handlers, Border Police, etc.). A good example of this approach is the Attitude Clients project that aims to give each employee the correct tools to embody, toward all travellers, our promise that “Paris vous aime” (Paris loves you) through daily acts, words and simple attitudes consistent with the service values that the Groupe ADP hopes to convey (warmth, audacity, elegance and attention).

To improve the comfort of our guests during their passage in our airports and provide them with greater peace of mind (same goal for the airport community), a “a quieter airport” approach was initiated in the summer of 2018 by Groupe ADP, in collaboration with all the airlines and ground handlers, throughout the terminals of Paris-Orly and Paris-Charles de Gaulle. General announcements were limited and reserved in priority for information related to security and safety of our airports and any emergency situation. No general announcements were made to remind passengers at boarding gates (except for very exceptional cases), thus helping to reduce the clutter of noise of the terminals. Gradually, and following many conclusive tests, boarding announcements were little by little limited and only used near the boarding gates concerned. To assist these changes, informative messages are visible along the paths to reassure passengers and encourage them to follow the status of their flight presented on the dedicated screens or via digital tools such as the Flight Assistant mobile app provided by Paris Aéroport.

For travellers who wish to benefit from premium, “à la carte”, personalised assistance, the My Conciergerie service, available on departure, arrival or during connections, allows them to be escorted to or welcomed at the airplane door (baggage assistance, tax refunds, security screening, etc.), in their language (including Cantonese, Mandarin, Russian, Japanese, etc.). Requests for information or estimates can be made on the website of Paris Aéroport.

Parents and families with young children can take advantage of preferential lines to bypass the security controls at most of the security checkpoints at Paris-Charles de Gaulle and Paris-Orly. These preferential lines are recognisable by funny little characters smiling at children and adults, brandishing the colours of the Paris Aéroport brand.

## The best experience for all of our travellers

For access to and from Paris and the two platforms of Paris-Charles de Gaulle and Paris-Orly, Paris Aéroport continues to facilitate the experience. In addition to Roissybus and Orlybus, the Le Bus Direct service is a premium solution put in place with Keolis: air-conditioned buses, Wi-Fi connection, USB jacks, luggage handlers at stations, etc. In addition, real-time information on waiting times and possible disruptions may be consulted at [www.lebusdirect.com](http://www.lebusdirect.com) and at each stop, each traveller can download their ticket on their smartphone.

Upon their arrival, our customers have access to many practical services:

- ◆ La Poste, via its offices in each airport, offers many solutions specifically designed to serve our passengers' needs: stamping machines available 24/7 for letters and packages, last minute gifts and the possibility of renting small private meeting rooms;
- ◆ SAFE BAG: travellers who need to protect their baggage can find dedicated spaces in our terminals near the baggage check-in counters;
- ◆ Bagages du Monde: this is a secured baggage locker service located above the TGV station at Paris-Charles de Gaulle: a team is there to help store travellers' baggage and clothing, or provide advice for purchasing a suitcase or certified cage for transporting their pet. A rental service offering pushchairs and car seats is also available for parents with young children for their stay in France;
- ◆ Photomaton cabins: photo booths and other services (photocopiers, printing, scanning, etc.) are available in most of the public areas of our airports, allowing travellers to print documents from their smart phone.

In each boarding room, passengers, whatever their desires and the time available before departure, can relax thanks to a wide range of free services and entertainment areas available after passing security checks:

- ◆ play areas for the youngest (4 to 8 years old), with a glimpse of Parisian plazas or the airport world;
- ◆ PlayStation4 spaces, in partnership with Sony, where video game lovers can discover the latest PlayStation4 novelties or the great classics;
- ◆ Arcade Gaming areas for the more nostalgic passengers, showcasing the heroes of the first iconic video games of the 1980s;
- ◆ many pianos, where the most accomplished passengers can express themselves.

For families travelling with very young children (0 to 3 years old), two baby rooms are available from the departure room for departures from Orly 3 and Orly 4 at Paris-Orly. Families can let their babies take naps (in cradles), feed them (using bottle warmers) and relax together in these rooms. Eventually, similar deployments in other departure lounges can be explored.

During the year, in 2019, major sporting events resonated again and entertained our travellers most avid for sporting competitions like the women's football World Cup, Roland Garros, the Tour de France or the rugby World Cup on the 226 AirportTV screens in partnership with JCDecaux Airport Paris. An innovative and unprecedented experiment was conducted in terminal 2E during the rugby world cup giving passengers access to the sound of the games on their smart phone.

In addition, in Hall L of Terminal 2E at Paris-Charles de Gaulle, the Instant Paris free salon and its 1,000 sq.m. offer a beautiful area for relaxation to connecting passengers: free access to a library, a KAPLA game room, a large work table, etc. in a calm, comfortable and elegant "Haussmannian" atmosphere. In addition, in this same area there is a "YOTELAIR" hotel with 80 rooms and a restaurant, including family rooms and rooms designed for people with reduced mobility, where people can sleep in a real bed for a few hours or a night or simply take a shower.

For passengers desiring a cultural moment, the Espace Musées, accessible free of charge from the M gates of Terminal 2E at Paris-Charles de Gaulle, displays original artworks loaned by major French museums, with exceptional exhibitions held throughout the year, in partnership notably with the Louvre and Orsay Museums and the Château de Versailles, among other renowned institutions. In April 2019, this space welcomed an exhibition entitled "Voyages d'Explorateurs" showing a selection of major artworks from Africa, Asia, Oceania, and the Americas from the Musée du Quai Branly - Jacques Chirac; then, in November 2019, an exhibition entitled "La Traversée de Paris de Frank Horvat" presenting photographs highlighting the value of the city of Paris.

Finally, so our passengers can receive many tips about their stay in Paris, our information counters are dedicated to touristic and cultural information in partnership with the Regional Tourism Committee of Ile-de-France.

## More efficient traffic flow

Paris Aéroport has made reducing waiting times one of its major everyday commitments. Once again this year, the waiting times before security checks at Paris-Orly and Paris-Charles de Gaulle did not exceed 10 minutes in 90% of cases.

It is essential to inform passengers in real time about the estimated waiting times: this is done by a display system, used at most security screening checkpoints in both airports, to enable travellers to see their time to pass the controls before they arrive in the zones.

To reduce waiting times as much as possible at police checkpoints, which remains a key issue, more than one hundred PARAFE control gates, for automatic fast passage at external borders, are still to be deployed in all terminals, with the implementation of the facial recognition PARAFE II, approved by the Ministry of the Interior. The PARAFE system, which was implemented by the French Ministry of the Interior, Overseas, Local Authorities, and Immigration, enables passengers to cross the border more rapidly, independently, completely free of charge and without any prior enrolment in the scheme, thanks to automatic gates, electronic passports, and facial recognition between the passenger and their passport. The use of this technology aims to ensure more efficient passenger flow through border controls while guaranteeing a very high level of reliability.

## Joint-ventures' activities

Groupe ADP receives income from the joint-ventures based on their turnover which is recorded under retail activities.

As regards Société de Distribution Aéroportuaire and Relay@ADP, the results of these two joint ventures have been fully consolidated in the financial statements of Groupe ADP since April 2019.

For EPIGO, the share of income from joint ventures is recorded as operating income from ordinary activities, between EBITDA and the

operating income from ordinary activities (ROC) in Groupe ADP's consolidated financial statements.

With respect to Média Aéroports de Paris, held 50/50 by Aéroports de Paris and JCDecaux France SAS and managed jointly, the Group is considering exercising accounting control as a result of the clause in the Média Aéroports de Paris Articles of Association which enables it to exercise a purchase option on the shares held by the partner at the end of the procedure provided for in the event of disagreement. The business activity is described in the "Breakdown of revenue" section.

<i>(in million of euros)</i>	<b>2019</b>	<b>2018</b>	<b>2019/2018</b>
<b>Revenue of joint ventures (100%)</b>	<b>970.1</b>	<b>906.1</b>	<b>+7%</b>
<i>Société de Distribution Aéroportuaire</i>	799.2	741.8	+8%
<i>Relay@ADP</i>	97.4	95.8	+2%
<i>Epigo</i>	73.5	68.5	+7%
<b>Net income of joint ventures (100%)</b>	<b>4.4</b>	<b>4.6</b>	<b>-5%</b>
<i>Société de Distribution Aéroportuaire</i>	(0.2)	0.9	-100%
<i>Relay@ADP</i>	6.4	7.5	-15%
<i>Epigo</i>	(1.8)	(3.8)	+53%

## Société de Distribution Aéroportuaire

### Presentation

In parallel with the leasing of retail space, Groupe ADP is also involved in the direct management of retail space through its joint venture with Société de Distribution Aéroportuaire, a French simplified joint stock company (SAS), in partnership with airport distribution specialist Lagardère Duty Free, a subsidiary of the Lagardère Travel Retail group. Société de Distribution Aéroportuaire sells alcohol, tobacco, perfume-cosmetics, gourmet food, fashion and accessories and photo-video-sound.

According to the current Articles of Association, each partner holds 50% of the capital and has rights to 50% of the Company's earnings and reserves. Since 30 April 2013, Société de Distribution Aéroportuaire shares have been freely transferable subject to the provisions concerning pre-emptive rights and the approval of the partner of the transferee of the shares. Moreover, the Articles of Association for Aéroports de Paris allow for each of the partners to exclude the other partner and force the sale of its shares in the case of violation of a clause in the Articles of Association, or the bankruptcy or reduction in the capital of the partner in question to below the legal minimum. In addition, Groupe ADP can potentially exclude Lagardère Duty Free should Lagardère Travel Retail Group lose control of Lagardère Duty Free or in the event of the termination or expiry of all contracts drawn up with Groupe ADP setting out the terms of the Company's presence within Paris-Charles de Gaulle and Paris-Orly airports.

Groupe ADP and Lagardère Duty Free have set up a joint, balanced management framework through several governance bodies:

- ◇ a chairmanship held by a company, SARL ADPLS Présidence, where the two joint managers are a representative of Lagardère Travel Retail, and a representative of Aéroports de Paris;
- ◇ a collective body known as the "Council", which consists of four representatives for each partner, as well as the Chairmanship of Société de Distribution Aéroportuaire; and
- ◇ an Executive Management team, whose role is to manage Société de Distribution Aéroportuaire from an operating standpoint.

### Strategy

It is the ambition of Société de Distribution Aéroportuaire to create the "ultimate" Parisian shopping experience for the product segments for which it is responsible. In order to achieve this, it operates shops under its own brands (BuY Paris Duty Free, for Beauty, Art of Living and Tobacco, and BuY Paris Collection for Fashion & Accessories), or the shops of known brands at the core of its positioning, notably in Gastronomy, Fashion & Accessories, and photo-video-sound (via the FNAC brand).

At the end of 2019, Société de Distribution Aéroportuaire operated 157 stores over a total surface area of 26,700 sq.m. across all terminals at Paris-Charles de Gaulle and Paris-Orly airports.

From the second quarter of 2019, following enhanced governance of retail joint ventures, Société de Distribution Aéroportuaire will be fully consolidated in the group's financial statements;



## Relay@ADP

### Presentation

In August 2011, Groupe ADP and Lagardère Travel Retail created Relay@ADP, a French simplified joint stock company (SAS) and joint venture dedicated to newsagent, bookshop, convenience and souvenir activities. Groupe ADP has a 49% holding in the company, as does Lagardère Travel Retail, while Société de Distribution Aéroportuaire has a 2% interest. The governance procedures for this company, and for excluding the joint partner, are comparable to those applicable to Société de Distribution Aéroportuaire.

At the end of 2019, Relay@ADP managed 76 stores over a total area of 9,200 sq.m. across all terminals at Paris-Charles de Gaulle and Paris-Orly.

### Strategy

The major strategic initiatives implemented by Relay@ADP include:

- ◆ the opening of large stores under the Relay@ADP brand, allowing the establishment of several areas of offer differentiation based around travellers' needs;
- ◆ the diversification of its offering, in particular in relation to souvenirs of Paris (via the Air de Paris brand, which operates both as shops and display corners in Relay shops) and to improved catering.

From the second quarter of 2019, following the enhanced governance of retail joint ventures, Relay@Paris will be fully consolidated in the group's financial statements.

## Epigo

### Presentation

In December 2015, Groupe ADP and Select Service Partner created EPIGO, a French simplified joint stock company (SAS) and joint venture to set up, operate and develop fast food outlets. The new company began

operations on 1 February 2016 and will operate over 35 points of sale for nine years, primarily in terminals 2D, 2E (hall K and hall L), 2F, 1 and 3 of Paris-Charles de Gaulle airport. Select Service Partner was retained after public consultation.

Each partner holds 50% of the capital and has rights to 50% of the company's earnings and reserves. EPIGO shares are inalienable for nine years, until December 2024. Moreover, the Articles of Association for Aéroports de Paris allow for each of the partners to exclude the other partner and force the sale of its shares in the case of violation of a clause in the Articles of Association, or the bankruptcy or reduction in the capital of the partner in question to below the legal minimum. In addition, Groupe ADP can exclude Select Service Partner should there be a change in its control or in the event of termination or expiry of all contracts drawn up with Aéroports de Paris setting out the terms of the Company's presence within Paris-Charles de Gaulle airport.

Groupe ADP and Select Service Partner have set up a joint, balanced management framework through several governance bodies:

- ◆ a chairmanship held by a company, SARL EPIGO Présidence, where the two joint managers are a representative of Select Service Partner, and a representative of Groupe ADP;
- ◆ a collective body known as the "Council", which consists of four representatives for each partner, as well as the Chairmanship of EPIGO;
- ◆ an Executive Management team, whose role is to manage EPIGO from an operating standpoint.

05

### Strategy

Through this joint company, Aéroports de Paris aims to further improve the reception and services provided to passengers, who will now enjoy a diversified and updated offering consisting of leading international brands and brands embodying the best of French gastronomy.

At end 2019, EPIGO managed 38 restaurants over a total surface area of 4,700 m<sup>2</sup> throughout the terminals of Paris-Charles de Gaulle.

## Real estate – Parisian platforms

<i>(in million of euros)</i>	2019	2018	2019/2018
Revenue	274	265	+3.3%
External revenue	228	217	+4.6%
Internal revenue	47	47	-2.1%
EBITDA	169	148	+14.8%
Operating income from ordinary activities	122	102	+20.4%

### Presentation of the activity

Non-terminal real estate activity is a strategic development axis and has become a focus for growth for the group with an economic cycle that differs from that of Groupe ADP's other activities. The strong growth potential, resulting from the Company's substantial real estate reserves (357 hectares), a density that is nevertheless still low in certain areas, and the medium and long-term reversion potential of land occupied, is an important driver for the creation of value for Groupe ADP.

Groupe ADP acts throughout the value chain to value the land:

- ◆ as both landowner and developer, Groupe ADP prepares the layout and servicing for land that it then makes available to investors or users, who pay rent;
- ◆ Groupe ADP also acts as a developer and investor, managing real estate projects to meet its own needs and those of companies seeking to establish operations within its airports;
- ◆ as a property owner, Groupe ADP manages its assets (commercial strategy, remodelling and renovation), its rentals (marketing, tenant relations, rents and charges, regulatory obligations and maintenance and repair management) and offers additional services to tenants (repairs, security and cleaning).

There are two complementary categories of real estate assets:

- ◆ airport real estate includes land and buildings intended for aviation activities outside the terminals or requiring direct access to runways,

such as aircraft maintenance hangars, frontline cargo courier services and industrial buildings (catering, etc.);

- ◆ diversification real estate, which includes land and buildings that do not have direct access to runways, or for which this access is not essential to the operation of the activity, such as offices, hotels, retail and business premises, logistics premises and warehouses. These real estate activities have been excluded from the regulated scope since 1 January 2011.

Groupe ADP provides real estate services to customers from a range of sectors including Air France-KLM, FedEx, Unibail-Rodamco, Audi, Volkswagen, Accor, IHG, Marriot, Hilton, La Poste, Bolloré Logistics, Kuehne+Nagel, DHL, Panalpina, Groupe Auchan, Casino, Dassault, Servair and others. The top ten customers represented around 60% of external revenue in 2019. Leases are mainly long term, thus limiting rental risk. At 31 December 2019, over 47% of leases by value had a maturity date of 9 years or more. For leased land, building and long-term leases may have a term of as long as 70 years. For leased buildings, the leases are commercial or civil.

### The land portfolio dedicated to real estate activity

Aéroports de Paris owns its entire land portfolio, which extends over 6,686 hectares, of which 4,618 hectares are reserved for aviation, 820 hectares are areas that cannot be exploited, and 1,248 hectares are dedicated to real estate activities.

The surface areas available for real estate break down as follows:

<i>(in hectares)</i>	Aeronautical	Diversification	Total
<b>Areas dedicated to real estate</b>	<b>434</b>	<b>814</b>	<b>1,248</b>
Land reserves	49	308	357
Land used for ADP buildings	208	263	471
Land leased to third parties	177	243	420

Planned development projects are used for projects compatible with the urban planning rules in effect in the municipalities in question (SDRIF, CDT, SCOT, PLU, etc.) and must be included in the airport ground plan. Constructible land reserves make up 357 hectares and are directly available (72%) or consist of land subject to a number of constraints that limit their immediate use. These reserves are made up of land that is home to end-of-life activities and for which the land use may change in the short term (5%), land which has become expensive to development due to technical

constraints or which is currently unattractive from the commercial point of view and land under constraint of aerial or radioelectric easements that limit its use (18%). The balance, *i.e.* 5%, corresponds to lots on which projects are currently being built.

Other constraints may encumber the use of this available land immediately or in the future: application of the biodiversity law, modification of aviation easements, changes in the Group's master plan, etc.

Land reserves available for building increased by two hectares at the end of 2019 and totalled 357 hectares, compared to 355 hectares in 2018, due primarily to exchanges of lots with the aviation activities. Land leased to third parties was located at Paris-Charles de Gaulle, Paris- Orly and Paris-Le Bourget airports as well as at civil airfields. More than 50% of the land leased to third parties is linked to airport activities at Paris-Charles de Gaulle airport, 10% at Paris-Orly airport, and 56% at Paris-Le Bourget and general aviation airfields.

At 31 December 2019, the assets dedicated to real estate activities were valued at €3,320 million, of which €2,885 million in investment buildings as detailed in Note 6.3.2 of the Group's consolidated accounts<sup>1</sup>. The assets include nearly €435 million in buildings occupied by Groupe ADP for its own use, the assets held by its equity-consolidated subsidiaries and assets restated according to IFRS standards under lease-financing contracts.

The value of land reserves available for building (357 hectares) was €409 million at 31 December 2019.

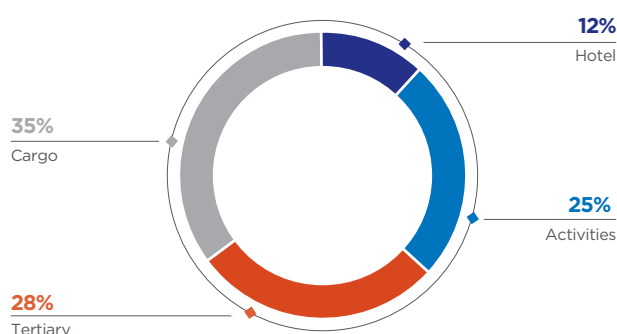
The value of land reserves available for building (357 hectares) was €409 million at 31 December 2019.

The land reserves are covered by master development plans by neighbourhood which confirm the potential for development based on realistic development directions which reflect the group's knowledge of the market, urban planning regulations, a realistic assessment of the build potential by airport and type of activity and an understanding of development costs, thereby ensuring the financial viability of the projects.

Therefore, based on the group's estimates, together, the land reserves totalled buildable potential of approximately 1,631 million m<sup>2</sup> at the end of 2019:

- ◇ by 2025, development projects could concern around 420,000 m<sup>2</sup> of surface areas available for building;
- ◇ approximately 74% of the construction potential at end-2019 will still be available by 2025.

These estimates for real estate developments by 2025 do not in any way constitute targets. They are insights into the Group's medium-term vision, which supplement the targets of the Connect 2020 plan, which remain unchanged.



The likely destinations of the projects by 2025 are as follows:

	Orly	CDG	LBG & AAG	Total	%
Land reserves reminder (ha)	151	162	44	357	
Building potential ('000 m <sup>2</sup> ) <sup>1</sup>	806	601	223	1,631	100%
Projects signed/under construction at the end of 2019 (built-up area) <sup>1</sup>	54	142	25	221	14%
Projects identified up to the end of 2025 ('000 m <sup>2</sup> ) <sup>1</sup>	135	68	-	203	12%
Building potential remaining ('000 m <sup>2</sup> ) <sup>1</sup>	617	391	198	1,206	74%

<sup>1</sup> Built area.

## Leased buildings

Usable commercial space at the end of 2019 was 977,200 m<sup>2</sup>. The average occupancy rate was nearly 90% and the rate of financial vacancy was 94%. Leased surfaces break down as follows:

(in thousands of m <sup>2</sup> )	Aeronautical	Diversification	Total
<b>Rented places</b>	<b>488</b>	<b>489</b>	<b>977</b>
Cargo buildings	198	6	205
Maintenance hangars	232	0	232
Business and logistics premises	17	93	110
Offices	24	156	180
Internal rentals	7	155	162
Other buildings	10	79	89

<sup>1</sup> Built area.

## Real estate activity positioning

Groupe ADP has a leading position on the Île-de-France region's real estate market thanks to the following assets:

- ◆ significant land reserves: the ability to provide large, single-use areas of land within districts that are already largely connected to the airport provides an opportunity for companies seeking to group together large office spaces, warehouses and courier services close to Paris;
- ◆ quality assets: spread out over three complementary platforms within airport cities, Groupe ADP's assets are developed with a view to sustainability criteria (eco-design, eco-construction) and with very demanding certification targets (HQE "Excellent", BREEAM "Very Good");
- ◆ a privileged geographic location because of the proximity to Paris and the location of the assets and land at the heart of two of the three largest economic hubs in the Paris region, which are an essential driver of the national and regional economy;
- ◆ improved access by public transport over time: thanks to the completion of CDG Express and Grand Paris Express, line 17 to Paris-Le Bourget in 2024 and Paris-CDG in 2030, line 14 to Paris-Orly in 2024 (connected to line 15 a few stations away from Orly) and line 18 in 2027.

In addition, Groupe ADP has significant real estate development opportunities:

- ◆ some neighbourhoods have a high densification potential, in particular urban areas like the north of Orly airport, Roissy-pôle and the cargo zone at Paris-Charles de Gaulle;
- ◆ a strategy to win market share has been rolled out, notably for offices, hotels, shops, logistics premises and cargo courier services;
- ◆ the asset management policy adopted enhances the value of the existing land and real estate assets (remodelling, renovation or demolition, etc.).

## Real estate activity strategy

In terms of its real estate business, Aéroports de Paris hopes to perform at the same level as a first-class integrated property operator, making use of the development potential provided by the airport and its proximity to Paris and benefiting from long-term leases, leading to secure revenues over the long term. This ambition rests on a strategy of developing Airport Cities that consists of creating districts offering companies and their employees a good quality of life (ease of access, sustainable planning, high quality landscaped areas and a diverse range of shops and services, etc.).

The economic model for the real estate business is based on two markets (airport real estate and real estate diversification, offering prospects for value creation over the medium-term) and in two business lines (manager and developer).

The manager business line is founded on a solid model with diversified asset classes (hotels, offices, shops, business and logistics) and lease maturities offering long-term revenue visibility. Groupe ADP intends to continue strengthening service quality to customers, with a sustainable development policy (certified environmentally-friendly buildings, sustainable area planning, etc.), upgrading holdings and securing sites.

Groupe ADP continues to pursue its strategy as an investor in the most profitable asset classes, particularly in the services (offices, hotels, shops), business and logistics sectors, while pursuing an active policy

to modernise existing assets, regenerate properties by demolishing obsolete buildings and acquire land adjacent to the airports to prepare for the future. After analysis of the projects, the choice of acting simply as developer remains possible if the investment operation proves to be insufficiently profitable or if a marked risk of obsolescence is identified or if the asset envisaged is too specific.

Real estate development will benefit from a favourable environment over the coming years related to the arrival of new public transport which will contribute to supporting property and real estate values at Orly and CDG, the fact that there is little property available around the airports in the Paris Region and to the dynamic traffic and airport development (terminal 4) which will create a need for new hotels, cargo and business and support areas (catering, maintenance, etc.).

2019 saw the delivery or ongoing construction of seven investment projects. These are:

- ◆ at Paris-Charles de Gaulle airport: the delivery of a four-star hotel under the Inside by Melia brand with 267 rooms and the launch of a Courtyard/Residence Inn by Marriott complex with 335 rooms (2022) in Roissy-pôle Ouest, of the Easyhotel with 209 rooms (2021) near the Aéroville shopping centre and the launch of the 23,000 m<sup>2</sup> SC4 Cargo Station (2020) in the Cargo City;
- ◆ at the Paris-Orly airport: the Belaïa office building of 23,500 m<sup>2</sup> (2020), a joint investment with Covivio (formerly Foncière des Régions);
- ◆ at Paris-Le Bourget airport: the joint construction project with André Chenue SA (Horus Finance group) of an art conservation centre of 24,800 m<sup>2</sup> (2020) located in the eastern section of the airport.

These projects illustrate the strengthening of Groupe ADP's position as investor in a context of land shortage, traffic growth, and with the arrival of the Grand Paris Express in the medium-term, which should improve the attractiveness of the area and land valuations.

Groupe ADP has set a target of 10-15% growth in external rent for the 2014-2020 period, made possible by new development, notably as an investor, the takeover of ownership of assets as leases expire and the renegotiation of existing contracts. In addition, the amounts recognised as external rental income (excluding re-billed charges) amounted to nearly €201 million in 2019 (€191 million in 2018).

In parallel, refurbishing existing holdings will cost €160 million for the renovation of assets and 100,000 m<sup>2</sup> of obsolete buildings will be demolished for the construction of new projects. The planned investments will be to the tune of a total of €600 million, of which €300 million (including subsidiaries and debts) as investor, €185 million for maintenance, servicing of assets and asset management policy, and €100 million as developer.

## Perspectives

Groupe ADP will confirm its position as an investor via the construction of new buildings or the acquisition of existing buildings, which may or may not be linked to the airports, in order to expand its customer offering. Thus, Groupe ADP aims to contribute to the creation or densification of its Airport Cities by increasing the value of its land through the conversion of certain industrial areas, obsolete industrial sections of old airport areas and by the rental optimisation of other zones. The development of services offerings will meet the expectations of current and future customers; Giving preference to densification will be a constant in all of the projects considered.

Furthermore, Groupe ADP has high-rental upside lease potential until 2045 as legacy land leases expire. When the contracts expire, the group will be in a position to opt either to have the buildings demolished by the contract beneficiary to regenerate the land for new development or to keep the buildings and become the owner and, therefore the new lessor. Assuming that the buildings are kept, the rent upside by 2045 is estimated at approximately €54 million a year compared to an investment amount of about €192 million. Lastly, Groupe ADP will look to invest in new land reserves, preferably not yet built up in the periphery of the current airports in order to maintain long-term growth prospects.

On 4 April 2019, for an Investors' Day, Groupe ADP published insights into its real estate plans for 2025 and beyond.

For this horizon, the group estimates that it may invest around €735 million for the creation or recovery of assets that could generate around €74 million/year in additional rent according to the group's estimates:

◆ **Cargo: €185 million in CAPEX and €24 million in additional annual rent**

Between 2018 and 2025, the group expects to increase the surface areas dedicated to the Cargo activity by 100,000 m<sup>2</sup> (+15% of the total) systematically in "ADP investor" mode, with the exception of the extension to the FedEx hub.

In addition, over the 2010-2025 period, a +51% increase in rent is expected, significantly higher than the surface areas created (+28%), notably thanks to this new "ADP Investor" positioning.

◆ **Hotels: €184 million in CAPEX and €16 million in additional annual rent**

From now until 2025, the group wants to maintain consistent positioning as an investor for hotel projects. By 2025, ADP's goal is to be the owner of more than 1,580 rooms, or 24% of the hotel offering serving its Parisian airports.

◆ **Business parks: €64 million in investments and €15 million in additional annual rent**

By 2025, the group should be faced with a structural need for business surface areas directly related to the development of the support functions due to the increase in air traffic. Thus, between 2019 and 2025, the expected increase amounts to 60,000 m<sup>2</sup>, consistently in "ADP Investor" mode.

◆ **Offices: €292 million in CAPEX and €18 million in additional annual rent**

The group's tertiary offering should mainly develop at Orly by 2025, notably thanks to the certain arrival of line 14. Other projects are also expected, such as the programming of a 70,000 m<sup>2</sup> tertiary campus to the North of Orly by 2024, adjacent to a Grand Paris Express station.

◆ **Industrial aeronautical offering: €11 million in CAPEX and €2 million in additional annual rent**

By 2025, the group should be faced with stagnating demand for hangars, offset nevertheless by the momentum in engine and equipment maintenance.

These outlooks by 2025 do not constitute new forecasts and targets. They are the group's preliminary medium-term vision in terms of real estate, which supplements the unchanged targets of the Connect 2020 plan.



## Breakdown of real estate projects as at 31 December 2019

Airport	Segment	ADP Role	Operator	Project	Opening	Surface area (in m <sup>2</sup> )
CDG	Diversification	Investor	Innside	Hotels	2019	11,400
CDG	Aeronautical	Developer	FEDEX	Extension	2019	48,400
CDG	Aeronautical	Investor	FEDEX	GSE areas	2019	43,407
ORY	Diversification	Developer	Grand frais	Warehouse	2019	2,000
ORY	Diversification	Developer	Bio C bon	Warehouse	2019	12,500
CDG	Diversification	Developer	Moxxy	Hotels	2019	7,900
ORY	Diversification	Developer	Ibis styles	Hotels	2019	5,836
ORY	Diversification	Developer	Loxam	Divers	2019	500
<b>TOTAL PROJECTS COMMISSIONED AT THE END OF THE FOURTH QUARTER OF 2019</b>						<b>131,943</b>
LBG	Diversification	Investor	HEKA Chenue	Art facility	2020	24,800
ORY	Diversification	Investor	B2 Belaïa	Offices	2020	23,500
CDG	Aeronautical	Investor	SC4	Offices and warehouses	2020	22,900
<b>Offices</b>						<b>71,200</b>
<b>Ongoing projects Total ongoing projects - building permit obtained or under instruction (delivery by 2020)</b>						<b>0</b>

## Real estate activity at the Paris-Charles de Gaulle airport

The Paris-Charles de Gaulle airport's real estate consists mainly of buildings allocated to cargo or maintenance and service and hotel activities connected with the development of the Airport City (Roissy-pôle). Real estate development is primarily driven by the endogenous growth of air traffic.

### Cargo

The Cargo City of Paris-Charles de Gaulle, the largest in Europe with 300 hectares dedicated to cargo, hosts 12 of the sector's 14 leading operators in the world, and had a record occupancy rate of 94% of the cargo operating area at 31 December 2019.

The cargo real estate strategy for Paris-Charles de Gaulle airport is focused on two areas:

- ◆ supporting the growth of express cargo traffic, particularly through the continued expansion of the FedEx hub. In 2018, the Cargo business of the Paris-Charles de Gaulle Airport was marked by the signature of an amendment for the construction of materials storage areas phase 1 for 42,600 m<sup>2</sup>, for delivery during 2019, and the delivery of the "extension 2" project of 48,400 m<sup>2</sup>;
- ◆ the strengthening of the airport's positioning as a European leader in cargo, in terms of tonnes processed, with the aim of doubling tonnage over the long-term thanks to:
  - ◆ the return to ownership of the assets located on the front line (zone comprising the warehouses closest to the aircraft, at the border between airside and landside zones) with Groupe ADP's continued development of investments in new leading assets dedicated to cargo operators, with the launch in 2018 of a new 22,900 m<sup>2</sup> SC4 cargo station connected to the runways and already marketed at 70% as of 31 December 2019; In addition, studies were launched for three cargo stations of 23,400 m<sup>2</sup> (Dahlia project), 28,000 m<sup>2</sup> (Mono project) and 12,100 m<sup>2</sup> (Midi project) and the full ownership of others at the term of the BAC (ground lease) and AOT (temporary occupancy) contracts. This is the case when there is immediate value for the tenant to have visibility on the rental commitment and plan for the long term. During 2019, a memorandum was signed with Chronopost to enable Groupe ADP to purchase warehousing premises (17,000 m<sup>2</sup>) located on the Paris-Charles de Gaulle airport following the end of the AOT in 2021,
  - ◆ renovation and increased density of Cargo City and optimisation of the operating processes, including a vast programme staggered up to 2021, to renovate the roads comprising the main access and circulation roads within Cargo City and improving lighting by replacing lights by new LED lighting.

## Tertiaire

The strategy for developing real estate for the service sector is based around these key projects:

◆ the development of the Airport City in the Roissy-pôle business district, the first in the world (403,000 m<sup>2</sup> of offices, hotels, stores and services) which now consists of 260,000 m<sup>2</sup> of offices and 3,740 hotel rooms. This district, which is connected to the various Paris-Charles de Gaulle terminals, notably consists of offices: the Continental Square complex with a surface area of 50,000 m<sup>2</sup>, the Altaï building measuring 13,250 m<sup>2</sup>, the entire property complex of the Dôme for 39,000 m<sup>2</sup>, the complex comprising the registered office of Groupe ADP and the "maison de l'environnement" totalling 17,100 m<sup>2</sup> and the Baïkal building with 12,900 m<sup>2</sup>. With the launch of the future terminal 4 to the north of Roissy-pôle, new property prospects will open up;

◆ the opening in 2019 of an Inside by Melia hotel with 267 rooms and a three-star Moxy hotel with 292 rooms in the Roissy-pôle Ouest area will diversify and improve the quality of the hotel offering at the airport by enhancing the range through the establishment of hotel brands with innovative concepts.

In addition to its role as a developer and in accordance with its new real estate goals, Groupe ADP, the designer of "Airport Cities", is an investor in a landside hotel project with the construction of a Courtyard Residence Inn by Marriott with 335 rooms (delivery 2022) in the Roissy-pôle Ouest district at the heart of the Paris-Charles de Gaulle airport and in the immediate vicinity of its terminals and of an Easyhotel with 209 rooms (delivery 2021) near the Aéroville shopping centre. As a result, the airport had lodging capacity of more than 3,700 rooms at the end of 2019;

◆ the launch of the "Play Your Airport" global challenge in 2018 strengthened the appeal of Roissy-pôle. For students, companies, travellers, Group employees and other employees of Paris-Charles de Gaulle airport, this innovation competition will revolutionise the experience of thousands of employees and travellers from all over the world, by transforming Roissy-pôle into a more pleasant and more dynamic living place, with new service areas, in line with Groupe ADP's strategy to improve the user experience;

◆ Aéroville, developed by Unibail-Rodamco-Westfield, is a regional shopping centre covering 110,000 m<sup>2</sup> on 12 hectares delivered in 2013. Aimed primarily at airport employees and local residents, this shopping centre offers an Auchan supermarket with a Drive, a 12-screen multiplex cinema, 28 restaurants, 200 shops and 4,000 parking spaces;

◆ Groupe ADP is continuing the development of a premium branded automotive village with the installation in 2018 of Audi/Audi Sport (4,600 m<sup>2</sup>) and Volkswagen/Volkswagen Light Commercial Vehicles (2,150 m<sup>2</sup>) car dealerships, next to the Aéroville shopping centre. These high-quality facilities prove the Group's capacity to attract new players to Paris-Charles de Gaulle airport and confirm the diversification of the service offer made to airport passengers and employees, the development of which should extend over the next few years to continue to increase the appeal of Paris-Charles de Gaulle airport.

## Real estate activity at the Paris-Orly airport

The objective of the Paris-Orly airport is to become an important business centre, at the heart of the leading economic area of the south Paris region, building on a development strategy for the Airport City and its connection with the existing and planned urban environment.

The Paris-Orly airport is also developing a full range of diversified assets on all its land reserves for service activities and for logistics and courier businesses, with excellent road access and proximity to the agri-food cluster at the Rungis national wholesale food market.

The Paris-Orly platform is served by public transport (Orlyval-RER B, RER C and the T7 tramway), which will be supplemented by two new Grand Paris Express lines (lines 14 and 18) by 2024 and 2027. The project to extend the T7 tramway line to Juvisy is currently being studied. As part of the South interconnection project for high speed lines, a TGV station could also be created in the longer term.

The airport also has abundant free land, inherited from the history of the airport and land to be recovered at the rate of the industrial reconversion of the former airport areas within the airport or on its fringes.

A precursor to the airport city, the first to move in will be a hotel centre of 35,000 m<sup>2</sup>, which was completed in 2016-2017, developed by AccorHotels including a Novotel, an Ibis Budget and an extension to the existing Ibis (410 additional rooms in all). The completion of the refurbishment of the Mercure Hotel and the building of a new Ibis Styles in the Orlytech district (200 rooms) delivered in 2019, met the need for hotel development around the Paris-Orly airport. In addition, in 2019, Groupe ADP as investor signed a letter of intent with a developer for a new hotel complex consisting of a Sheraton hotel (about 200 rooms) and a Moxy hotel (about 470 rooms), two brands which belong to the Marriot International Group, on the A4 lot in Cœur d'Orly, at the foot of the gateway.

Groupe ADP is also a 50% co-investor in the Cœur d'Orly office and retail project, alongside the Covivio (formerly Foncière des Régions). Designed by architect Jean-Michel Wilmotte, the first office building, Askia (19,500 m<sup>2</sup>), was delivered in 2015. It meets the NF-Bâtiments tertiaires HQE "Excellent" and BREEAM "Very Good" energy efficiency standards. It is connected to the existing geothermal network used by the airport. Following the commercialisation of Askia, a second office building was launched in Cœur d'Orly, the Belaïa (23,500 m<sup>2</sup>) with an estimated delivery in 2020. The Cœur d'Orly gateway, commissioned in 2017, links the South terminal of the Paris-Orly airport to the Cœur d'Orly business district. It also links with the future airport station, which should accommodate the Grand Paris subway. In addition, to the north of Cœur d'Orly, after the deconstruction of hangar HN6 finished in 2019, next to the "Pont de Rungis" station on the Grand Paris Express (2024), 6.5 hectares were freed up, enabling Groupe ADP to envisage, after studies, a tertiary campus of around 70,000 m<sup>2</sup>.

To support traffic growth at Paris-Orly airport, a substantial development strategy involving the diversification of hotel capacity across the airport area will almost double the current hotel offering at Paris-Orly by 2025 with a total of nearly 1,900 rooms. Local shops may also be opened in proximity to the platforms.

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The delivery of the Roméo programme in 2018, fully invested by Groupe ADP, located at the heart of Paris-Orly airport in the cargo area provides 22,000 m<sup>2</sup>, including 17,500 m<sup>2</sup> of warehouses and stores and 4,500 m<sup>2</sup> of office space, as well as 224 parking spaces, and strengthens the offering of business premises. The cargo area is divided into nine modules and will have a direct connection to the airside areas via a corridor which remains to be built. A cross-dock with lorry docks on the landside and direct street-level access will provide access to the airside area. The park was 89% leased at the end of 2019.

In the Tivano park in the southeast corner of the Paris-Orly airport, the commissioning of a cold-chain logistics building (10,800 m<sup>2</sup>) for the Auchan group in 2017 and the opening of an industrial and storage building (12,500 m<sup>2</sup>) for BioC'Bon (commissioned in 2019) confirmed the strong demand from the agri-food sector. These projects will be complemented by the availability of the land currently earmarked for new business parks and retail activities for the general public. Retail space for the "Grand Frais" brand (2,000 m<sup>2</sup>) also opened in the Tivano park, bringing an additional service to local residents living near the airport in the d'Athis-Mons municipality.

In addition to the development operations, a major operation to redesign the Orlytech office park was launched in 2013. This project consists of remodelling 19 buildings with a total surface area of 28,600 m<sup>2</sup> built in the 1990s to the best market standards. At end 2019, six buildings had been completely renovated. This project is accompanied by the qualitative redesign of the buildings' surroundings (repair of public roads and street lighting, urban development, fencing, vehicle charging stations, etc.) and planning for the development of this services zone in the medium-term.

## Real estate business at the Paris-Le Bourget airport

Groupe ADP has significant areas available for development to the South of Paris-Le Bourget airport. In the southern sector of the airport, Groupe ADP, which owns 46 hectares of the Paris-Le Bourget exhibition park, reached an agreement in December 2016 with the International Air and Space Show, the current occupant, to extend the lease agreement of the site for a period of 30 years from 2025. This agreement was made possible

by obtaining the Olympic and Paralympic Games in 2024 and hosting the media centre at Hall 3, that will be demolished and rebuilt consequently.

A technical feasibility study for the development of the land reserve located on the northwest side of Paris-Le Bourget airport in the municipality of Bonneuil (approximately 30 hectares) was carried out in 2017 (creation of a business park). Half of it will be used for real estate diversification projects, and the other half will be dedicated to the airport's aviation business. A first tranche of development and marketing, covering a first phase of 1 to 2 ha is planned for 2020.

Groupe ADP has made an offer to the Territoire Paris Terre d'Envol for the purchase of land adjoining the airport zone which will enable strengthening of the development potential of the Paris-Le Bourget airport area for aviation activities.

Groupe ADP, as developer of the land, co-investor and co-operator, and André Chenue SA (subsidiary of the Horus Finance group), as co-investor and co-operator, signed a construction lease, a property development contract with GSE and off-plan lease commitment for setting up an art conservation centre covering a surface area of 24,800 m<sup>2</sup> located in the eastern part of the Paris-Le Bourget airport. Work began in September 2018 with delivery planned for the first quarter of 2020. As developer of the airport city, Groupe ADP thus enhances its land reserves and confirms its major involvement in the development of the Paris region airport system, creating wealth and jobs for the region.

In addition, development feasibility studies were carried out between 2015 and 2017 on the General Aviation airfields of Saint-Cyr-l'École and Lognes. These made it possible to propose a programme for these sites. A 9-hectare mixed activities/housing (300 dwellings) district is to be developed for St. Cyr. In order to accelerate project implementation, Groupe ADP sold three hectares to a housing operator in 2019 for the development of new housing. A 30 hectares business district is to be constructed in Lognes, after modification of aviation easements. For this last project, a partnership agreement was signed with local authorities and partners. A first development phase, consisting of a park for small-scale businesses on three hectares immediately available was the subject of discussions between operators in 2019, and should come to fruition in 2020, with ADP positioning itself as an investor (floor space: 12,000 m<sup>2</sup>).

## International and airport development

The "International and airport developments" segment consists of the businesses within Aéroports de Paris' subsidiaries and holdings that operate airport management and engineering activities. Created in 2012

and renamed in 2014, this segment includes ADP International (formerly Aéroports de Paris Management), ADP Ingénierie, and the holdings in Schiphol Group and TAV Airports.

(in million of euros)	2019 <sup>1,2</sup>	2018 <sup>1,2</sup>	2019/2018 <sup>1,2</sup>
<b>Revenue</b>	<b>1,081</b>	<b>941</b>	<b>+14.9%</b>
ADP International	264	188	+40.3%
of which AIG	250	175	+43.2%
of which ADP Ingénierie	57	58	-1.2%
TAV AIRPORTS	746	695	+7.5%
Société de Distribution Aéroportuaire Croatia	13	-	N/A
<b>EBITDA</b>	<b>326</b>	<b>304</b>	<b>+7.1%</b>
Share of profit or loss in associates and joint ventures	48	76	-34.8%
<b>Operating income from ordinary activities</b>	<b>164</b>	<b>223</b>	<b>-26.5%</b>

<sup>1</sup> These data take into account the full consolidation of AIG's results, since April 2018, of Merchant Aviation since August 2018 and of MZLZ-TRGOVINA D.o.o (Société de Distribution Aéroportuaire Croatia) since April 2019.

<sup>2</sup> The revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line in the income statement as "net income from discontinued activities", in accordance with the IFRS 5. Revenue, EBITDA and consolidated Group operating income thus no longer include activity from Istanbul Ataturk airport in 2018 and 2019. Moreover, the line "net income from discontinued activities" also includes the gain resulting from the Turkish authorities' notification of the compensation payable to TAV Airports for the early closure of Istanbul Ataturk airport, net of taxes, and the impact of the corresponding derecognition of corresponding assets (i.e. €31 million after elimination of non-controlling interests). (See press release of 26 December 2019).

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### An ambitious international development strategy

A strategic study finalised during 2019 reaffirmed Groupe ADP's ambition to be a world leader in airport management with 35 to 40 airports managed worldwide and projected traffic of 400 to 450 million passengers by then. This ambition will bring the share of the group's international activities to around 35-40% of the operating income from ordinary activities by 2025. Lastly, all the group's international airports aim to achieve an Airport Service Quality (ASQ) rating greater than or equal to 4 in 2025.

This medium-term vision on which the group communicated during an Investors' Day at the beginning of April 2019 does not constitute a target as such, but supplements the Connect 2020 plan, for which the targets are confirmed.

This ambition is based on the following five strategic focuses:

- ◆ offer a unique value proposal based on synergies with the group in terms of expertise and innovation;
- ◆ capitalise on ADP Ingénierie and the service companies to reinforce value creation;
- ◆ focus on the identified geographical zones to accelerate the group's international expansion;
- ◆ acquire airport groups to accelerate growth;
- ◆ manage the asset portfolio in terms of risk/returns.

### New management of international activities: the One Group project

The One Group project consists in the restructuring, effective on 1 January 2020, of Groupe ADP aimed at promoting the company's internationalisation, in order to enhance its industrial and financial performance, and offer its employees significant prospects for career development.

The goal for Groupe ADP is to accelerate its development while ensuring its financial robustness. This strategy is based on an industrial logic and implies better integration of the activities of TAV Airports and Airport International Group within the group to promote operational synergies, optimise resources and generate margins for manoeuvre to continue the development of the company overall.

To that end, Groupe ADP has changed its structure to include four components:

- ◆ the creation of a new Development Department, which will bring together all of the Group's development teams. This Department will be responsible for all development projects, including non-airport development projects and those of service subsidiaries (Hub One, a digital technology operator for companies, BTA, specialising in food, ATU, specialising in duty-free shops, etc.);
- ◆ the creation of one General Operations Department, extended to include international. In particular, it will be tasked with the coordination of airport managers in France and internationally;
- ◆ the creation of 10 "group" branches each organised around a family of business activities, systematically taking into account expertise relating to innovation and sustainable development. The branches will be based on a matrix mode of operation with hierarchical as well as functional reporting lines. They will thus contribute to the Group's development; lastly
- ◆ the creation of a new coordination body geared to development and performance. The Executive Committees of Groupe ADP and TAV Airports remain unchanged and a new "Development and Performance Committee" has been created with eight members from the two companies.

In this context, ADP International continues to exist as a holding company which has equity securities and owns service contracts but is no longer the employer of the development staff or of the management of foreign assets, with the exception of the currently expatriated employees who will continue to be ADP employee until their expatriate contract ends. The employees of ADP International are integrated in ADP SA and strengthen new (such as the Development Department) and existing departments.

The group continues to benefit from the support of a strong local network, thanks to three regional offices: in Istanbul for the Africa and Middle East Region, in New York for the Americas Region and in Hong Kong for the Asia Region.

## ADP International

ADP International is 100% owned by Aéroports de Paris and is now simply a holding with the following interests:

- ◇ Belgium: a 25.6% stake in the Belgian company Liege Airport since 1999. This company manages the Liège-Bierset airport, which is the 7<sup>th</sup> European airport for cargo traffic. ADP International has specific rights via partnership agreements. ADP International renewed these agreements for a 15 years term in 2015; Cargo traffic continued to grow in 2019 with a 3% increase compared to 2018;
- ◇ Guinea: a 29% stake in the Guinean company Société Guinéenne de Gestion et d'Exploitation de l'Aéroport de Conakry (SOGEAC) and a technical support contract for the management of the airport. ADP International is assisting SOGEAC with work to upgrade its facilities. The airport welcomed nearly 0.6 million passengers in 2019, a 12% increase compared to 2018. In 2019, Groupe ADP obtained a temporary extension to the concession contract entrusted to SOGEAC. In February 2020, the Republic of Guinea, Africa50 and Groupe ADP signed a 25-year concession agreement for the development and financing of the modernising and expansion of the Gbessia International Airport during a presentation ceremony for the project in Conakry.
- ◇ Under the terms of the shareholders' agreement signed in February 2020, the Republic of Guinea, Africa50 and Groupe ADP have, respectively, a 34% and 33% interest in the new Société de Gestion de l'Aéroport de Gbessia (SOGEAG), which will lead the project to modernise and extend the Gbessia International Airport. During a presentation ceremony of the project in Conakry on 17 February 2020, the 25-year concession agreement for the development and financing of the project was signed in the presence of the three partners. The project includes the construction and operation of a new terminal for domestic and international passengers and the related infrastructure: a new terminal for freight, a parking area, the renovation and extension of the runway and of the main taxiways. The new terminal will have a capacity of one million passengers, in order to meet traffic forecasts up to 2031.
- ◇ Saudi Arabia: a 5% stake in the Saudi company Matar since 2007, whose corporate purpose is to carry out the operation and maintenance of the Hajj terminal at Jeddah airport, which receives religious traffic. At the same time, ADP International signed a technical support contract with the Hajj terminal operator in 2007. The contract was renewed for a period of one year through 31 December 2020. The Hajj terminal welcomed 6.7 million passengers in 2019, a slight increase of 7.6% compared with 2018;
- ◇ Jordan: a 51% majority stake in the Jordanian company AIG, which holds the concession for Queen Alia International Airport in Amman, since April 2018. Before this date, ADP International had held a 9.5% stake in AIG since 2007. With a 25 years term, the concession contract provides for the redevelopment of the existing terminal and the construction of an additional terminal with a capacity of 12 million passengers. The first phase of construction (7 million passengers) was completed in February 2013. The 2<sup>nd</sup> phase bringing the capacity to 12 million passengers began in December 2013 and was delivered in July 2016. ADP International also owns 100% of the Jordanian company, Jordan Airport Management (JAM), which is responsible for operating the terminal for the period of the concession. The airport welcomed 8.9 million passengers in 2019, an increase of 6% compared with 2018;
- ◇ Republic of Mauritius: a 10% stake in ATOL (Airport Terminal Operations Limited), the company holding the concession for the new terminal at the Republic of Mauritius International airport, since 2008. With a 15 years duration, the concession contract provides for the construction and management of a new 4.5 million passenger capacity terminal which was commissioned in September 2013. ADP International also signed a technical support contract with ATOL in August 2008 for project follow-up and the commissioning and management of the new terminal. The contract was renewed in August 2016 for a period of three years. The airport welcomed 3.9 million passengers in 2019, an increase of 1% compared with 2018;
- ◇ Croatia: the consortium ZAIC-A Ltd, the sole shareholder of the company holding the concession, MZLZ (Medunarodna Zračna Luka Zagreb d.d.), bringing together ADP International (20.8% of the share capital), TAV Airports (15.0%), Bouygues Bâtiments International, the Croatian company Viadukt, Fonds Marguerite and IFC (a member of the World Bank Group), was appointed in April 2012 by the Croatian government as the successful bidder of the concession contract for Zagreb airport. The financing agreements were signed on 4 December 2013. The project is for a new 65,000 m<sup>2</sup> terminal designed to accommodate five million passengers and replace the current terminal. The new terminal was delivered in December 2016 and its opening took place in March 2017. ADP International, in partnership with TAV Airports, provides technical assistance for the entire airport for 30 years. The airport welcomed 3.4 million passengers in 2019, an increase of 3% compared with 2018;
- ◇ Chile: Sociedad Concesionaria Nuevo Pudahuel, a company under Chilean law in which ADP International, VINCI Airports and Astaldi hold respective stakes of 45%, 40% and 15%; the concession for Santiago International airport was assigned for a 20 years term on 5 May 2015. It is the historic basis for the company LAN Chile. Nuevo Pudahuel took over management of the airport on 1 October 2015 at the end of the previous concession and will provide the funding, design and construction of a new 175,000 m<sup>2</sup>, terminal which will increase the airport's capacity to 30 million passengers, with potential for expansion beyond 45 million. ADP International provides technical support to the company holding the concession via a technical support contract valid until 2035. The airport welcomed 24.6 million passengers in 2019, an increase of 5.7% compared with 2018, almost half of which were international passengers;
- ◇ Madagascar: since November 2016, ADP International has had a 35% stake in the Madagascar-registered company Ravinala Airports which has the concession to operate the Antananarivo and Nosy Be airports. These airports welcomed 1.3 million passengers in 2019, an increase of 8.4% compared to 2018.

## Recent developments

### Operations and maintenance contract for the Stewart Airport – New York

In December 2019, Future Stewart Partners, a joint venture held by Groupe ADP and AvPORTS, finalised an agreement with the Port Authority of New York and New Jersey to provide operations and maintenance services for the New York Stewart International Airport and the management of its retail concessions.

### Exclusive discussions with the Bolivian authorities to develop the Santa Cruz International Airport.

In October 2019, Groupe ADP and the Plurinational State of Bolivia signed a memorandum of understanding to enter into exclusive negotiations for a strategic alliance contract for the development and operation, over a period of 30 years of the Viru Viru International Airport of Santa Cruz de la Sierra, the country's leading airport with 2.9 million passengers in 2018.



## Acquisition of 49% of the Indian group GMR Airports

On 20 February 2020, Groupe ADP signed an agreement relating to the acquisition, under certain conditions, of a 49% stake in GMR Airports. The acquisition price for the 49% share was settled at approximately 107.8 billion INR<sup>1</sup> of which 52.48 billion INR<sup>2</sup> paid for the purchase of the 24.99% interest on 26 February.

The operation will take place in two stages: a first stage carried out at the end of February 2020 for a holding of 24.99%. The second stage, for 24.01%, is subject to certain regulatory conditions, including obtaining the usual administrative authorisations for this type of project (see Chapter 10.1 "Recent events" of this Universal Registration Document).

## ADP Ingénierie

### Presentation

ADP Ingénierie, a wholly owned subsidiary of ADP International, is a global leader in airport design and consulting. Its core activity is advising and supporting airport players throughout the airport's life cycle, and designing and undertaking international development or infrastructure transformation projects internationally. Its teams of experts can support a project from the initial design to the operational phases, bringing together multiple skills, from engineering to architecture, studies and works supervision, with a 360° approach to the airport's life cycle during the following phases:

- ◆ in the upstream planning and programme phase, by conducting several types of technical and economic studies (feasibility studies, traffic forecasts, dimensioning of facilities, site plans) for private and public investors;
- ◆ in the initial design phase, by performing preliminary design work (which covers the initial definition of technical elements, the assessment of project costs, the determination of the architectural style of the building and its geometric characteristics);
- ◆ in the detailed design and preparation of contractors' tender documents phase (which includes the precise definition of the technical features of the facilities, of equipment performance, of the projected cost of the works and the estimated time-frame for the completion of work);
- ◆ during the construction phase, through assistance assignments and/or the supervision of works and the preparation and commissioning of the facilities for the purpose of securing the project realisation conditions;
- ◆ during the airport operations phases via consulting and studies for the transformation or optimisation or upgrading to standards of existing infrastructure.

ADP Ingénierie has expertise in all of the main airport disciplines and seeks to be a long-term partner for its clients by anticipating their needs. The company has over 800 references in over 150 countries and more than 20 years' experience and it currently manages over 140 projects outside of France.

The company primarily works with international customers: over 60% of 2019 order taking was from outside France. It has branches in the Middle East, Africa, Latin America China and Asia. The restructuring of the company carried out in 2017 has strengthened the presence in Asia with the creation of an Asia-Oceania business unit based in the Hong Kong office. In 2019, in order to implement its contracts with new customers, ADP Ingénierie created five new establishments, bringing the total to 26 around the world. In France, activity is primarily focused on advanced airport expertise in systems, planning and the management of complex flows.

At the end of 2019, over 400 employees of 47 different nationalities were employed by ADP Ingénierie.

At the end of 2019, ADP Ingénierie orders totalled €62 million. The orders are now fairly equally spread out around the world.

ADP Ingénierie also ensures the coordination of the business generated by Merchant Aviation, an airport consulting firm based in the USA, whose acquisition was led by ADP International. Several ADP Ingénierie employees boost the American team of Merchant Aviation to develop the engineering and consulting business in North America. Several large contracts were signed in North America in 2019 for the JFK, Denver and New Orleans airports, among others.

## Main projects underway in 2019

### ASIA-OCEANIA:

- ◆ Thailand: Suvarnabhumi International Airport in Bangkok. Design of the third runway and of the taxiways and related equipment;
- ◆ Vietnam:
  - ◆ ADP Ingénierie executed the design contract for the new Long Thanh (LTIA) International Airport in Ho Chi Minh City. This contract was won as part of an international call for tenders launched by the national Vietnamese operator ACV (Airports Corporation of Vietnam) to which ADP Ingénierie responded jointly with Vietnamese and Japanese partners, including Japan Airport Consultants, the consortium leader,
  - ◆ study of the extension of the Hanoi Noi Bai International Airport (FASEP);
- ◆ China: Daxing International Airport in Beijing, designed by ADP Ingénierie in cooperation with Zaha Hadid Architects and BIAD, the local partner, was inaugurated in September 2019;
- ◆ Taiwan: the control tower of the Tapei International Airport, designed by ADP Ingénierie, which also provided site management, was commissioned at the end of 2019;
- ◆ Hong Kong: the extension of terminal 1 of the international airport, was commissioned in the fall of 2019. ADP Ingénierie was in charge of the design of the expansion of the luggage sorting facilities.

05

### EASTERN AFRICA - MIDDLE EAST:

- ◆ Zanzibar: ADP Ingénierie signed the resumption of supervision of the works for the new passenger terminal at Abeid Amani Karume international airport with the Zanzibar airport authorities;
- ◆ Ethiopia: ADP Ingénierie continued the execution of the supervision contract for the extension works at Bole International Airport in Addis Ababa.
- ◆ Iraq: Feasibility studies and master plan for the Kerbala International Airport, including redesign of the passenger terminal building;
- ◆ Jordan: Renovation of the runway at Amman's Queen Alia Airport and BHS modernisation study;
- ◆ UAE: ADP Ingénierie carries out the design contract for the renovation and extension of the passenger terminal for Sharjah international airport (UAE);
- ◆ Oman: studies for the extension of the Sohar airport. Commissioning of the Duqm airport for which ADP Ingénierie did the design work.

<sup>1</sup> i.e. €1,360 million with a theoretical average exchange rate of EUR/INR = 79.35.

<sup>2</sup> i.e. €677.5 million with an exchange rate of EUR/INR = 77.46.

## EUROPE – MAGHREB – FRENCH-SPEAKING AFRICA – AMERICAS:

- ◆ USA: ADP Ingénierie and MAV were awarded several contracts for the New Jersey and New York State airports, as well as the Denver and New Orleans airports;
- ◆ Benin: the delegated project management operations for the new Cotonou Greenfield Airport in Glo Djigbe continued throughout the year;
- ◆ Haiti: ADP Ingénierie was entrusted with supervising the renovation work for the runway at Toussaint Louverture International Airport in Haiti, financed by the IDB. Final acceptance of the work is scheduled for the very beginning of 2020;
- ◆ Luxembourg: at the Luxembourg International Airport, ADP Ingénierie is studying the extension of the passenger terminal. The contract relates to a program mission and an APS for the extension of the terminal, the extension of the luggage sorting system and its upgrading to Standard 3.
- ◆ Panama: the supervision of work on the new terminal at Tocumen International Airport in Panama City continued throughout the year. ADP Ingénierie provided additional expertise to prepare for the commissioning of the luggage sorting system;
- ◆ Mexico: ADP Ingénierie carried out the strategic planning and design studies for the transformation of Santa Lucia Airport in Mexico City into a commercial and military airport;
- ◆ Greece: ADP Ingénierie provides technical assistance for the improvements to the baggage handling system at Athens International Airport;
- ◆ Spain: the Spanish operator AENA has entrusted ADP Ingénierie with the delegated project management of its airport modernization projects;
- ◆ ADP: various contracts relating to support for the supervision of works for the renovation of terminal 2B and the creation of the BD link, technical assistance and Building Information Modelling (BIM) services for future or existing buildings, and the design of the group's first Urban Air Mobility projects.

## Strategy

### A STRONGER GLOBAL FOOTPRINT

ADP Ingénierie is now present in 23 countries and strengthened its global footprint in 2019. In addition to returning to countries like Mexico and Saudi Arabia, ADP Ingénierie expanded its presence in Europe (in Spain and Greece).

In addition, the inauguration of infrastructure in China, Hong Kong and Taiwan increased ADP Ingénierie's reputation in Asia in general. Given this context, the media recognition of the inauguration of Daxing, notably increased ADP Ingénierie's worldwide reputation.

### THE DELAYING OF SEVERAL IMPORTANT PROJECTS UNTIL 2020 LIMITED REVENUE GROWTH IN 2019.

Order intake in 2019 was in line with the momentum of 2018. On the other hand, the postponement of certain major projects did not make it possible to achieve the expected objectives. To reduce the impact of these events, ADP Ingénierie is striving to reduce the proportion of major projects in its business by strengthening its offer and services in the field of expertise and consulting.

## THE GROWING IMPORTANCE OF CONSULTING FOR AIRPORTS THROUGHOUT THEIR EXISTENCE

Since its creation in 2000, Groupe ADP's engineering subsidiary has continuously adjusted to customer needs. As a result, it developed new service offerings in 2019 complementing the intensification of its innovation approach.

ADP Ingénierie can assist airports throughout their life cycle with assistance for the development of a strategy and needs identification through to operations support to improve operational effectiveness and including the traditional fields of design and worksite management. As a result, the company developing its ability to support the preparation of budgets and financing for airport projects. Equally, notably thanks to simulation, it is also able to analyse problems holistically and provide the right solutions. ADP Ingénierie developed the APOC (Airport Operation Centre) and enables its customers to coordinate and manage all of the systems in their airport, for example at Muscat.

ADP Ingénierie is planning the airport of the future and is fully committed to its parent company's project dedicated to VTOL (Vertical Take Off and Landing vehicles), and has designed the vertiport which will host the modes of transport of the future.

## GREATER GEOGRAPHICAL AND CULTURAL PROXIMITY TO CUSTOMERS

This dual ambition of long-term partnership and support at each stage of the airport life cycle has led to ADP Ingénierie's continued policy of geographical and cultural proximity with its current and potential customers.

In addition to the significant contribution made by Merchant Aviation in the North American market, ADP Ingénierie opened five establishments in 2019.

In order to be ever closer to its customers, ADP Ingénierie has increased its presence at global trade shows: PTE in London, ACI-APAC in Hong Kong, Dubai Airport Show, ACI-NA in Tampa Bay, ACI Airport Exchange in Abu Dhabi with stands and frequent speaking engagements, both at these events and during other more specialised or more regional shows.

## TAV AIRPORTS

On 7 July 2017, Aéroports de Paris, parent company of Groupe ADP, acquired through its subsidiary Tank ÖWA alpha GmbH, 100% of the shares held by Akfen Holding in TAV Havalimanları Holding A.Ş. ("TAV Havalimanları Holding" or "TAV Airports") equivalent to 8.12% of TAV Airports' shares for an amount of US \$160 million. Groupe ADP now owns 46.12% of TAV Airports' capital (as opposed to 38% previously), which has been consolidated in Groupe ADP's financial statements since 7 July 2017.

## Description of TAV Airports

TAV Airports is a leading airport operator in Turkey and manages 13 airports worldwide:

- ◆ Ankara Esenboga, Izmir Adnan Menderes, Antalya Gazipasa;
- ◆ Milas-Bodrum in Turkey, since 2014 for the domestic terminal and October 2015 for the international terminal;
- ◆ Antalya in Turkey, since May 2018, jointly controlled with Fraport;
- ◆ Tbilisi and Batumi in Georgia;
- ◆ Monastir and Enfidha in Tunisia;
- ◆ Skopje and Ohrid in Macedonia;
- ◆ Medina in Saudi Arabia since July 2012; and
- ◆ Zagreb airport alongside ADP International.

It should be recalled that the commercial flights of Istanbul Ataturk were transferred to the new Istanbul airport on 6 April 2019. Istanbul Ataturk welcomed 16 million passengers between 1 January and 6 April 2019.

Total TAV Airports traffic in 2019 was 105 million de passengers. Excluding Istanbul Ataturk, the rest of the TAV network welcomed 89 million passengers, growth of 1.3% compared to 2018, notably thanks to the dynamic traffic growth at the Antalya airport (+12.6%). International traffic at Turkey's airports in general (Ankara, Izmir, Bodrum, Gazipasa, Antalya) increased by 18% compared to 2018.

Through its subsidiaries, TAV Airports is also an operator in other airport service areas, like duty free, catering, ground-handling, IT, security and operating services. TAV Airports also manage the commercial areas and services at Riga international airport in Latvia. With a presence along the entire airport services value chain, the Group's integrated business model is pivotal to its performance and economic success. TAV is present at the new Istanbul (IGA) airport *via* its services companies TGS, HAVAS, ATU, and BTA.

TAV Airports includes:

- ◆ ten main subsidiaries in airport management activities: TAV Istanbul, TAV Ankara, TAV Izmir, TAV Gazipasa, TAV Bodrum and TAV

Macedonia, which are 100% owned; TAV Georgia, which is 80% owned; TAV Medinah, which is 33% owned; TAV Tunisia, which is 67% owned; and MZLZ in Croatia, in which the Group holds an indirect 15% stake;

- ◆ six main subsidiaries in the services:
  - ◆ ATU, specialising in duty free, 50% owned,
  - ◆ BTA, specialising in food service (wholly owned) offers restaurant services in 16 airports across with countries as well as maritime and urban facilities,
  - ◆ Havas, a wholly owned ground handling company,
  - ◆ TAV O&S, which manages airport lounges and VIP services at wholly-owned airports,
  - ◆ TAV Technologies, a wholly-owned company that manages airport IT systems,
  - ◆ TAV Security, which provides security services and is wholly-owned.
- ◆ TAV Airports Group's revenue, as presented in Groupe ADP financial statements, was €746 million in 2019 and it had EBITDA of €277 million.

05

## Governance

At 31 December 2019, TAV Airports' shareholder structure was as follows:

Shareholders	% of capital
Groupe Aéroports de Paris <sup>1</sup>	46.1%
Tepe Insaat Sanayi A.Ş.	5.1%
Sera Yapı Endüstrisi ve Ticaret A.Ş.	1.2%
Other floating securities	3.2%
Free float	44.5%

<sup>1</sup> Through Tank ÖWA alpha GmbH, a wholly-owned subsidiary of Aéroports de Paris.

TAV Airports' Board of Directors consists of 11 members, with 5 members to be appointed by Groupe ADP, 1 for whom Tepe can propose a candidate and 1 for whom Sera can propose a candidate and 4 independent

members to be proposed by the Nomination Committee to the General Meeting of Shareholders.

## Information about concessions

Airport	Type/ Expiry date	TAV Stake	Scope	Sales/PAX International	Sales/PAX Domestic	Volume Guarantee	Guarantee Concession/ Lease Fee
Ankara Esenboga	Build, Operate Transfer (BOT) (May 2023)	100%	Terminal	€15 €2.5 (Transfer)	€3	0.6m dom, 0.75m Int'l for 2007	
Izmir A. Menderes	Concession lease (Dec. 2032)	100%	Terminal	€15 €2.5 (Transfer)	€3	-	€29 million + VT
Gazipasa Alanya	Concession lease (Dec. 2034)	100%	Airport	€10 <sup>1</sup>	7.5 TRY <sup>2</sup>	-	\$50,000 US + VAT
Milas Bodrum <sup>4</sup>	Concession lease (Dec. 2035)	100%	Terminal	€15	€3	-	€28.7 million + VAT <sup>3</sup>
Antalya	Concession lease  (Dec. 2024)	49% <sup>4</sup>	Terminal	€15 €2.5 (Transfer)	€3		€100.5 million + VAT
Tbilisi	BOT (Feb. 2027)	80%	Airport	US\$24	US\$6	-	
Batumi	BOT (Aug. 2027)	76%	Airport	US\$12	US\$7	-	
Monastir & Enfidha	BOT + Concession (May 2047)	67%	Airport	€9	€1	-	11-26% of revenue from 2010 to 2047
Skopje & Ohrid	BOT + concession (Mar. 2030)	100%	Airport	€17.5 in Skopje €16.2 in Ohrid	-	-	4% of gross annual revenue <sup>5</sup>
Medinah	BOT + Concession (2037)	33%	Airport	87 SAR <sup>6</sup>	-	-	54.5% <sup>7</sup>
Zagreb	BOT + Concession Apr. 2042)	15%	Airport	€15 <sup>8</sup> €4  (Transfer)	€7	-	€2.0-€11.5m fixed  0.5% (2016) -61%(2042) variable

<sup>1</sup> Per passenger fees were revised as of 1 January 2015.

<sup>2</sup> TAV Gazipasa will make a fixed yearly rent payment of US\$50,000 + VAT until the end of the operating period. In addition, TAV Gazipasa will pay 65% of its net profit to DHMI at the end of each operating year as profit share.

<sup>3</sup> A lump sum amount of €143 million equivalent to 20% of the bid price for Milas Bodrum Airport was paid in August 2014.

<sup>4</sup> The 49% control of TAV airports within Antalya airport give the same governance rights as Fraport, as well as 50% of dividends.

<sup>5</sup> Concession fees will be 15% of annual gross turnover until the number of passengers using both airports reaches one million. When the number of passengers exceeds 1 million, this ratio will change between 2% -4% depending on the number of passengers.

<sup>6</sup> 87 SAR from both departing and arriving international tax. Tax charge will increase as per cumulative CPI in Saudi Arabia every 3 years.

<sup>7</sup> The concession charge will be realized as 27.3% for the first 2 years that follow the completion of the construction.

<sup>8</sup> International, domestic and transfer passenger service fee of €10.4, €4, and €4, respectively, prior to April 2014.

## 2019 developments

TAV celebrated its 20<sup>th</sup> anniversary and operated 13 airports in seven countries as at 31 December 2019. Its services companies account for 59% of its revenue and 27% of its EBITDA. TAV's global footprint now covers 100 airports in 30 countries.

2019 was an important year for the inorganic growth of services companies. TAV OS, a lounge services company purchased 70% of GIS, a Spanish company active in eight countries. TAV OS has become a truly global lounge operator with a presence in 42 airports in 21 countries, including Brazil, Switzerland, Kenya and the United States.

BTA & TAV Technologies are also companies which are competitive globally which service a very large territory extending from western Europe to the Gulf.

As part of the second pillar of TAV's growth strategy which consists in acquiring new concessions, negotiations are continuing with the owner of the Almaty International Airport in Kazakhstan regarding the potential acquisition of the asset. TAV is also closely following the tenders for the privatisation the airports of Tivat and Podgorica in Montenegro and the call for tenders for the renewal of the Antalya airport concession. TAV will continue to search its regions for new opportunities with the potential to create value for shareholders.

The number of tourists in Turkey continues to beat records. 2019 was a very good year for the portfolio's organic growth, which is the first pillar of TAV's growth. The number of tourists visiting Turkey increased strongly, particularly from Europe and Russia, rising 14% in 2019 and reaching 45 million visitors.

International passenger traffic increased by 19% in Antalya, 25% in Bodrum and 22% in Izmir. TAV had another recovery year in Tunisia with 22% growth and the traffic in North Macedonia was robust with 14% growth. However, domestic traffic in Turkey remained weak throughout 2019.

Georgian traffic was also sustained until the second half of the year. However, Georgia finished the year with a slight decline in number of passengers, due to the ban on Russian flights starting in July.

One of the most important developments in 2019 was the completion of the discussions for the restructuring of the concession conditions in Tunisia. Thanks to these agreements, TAV was able to re-establish the long-term viability of the airports thanks to significant decreases in past and future lease payments. In 2020, TAV should also be able to finalise agreements with the current group of TAV Tunisia lenders to restructure the financing conditions and shareholding structure of the company.

#### END OF THE ISTANBUL ATATÜRK CONCESSION.

A page turned for TAV on 6 April 2019, when commercial aviation ended at Istanbul Atatürk. TAV operated Istanbul Atatürk without problems until the last day. TAV met all of its commitments and handed over the airport to the DHMI. TAV transferred its ground-handling operations and part of the duty free and food services to the new airport. The impact of transferring TAV's employees was reduced to a minimum. 85% of employees were moved to the new airport or to a TAV Group company. All severance amounts were paid.

The amount of compensation due to TAV for the anticipated termination of its activities was calculated this year following a three-way assessment led by DHMI, TAV and an independent consultant. In December 2019, TAV received a formal letter from DHMI stating that the total compensation due to TAV was €389 million.

## Airport International Groupe (AIG)

In April 2018, Groupe ADP, through its wholly-owned subsidiary ADP International, finalised the transaction allowing it to hold 51% of the capital and giving it exclusive control of Airport International Group ("AIG"), concession holder for Queen Alia International Airport (QAIA) in Amman, Jordan. The new co-shareholders with which Groupe ADP invested are the infrastructures investment funds Meridiam and IDB Infrastructure Fund II. Edgo, already present, remained a co-shareholder. Since this operation, Groupe ADP, already shareholder of AIG with a 9.5%-stake since 2007, has fully consolidated the financial accounts of the concessionary firm.

With a 25-year term, the concession contract signed in 2007 provides for the operation of the existing terminals and the construction and operation of a new terminal. Since then, Groupe ADP experts have been conducting operations.

The construction of the new terminal took place in two phases. The first phase of construction enabled the creation of 103,000 m<sup>2</sup> offering capacity for seven million passengers and was commissioned in March 2013. A vast extension was added to this terminal in September 2016, bringing the airport's capacity to 12 million passengers per year.

Operator of QAIA since the beginning of the concession (25 years) in 2007, Groupe ADP has contributed to the performance and growth of the airport. Traffic has grown on average by 7.2% per year since 2007.

With the acquisition of AIG, Groupe ADP is now able to deploy its know-how, expertise and service offerings. The objectives are to strengthen

the air network from Amman, to improve the quality of service offered to passengers and the performance of aeronautical and commercial activities, and finally to ensure sustainable and socially responsible development for the remaining duration of the concession (until 2032).

Queen Alia International Airport is a benchmark airport in the Middle East and manages 98% of Jordan's traffic. It is the base and hub of Royal Jordanian Airlines and the gateway for the main touristic spots of the country, especially Petra, the Dead Sea and Wadi Rum desert.

This airport was ranked by the Airport Council International (ACI) second best airport in its category (between 5 to 15 million passengers) in the Middle East, on the basis of the survey Airport Service Quality (ASQ/ACI) 2018, the most important worldwide reference programme regarding airport passengers satisfaction. Finally, it is the first airport in the Middle East to reach the level 3+ of the ACI Carbon accreditation, that is to say, carbon neutrality.

## Partnership with Royal Schiphol Group

To anticipate future challenges in the air transport sector, Aéroports de Paris and NV Luchthaven Schiphol (Royal Schiphol Group), which is the operator for Amsterdam Schiphol airport, created a long-term industrial cooperation and cross-equity investment agreement for 8% of the share capital at end 2008, which created a leading alliance in the global airport industry. This industrial cooperation agreement between two of Europe's leading airport groups for an initial duration of 12 years represents a strategic move that is 2 generating significant mutual benefits for both companies in several core areas of business. The alliance has been named "Hublink".

In 2019, Schipol Group achieved an increase in revenue of 7%, at €1,615 million. The net income attributable to the group was €355 million, up by 27% compared with 2018.

### Strategic motivations

For aviation activities, the goal of the Hublink alliance is to:

- ◆ improve the competitiveness of the two groups through the consolidation of a dual hub which is a requirement to handle the competition from other hubs, notably in the Middle East;
- ◆ enhance the attractiveness of both groups through greater harmonisation of the layout and signalling at their terminals, and by the coordinated improvement of their passenger processes (check-in, information, and security);
- ◆ reinforce the relationship of the two groups with their largest customers, including the Air France-KLM Group;
- ◆ optimise their operational efficiency and reduce purchasing expenditure notably through volume pooling of some purchasing.

For non-aviation activities, the objective is to step up growth in retail, innovation and the digital airport thanks to the exchange of know-how (experiments, projects under way and recently completed projects to find synergies).

The two groups also intend to become front-runners in sustainable development, by combining their efforts to improve energy efficiency, developing the use of renewable energy, and reducing greenhouse gas emissions.



## Representation in the corporate bodies of the two companies

Edward Arkwright, the Chief Executive Director of Groupe ADP in charge of Development, Engineering and Transformation is one of the eight members of the Schiphol Group's Supervisory Board.

Dick Benschop and Jabine Van Der Meijs are, respectively Chief Executive Officer and Chief Financial Officer of Royal Schiphol Group, are members of the Board of Directors of Aéroports de Paris.

## Specific bodies of the alliance

The industrial cooperation agreement currently uses a simplified governance structure that is focused on efficiency: a number of priority areas of cooperation are defined annually by the ICC - Industrial Cooperation Committee, which is the monitoring body for projects carried out as part of the alliance.

## Achievements

The alliance between Aéroports de Paris and Royal Schiphol Group provides many benefits to both groups, in very diverse areas.

Their respective teams work together on a regular basis on initiatives and joint projects and to discuss operational issues. The cooperation programme, led by the PMO (Program Management Office) of each group, aims to encourage exchanges and strengthen synergies between the two groups.

For instance, the handling of flights between Paris and Amsterdam has been improved by the introduction of dedicated waiting lines at the security check, and by broadcasting information in both languages at the gate.

2019 saw the continuation of projects that were already under way:

- ◆ in the area of purchasing, shared consultations can be organised; similarly, and more generally, the coordination of purchasing strategies for both groups, linked to the operational services, with the aim of identifying new shared purchasing opportunities for the future continues and was subject to regular discussions between the teams;
- ◆ as a reminder, in the area of human resources, an employee exchange system between Groupe ADP and Schiphol was developed in 2011 to promote the sharing of specific skills and know-how in each of the two companies and strengthen cooperation between the teams. In 2019, several short missions (3-6 months) were organised in both directions (Schiphol employees at Groupe ADP and vice versa).

The initial 2008 agreement will terminate at the end of 2020. At that time it may be renewed or cancelled, in which case, a settlement mechanism for the cross-holding of 8% has been planned. The ADP and Schiphol teams have initiated work to prepare an assessment of the Hublink alliance,

from both the industrial and financial standpoint, taking into account the changes seen since 2008 in terms of the respective growth and profitability of the two groups.

The work will continue in 2020 and a recommendation will be made to the shareholders with respect to the economic and financial value of renewing the alliance and, if applicable, on what basis and for what new objectives.

Furthermore, in July 2017, Aéroports de Paris and Schiphol Group renewed a four-year cooperation agreement with Incheon International Airport Corporation, the operator of Seoul's main airport, for a second time. This partnership, which does not include the acquisition of holdings, consists essentially of the exchange of information and fosters the exchange of best practices.

## MZLZ-TRGOVINA D.o.o (Société de Distribution Aéroportuaire Croatia)

On 1 December 2014, Aéroports de Paris and Lagardère Duty Free, through their joint venture, Société de Distribution Aéroportuaire, acquired 100% of the share capital and voting rights of MZLZ - Trgovina d.o.o. (the subsidiary managing the retail spaces at Zagreb airport in Croatia).

MZLZ-TRGOVINA D.o.o's purpose is to operate shops at Zagreb airport for 15 years, and to exclusively market the main product categories listed below: alcohol, perfumes/cosmetics, tobacco and gourmet food.

The operation of the retail space takes place in two phases:

- ◆ the operation of two shops in the current terminal since 1 December 2014: a 600 m<sup>2</sup> main airside Duty Free shop and a 47 m<sup>2</sup> landside souvenir shop; then
- ◆ the operation, as of 2017, of the retail spaces in the new terminal, with a total capacity of 5 million passengers (versus 2 million passengers currently).

Since April 2017, MZLZ-TRGOVINA D.o.o operates a retail outlet in the commercial shopping area of the new terminal (walkthrough) of 619 m<sup>2</sup> dedicated to the sale of perfumes/cosmetics, alcohol, tobacco, gourmet food, and local products.

In 2018, MZLZ-TRGOVINA D.o.o opened a new sales surface area of 184 m<sup>2</sup> dedicated to fashion called "The Fashion Place" and two pop-up stores located close to the boarding halls.

Lastly, a shop & collect service has been available since September 2018 allowing customers to reserve their products online or in store and collect them when they return to Zagreb.

For Aéroports de Paris, which is also an indirect shareholder in the company which has the concession for Zagreb airport and has a technical assistance contract (in partnership with TAV Airports), this acquisition marked a major step in exporting all of the Group's know-how abroad.

## Other activities

The "other activities" segment primarily covers the activities of Hub One and the re-billing of studies done for the CDG Express project.

(in million of euros)	2019	2018	2019/2018
<b>Income</b>	<b>168</b>	<b>156</b>	<b>+7.9%</b>
Hub One	152	155	-1.9%
<b>EBITDA</b>	<b>29</b>	<b>46</b>	<b>-36.1%</b>
<b>Operating income from ordinary activities</b>	<b>13</b>	<b>34</b>	<b>-58.5%</b>

### Hub One

#### Presentation

Hub One operates digital technologies for public companies and organisations. Hub One is a leader in digital transformation in constrained environments where it relies on several areas of expertise: broadband connectivity, business line software and cybersecurity. Hub One offers the best technology with proven solutions tailored to the needs and uses of professionals.

Hub One has over 10 regional offices and 550 employees working daily with over 5,000 customers. It had revenue of over €152 million in 2019. Hub One is an ADP subsidiary.

In 2019 Hub One signed a contract in early April for the supply of Télécom Voix Data services to ADP SA. Hub One's strategic plan to generate more revenue and cost synergies between business line entities has been deployed, resulting in a recovery in EBITDA after a decline in 2018. The legal entities Hub One SA and Hub One Mobility were merged on 1 October 2019 to strengthen their integration. The development policy for the cybersecurity business has resulted in excellent growth in revenue and the joint construction with ADP SA of a SOC (Security Operation Center, a real control tower for cybersecurity events).

- ◇ regulation (EEC) No. 95/93 of 18 January 1993, as amended, setting common rules with regard to the allocation of time slots;
- ◇ directive (EC) No. 96/67 of 15 October 1996, which imposed the opening up to competition of ground-handling services;
- ◇ regulation (EC) No. 300/2008 of 11 March 2008 relating to the establishment of common rules in the field of civil aviation security, as specified in the Commission Implementing Regulation (EU) No 2015/1998 of 5 November 2015 laying down detailed measures for the implementation of the common basic standards on aviation security;
- ◇ regulation (EC) No. 1107/2006 of 5 July 2006 concerning the rights of disabled persons and those with reduced mobility when travelling by air;
- ◇ regulation (EU) No. 598/2014 of the European Parliament and of the Council of 16 April 2014 on the establishment of rules and procedures with regard to the introduction of noise related operating restrictions at Union airports within a balanced approach;
- ◇ regulation (EU) 2018/1139 of 4 July 2018, relating to common rules in the field of civil aviation and also establishing the European Aviation Safety Agency, stipulated for airports by the Commission's implementing regulation (EU) No. 139/2014 of 12 February 2014, which establishes requirements and administrative procedures applicable to airfields.

05

## Legal and regulatory environment

### Chicago Convention

Signed in 1944, the Chicago Convention created the International Civil Aviation Organisation (ICAO), which has 193 member States. It is charged with establishing "recommended standards and practices" ensuring that every flight is managed in an identical and uniform manner within all States that are party to the convention. These cover all technical and operational aspects of international aviation and deal in particular with the characteristics of airports, landing areas and any other matter relating to the safety, security, efficiency and reliability of air travel. Protection of the environment and the economic development of air transport are also among the global priorities of the organisation.

### European Community regulations

Aéroports de Paris is subject to air transport rules, in particular:

- ◇ regulation (EC) No. 1008/2008 of 24 September 2008 establishing common rules for the operation of air services within the Community, which organises the liberalisation of air transport in Europe;
- ◇ directive (EC) No. 2009/12 of 11 March 2009 on airport fees;

### National legislation

Aéroports de Paris has exclusive rights to manage, operate and develop the Paris-Charles de Gaulle, Paris-Orly, Paris-Le Bourget airports and its eleven civil airfields for general aviation located in the Greater Paris region.

In the event of transfer to the private sector of most of Aéroports de Paris' capital, as authorised by the PACTE law, the above-mentioned mission of Aéroports de Paris would end seventy years after the transfer (Article 130 of the PACTE law).

Aéroports de Paris is required to comply with the common law provisions applicable to all airport operators which are primarily based on the Transport Code (codified legal texts) and the Civil Aviation Code (codified regulatory texts), under the special conditions resulting primarily from the provisions of law No. 2005-357 of 20 April 2005 on airports and the obligations resulting from its specifications approved by decree by the Council of State (see below).

### Regulations relating to fees

The public airport services provided at airports open to public traffic result in the collection of fees for services provided to users (airlines and ground-handling services providers)

The fees are primarily governed by the provisions of the Civil Aviation Code (Articles L. 6325-1 *et seq.*) and the Civil Aviation Code (Articles R. 224-1 *et seq.*), and by the 2016-2020 Economic Regulation Contract.

The fee rates are subject to annual approval by the sector regulation authority. This has been the transport regulatory authority based on the approval of the PACTE law since the implementation of order No. 2019-761 of 24 July 2019 on the regulator of airport fees. This independent administrative authority will exercise, for the first time for the approval of the 2020 rates (fees applicable as at 1 April 2020), the mission of airport sector regulator instead of the *Autorité de supervision indépendante des redevances aéroportuaires* (ASI).

See also the paragraph in Chapter 6 "Fees" in Chapter 5.4 "Description of activities by segment", paragraph "Airport fees" of this Universal Registration Document.

## Opening of airfields to public air traffic

All aircraft with the appropriate technical characteristics may use airfields operated by *Aéroports de Paris*. Airfields managed by *Aéroports de Paris* are open to public air traffic.

The civil aviation code classifies airfields intended for public air traffic into five categories, according to the nature of the traffic that the airfields need to handle. Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports are classified under Category A, *i.e.* they are airfields intended for long-haul services normally provided in all circumstances. The other airfields operated by *Aéroports de Paris* are classified under Categories C, D or E.

## Works on airfields

Major transport infrastructure projects costing at least €83,084,715 are subject to an assessment consisting of an analysis of construction, operation and infrastructure conditions and costs, an analysis of funding conditions and the financial rate of return, and an analysis of the impact of the choice on existing transport facilities.

The creation or extension of Category A runways at a cost in excess of €100 million requires a public consultation.

The construction work for a new airfield gives rise to the prior preparation of an impact study, and is preceded by a public enquiry.

Lastly, work on building, extending or substantially modifying airport infrastructure, the operation of which presents specific security risks to users and local residents, will be the subjective of a descriptive dossier accompanied by a security report, under the conditions laid down by a decree that has not yet been adopted.

The issuing of building permits relating to operations of national interest, such as development and construction work on areas assigned to airport public service, are the responsibility of the Government authorities.

## Ownership of *Aéroports de Paris* assets

*Aéroports de Paris* owns all of its assets in full, both land and infrastructure. However, the exercising of its property rights is restricted by law where a structure or land located within the airport field is required to enable *Aéroports de Paris* to carry out its public service obligations. The Government authorities may oppose the sale or transfer, or the creation of a security in the structure or land, or authorise such operations only on condition that they do not prejudice the fulfilment of these obligations (Article 53 of the ADP specifications).

As of the transfer of the majority of ADP's capital to the private sector, if applicable, the PACTE law will extend the State's authorisation to any sale, contribution or creation of a security interest, or transfer of activity, relating to property that will be transferred to the State upon expiry of the right to operate of seventy years. This would include all of the land and buildings of airfields in the Greater Paris region.

The Company must also notify the Minister in charge of Civil Aviation of any infrastructure operations, representing a built surface area of more than 10,000 m<sup>2</sup>, that it is planning to undertake or for which it is planning to provide authorisation to a third party on the land or in the immediate vicinity of Paris-Charles de Gaulle and Paris-Orly airports, and which would fall outside the scope of airport service. In this case, it would need to establish that these projects would not have an impact on the fulfilment of its public service obligations, and would be compatible with its anticipated development plans. In the event of privatisation, authorisation from the State will be required for transactions in excess of the amount or of a substantial area which will be set in the new ADP specifications (Article 131 of the PACTE law).

When *Aéroports de Paris* closes to public air traffic all or part of an airfield that it operates following a decision by the government authorities, the Company must pay the government authorities 70% of the difference between, on the one hand, the market value of buildings that are no longer assigned to airport-related public service and, on the other hand, the value of these buildings as recorded on the Company's balance sheet at 31 December 2004, plus costs linked to their upgrading and the closure of the airport facilities. The market value of the real estate assets will be determined by a committee of experts, which will apply methods currently used for evaluating real estate. This only affects buildings that once belonged to the public domain of *Aéroports de Paris* before its change of status in 2005 or the government authorities. In the event of privatisation, the PACTE law provides for a distribution of the capital gain on the sale of assets of which, the ownership will be transferred to the State at the end of ADP's right to operate, with specific arrangements depending on the categories of assets (Article 132 of the PACTE law).

The airspace around and over the aerodromes is protected by means of aviation easements. These easements are intended to protect an airfield from obstructions, in such a way that aircraft can land and take-off there under good general conditions of safety and reliability. Clearing aviation easements forbid the creation or require the removal of any obstacles that could constitute a danger for air traffic, and may lead to height restrictions for buildings. Warning beacon aviation easements involve an obligation to equip certain obstacles with visual or radio-electric devices intended to signal their presence to pilots.

Lastly, there is a protected area around the airports, within which building restrictions apply, laid down in particular by noise exposure plans designed to limit over time the number of local residents affected by noise pollution through the institution of town planning oversight<sup>1</sup>.

## Airport safety legislation

*Aéroports de Paris* holds the airport safety certificates required to operate Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports. The Company is required to provide an animal hazard prevention service aimed at adopting the appropriate measures to avoid collisions between aircraft and animals, including birds. It is also required to provide an aircraft rescue and fire-fighting service.

<sup>1</sup> See also Chapter 15 "Environmental data" of this Universal Registration Document.

## Allocation of take-off and landing slots

A slot refers to the authorisation to use airport infrastructure on a specific date and at a specific time for the purpose of take-off and landing. Slots are not attached to routes but to carriers, and are allocated free of charge. A coordinator is responsible for allocating slots in line with the following rules: all slots allocated to a carrier for an aviation season are automatically reallocated to that carrier if they have been used for at least 80% of the period for which they were allocated (the "use-it-or-lose-it") rule and if the carrier requests them again for the following equivalent season. Slots that remain available (returned by carriers or newly created), are placed in a pool, with half being allocated to new entrants and half to carriers already present at the airport. For Paris-Orly and Paris-Charles de Gaulle airports, which are described as "coordinated" airports, the coordinator is COHOR, the *Association pour la Coordination des Horaires* (Timetable Coordination Association), whose members are Air Caraïbes, Air France, Air Corsica, Corsair International, ASL Airlines France, Hop!, Transavia, Aéroports de Paris, Aéroports de Lyon and Aéroports de la Côte d'Azur. The association is financed by a fee for the service provided for co-ordination and facilitation of time slots, which is paid for each landing in equal proportions by the airfield operator and the aircraft operator concerned. The portion incumbent upon the aircraft operator is collected by the airfield operator on behalf of the association.

The rates for this fee were set on 1 April 2018 as follows:

- ◇ €2.10 per landing for the aircraft operator;
- ◇ €2.10 per landing for the airport operator<sup>2</sup>.

At Paris-Charles de Gaulle airport the number of time slots available for each aviation season is set by order of the Minister of Transport, in line with the capacity of the runway and terminal system. Overall aircraft activity is regulated by a weighted measured global indicator (WMGI), as the sound energy emitted annually at the airport should not exceed the average energy recorded over the period 1999-2000-2001. Activity at Paris-Charles de Gaulle airport is also subject to limitations between 12:30 am and 5:29 am for arrivals and between 12:00 am and 4:59 am for departures, and night-time slots lost are not re-allocated. At Paris-Orly airport, the total number of time slots is capped at 250,000 per year, around 33,000 of which are reserved for regional development or public service lines. The airport is subject to a daily night-time curfew between 11:30 pm and 6:00 am.

## Aéroports de Paris specifications

The specifications of Aéroports de Paris, approved by the decree No. 2005-828 of 20 July 2005, sets the specific obligations of Aéroports de Paris with respect to its public service obligations. In particular, it defines the relationships between Aéroports de Paris and the various third parties at the Group's airports: passengers, the public, air carriers, aircraft operators, the government and its institutions and services. For this purpose, Aéroports de Paris:

- ◇ assigns air carriers to terminals at a given airport and may assign air carriers between airports, after the air carrier has expressed an opinion and, in the case of a change of airport, the Minister in charge of Civil Aviation has given his/her assent;
- ◇ provides for access to and movement within airports, the reception of certain categories of passengers, the organisation of emergency services including a permanent medical team, the dissemination of

useful information to passengers and the public, and the conducting of passenger surveys. In the event of significant delays or traffic disruptions, Aéroports de Paris must deploy the resources required to provide assistance to passengers;

- ◇ manages airports so that the needs of airlines, their ground-handling service providers and Government authority services, within premises and facilities that are directly necessary for their activities, may be met within a reasonable timeframe. Aéroports de Paris establishes the operating rules for facilities and airport opening hours;
- ◇ in addition to services to other government administrations, supplies the provider of aircraft navigation services with specific services, in line with the agreed terms and set out in appendix 1;
- ◇ is responsible for the checking of runways and taxiways, traction control and runway skid rating measurements and, under certain conditions, the regulation of aircraft movements within traffic areas;
- ◇ appoints qualified employees to enforce rules regarding the policing of airports and parking at airports, and also takes the appropriate measures to enhance security, whether this involves lighting or video surveillance;
- ◇ ensures, at the request of the minister responsible for Health, the application of certain health regulations, and provides, under the same conditions, appropriate information for passengers going to or coming from geographical regions temporarily affected by an epidemic;
- ◇ ensures the application of environmental regulations and is responsible, in this capacity, for the measurement of noise and measurements relating to atmospheric pollutants, rainwater run-off and wastewater;
- ◇ issues authorisation for activity at airports to ground-handling service providers, air carriers that handle their own ground handling, and other companies engaged in industrial, commercial or craft activity.

The specifications provide the State with the right to be informed about the economic and financial situation of the company. For this purpose ADP must provide the State with an annual report on the public service missions for the past financial year. The government authorities also monitor the Company's use of the land and buildings it owns, in order to ensure the satisfactory fulfilment of the public service obligations assigned to it.

In the event of transfer to the private sector of most of Aéroports de Paris' capital, as authorised by the PACTE law, new specifications will apply to ADP. Article 131 of the PACTE law sets the minimum content of the specifications. The new specifications applicable in the event of privatisation must, notably, as provided for in the above-cited law, include provisions to frame and/or authorise different transactions, in particular those related to ADP land which must be transferred to the State at the end of the seventy years of operation by ADP.

Article L. 6323-4 of the French Transport Code sets the method of calculation of the amount of any fine ("financial penalty") that the Minister responsible for Civil Aviation may impose, after approval by a committee of experts chaired by a judicial or administrative magistrate, in the event of a failure by Aéroports de Paris to meet its specific obligations under the specifications. This amount must be proportionate to the severity of the breach, the scale of any loss and any advantage that may be gained, up to a maximum of 0.1% of revenues excluding tax of the preceding financial year, raised to 0.2% in the event of a further violation of the same obligation<sup>1</sup>.

<sup>1</sup> In the event of privatisation, the cap on financial penalties will be increased to 2% of revenues excluding tax of the preceding financial year per violation and to 10% of revenues excluding tax in the event of further violations.

<sup>2</sup> Decision of 15 January 2018 on the approval of fees for services rendered regarding the coordination and facilitation of time slots at the airports.

## Other regulations specifically applicable to airport activities

Aéroports de Paris is governed by many other regulations including, notably, regulations that apply to publicly accessible premises.

In application of community law, Aéroports de Paris provides assistance to passengers with disabilities or reduced mobility for accessing airport services and moving around facilities, including boarding and disembarking from aircraft.

Aéroports de Paris must participate in the implementation of health controls at borders under international health regulations.

Aéroports de Paris operates bus stations as meant by the Transport Code and, therefore, is subject to reporting requirements for the *Autorité de régulation des transports* (transport regulatory authority).

Aéroports de Paris is an awarding authority as meant in public procurement law. The awarding of contracts for amounts whose estimated amount exceeds €428,000 without taxes for supplies and services contracts and €5,350,000 without tax for works contracts must be preceded by a formal procedure.

In order to cover items relating to social and environmental responsibility in one chapter, environmental information is now included in Chapter 15 of this document.





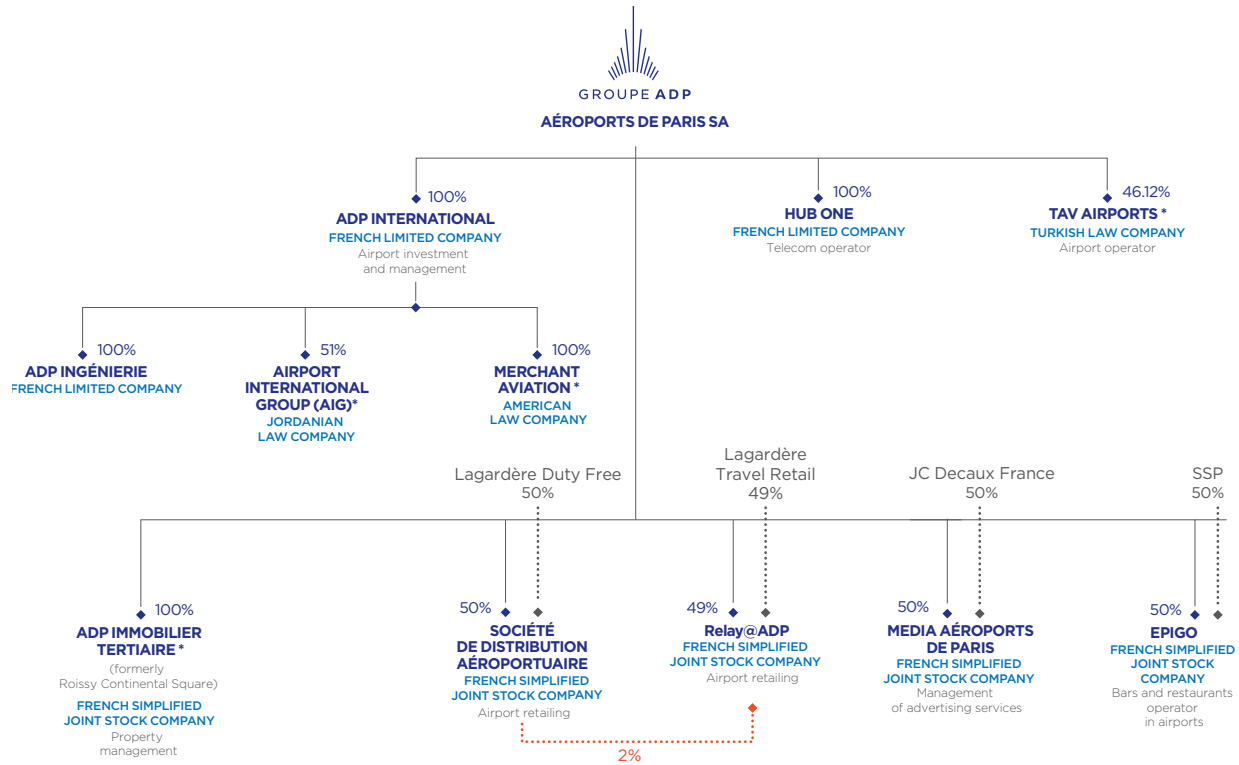
06

# ORGANISATION CHART

## SIMPLIFIED GROUP ORGANISATION CHART AS AT 31 DECEMBER 2019

Only companies with significant business activities within the Group (percentages listed for each entity correspond to the share of ownership interest, held directly or indirectly, in the capital of the company concerned

and the voting rights) are shown below in the simplified organisational chart. All companies subject to consolidation in the Group's financial results are mentioned in note 19 to the consolidated financial statements.



\* Indirect participation  
 Disclosed percentages are both sharing participation and voting rights as of 31 December 2019  
 SA: "société anonyme" (French public limited company)  
 SAS: "société par actions simplifiée" (French simplified joint-stock company).

The greater part of the group's business is directly exercised by Aéroports de Paris, which also owns the main assets required for the group's activities.

Aside from financial flows related to cash centralisation agreements, existing financial flows between Aéroports de Paris and its subsidiaries are related to dividends received and distributed within the Group.

The Group's policy is only to agree financial guarantees on behalf of 100% owned subsidiaries. At 31 December 2019, several guarantees were granted by Aéroports de Paris SA on behalf of ADP Ingénierie for

the benefit of various customers of this subsidiary. These guarantees are included in off-balance sheet commitments (see the group financial statements, section 18.1).

The main flows between Aéroports de Paris and its subsidiaries are described in the company financial statements.

The list of the French subsidiaries and the ones abroad held by Aéroport de Paris SA is presented in note 19 in the group financial statements, in Chapter 18.



07

## REAL ESTATE ASSETS AND FACILITIES

**7.1 REAL ESTATE ASSETS AND FACILITIES  
FIXED ASSETS AND MOVABLE  
ASSETS OWNED OR USED BY  
AÉROPORTS DE PARIS**

92

**7.2 RETROCESSION OF A PORTION  
OF GAINS THAT MAY BE MADE FROM  
THE CLOSING OF ALL OR PART  
OF AN AERODROME OPERATED  
BY AÉROPORTS DE PARIS TO PUBLIC  
AIR TRAFFIC**

93

### 7.1 REAL ESTATE ASSETS AND FACILITIES FIXED ASSETS AND MOVABLE ASSETS OWNED OR USED BY AÉROPORTS DE PARIS

At the date of filing of this document, the fixed assets of Aéroports de Paris are composed of land totalling 6,686 hectares that were declassified and allocated to Aéroports de Paris starting on 22 July 2005 in application of article 2 of Law No. 2005-357 of 20 April 2005. On this land, 4,977 hectares are the footprint for land and projects necessary for the execution of public service missions or development of such missions which, in application of article 53 of the specifications booklet of Aéroports de Paris, for which the ministry in charge of Civil Aviation has the right of refusal on any contribution, sale or creation of security concerning certain lands, and the improvements belonging to Aéroports de Paris. These lands are

defined in drawings appended to the specifications<sup>1</sup> They mainly consist of aeronautic surfaces (runways, taxiways and parking aprons) and related overrun areas as well as terminal buildings and building sites.

Moreover, Aéroports de Paris must inform the Minister of Civil Aviation, as well as airlines, in accordance with the conditions provided for in article 11 of the Aéroports de Paris specifications, of capacity building operations, representing a built-up area of more than 10,000 m<sup>2</sup> that it plans to undertake, or that it plans to authorise a third-party to undertake, at or within the immediate proximity of Paris-Charles de Gaulle and Paris-Orly airports, and that are not airport public services.

<sup>1</sup> See section 5.4 "Ownership of Aéroports de Paris assets".

The group's real-estate assets include airport infrastructures (roads, networks, etc.) and passenger terminals. They are detailed in Chapter 5, in the paragraph entitled "Description of Aéroports de Paris platforms". The real estate assets of Aéroports de Paris also includes structures and buildings built on these lands or sometimes on lands that Aéroports de Paris is authorised to occupy under authorisations for temporary occupation of public property or private leases. In particular, Aéroports de Paris occupies 7 hectares belonging to the City of Paris for the operation of the Issy-les-Moulineaux heliport and two hectares of runway lights or noise measurement devices rented from private owners. Some buildings or structures built by third parties on lands that

Aéroports de Paris owns must be returned at the end of the agreement authorising the occupation of the land. Contracts entered into before the change of status of Aéroports de Paris have been transferred to Aéroports de Paris pursuant to article 4 of the law of 20 April 2005.

At 31 December 2019, the net value of land and improvements (investment property included) totalled €103 million, buildings (investment property included) totalled €6,056 million and technical facilities and other (investment property included) amounted to €451 million and assets under construction (investment property included) totalled €1,359 million. Fixed assets and investment property are described in Note 6 to the consolidated financial statements.

## 7.2 RETROCESSION OF A PORTION OF GAINS THAT MAY BE MADE FROM THE CLOSING OF ALL OR PART OF AN AERODROME OPERATED BY AÉROPORTS DE PARIS TO PUBLIC AIR TRAFFIC

The agreement entered into on 30 March 2006 between the Government authorities and Aéroports de Paris pursuant to article 3 of the Law of 20 April 2005 provides that, for a 70-year period, in the event of the closing to public air traffic of all or part of an aerodrome operated by Aéroports de Paris, Aéroports de Paris will pay the government 70% of the difference between the effective market value of the buildings that are no longer assigned to airport public service, as well as the reference

value of such buildings as indicated in the balance sheet assets at 31 December 2004 as approved by the General Meeting of Shareholders of Aéroports de Paris on 23 December 2005, plus costs related to their restoration and the closing of airport facilities. The assets that fall within the scope of this provision will then be determined by a committee of appraisers, who will also be asked to check that they have been valued correctly.





## REVIEW OF THE FINANCIAL POSITION AND INCOME **AFR**

### 8.1 2019 KEY FIGURES

2019 consolidated accounts

### 8.2 ANALYSIS OF 2019 RESULTS

Revenue

EBITDA

Net result attributable to the group

Analysis by segment

### 8.3 2019 HIGHLIGHTS

Change in passenger traffic over 2019

2019 Groupe ADP forecasts revision

Level of achievement of 2019 forecasts

Approval of the 2019 airport charges by the ISA

Aéroports de Paris contributes to the CDG Express project

2021-2025 Economic Regulation Agreement - Availability of the public Consultation Document  
Takeover of Société de Distribution Aéroportuaire and Relay@ADP

Provisions related to Aéroports de Paris in the PACTE law

96	The constitutional Council decision relative to the RIP	106
96	Composition of the Board of Directors of Aéroports de Paris	106
96	Dividend voted by the Annual Meeting of Shareholders for 2018	107
97	2019 Interim dividend voted by the General Meeting of Shareholders	107
98	Appointment within Aéroports de Paris SA	107
99	Augustin de Romanet reappointment as Chairman and Chief Executive Officer	107
103	€800 million 15-year new bond issue	107
104	Entry into exclusive negotiation with the Bolivian authorities to develop the Santa Cruz International Airport	108
105	Discussions by TAV Airports for the acquisition of Almaty International Airport in Kazakhstan	108
105	Groupe ADP gets a new organization to optimize its performance and expansion and makes new appointments	108
106	Groupe ADP welcomes the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport	108



## 8.1 2019 KEY FIGURES

### 2019 consolidated accounts

(in millions of euros)	2019 <sup>1,2</sup>	2018 <sup>1,2</sup>	2019/2018 <sup>1,2</sup>
<b>Revenue</b>	<b>4,700</b>	<b>4,007</b>	<b>+17.3%</b>
<b>EBITDA</b>	<b>1,772</b>	<b>1,680</b>	<b>+5.5%</b>
<i>EBITDA / Revenue</i>	<i>37.7%</i>	<i>41.9%</i>	<i>-4.2pts</i>
<b>Operating income from ordinary activities</b>	<b>1,094</b>	<b>1,123</b>	<b>-2.6%</b>
<i>Operating income from ordinary activities / Revenue</i>	<i>23.3%</i>	<i>28.0%</i>	<i>-4.7pts</i>
<b>Operating income</b>	<b>1,081</b>	<b>1,121</b>	<b>-3.5%</b>
<b>Financial result</b>	<b>-206</b>	<b>-232</b>	<b>-11.2%</b>
<b>Net income from discontinued activities<sup>2</sup></b>	<b>55</b>	<b>103</b>	<b>-46.1%</b>
<b>Net income attributable to the Group</b>	<b>588</b>	<b>610</b>	<b>-3.5%</b>

<sup>1</sup> The figures take into account the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP results since April 2019, and AIG results since April 2018.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

The application of IFRS 16 "Leases" with effect from 1 January 2019 had the following impacts on the income statement:

◇ depreciation of rights of use of €11 million;

◇ growth in group EBITDA of €14 million (cancellation of rents previously included under "external services and expenses");

◇ financial expenses of €5 million.

## 8.2 ANALYSIS OF 2019 RESULTS

### Revenue

(in millions of euros)	2019 <sup>1,2</sup>	2018 <sup>1,2</sup>	2019/2018 <sup>1,2</sup>
<b>Revenue</b>	<b>4,700</b>	<b>4,007</b>	<b>+17.3%</b>
Aviation	1,929	1,890	+2.1%
Retail and services	1,505	1,000	N/A
<i>of which Société de Distribution Aéroportuaire</i>	<i>628</i>	<i>-</i>	<i>N/A</i>
<i>of which Relay@ADP</i>	<i>78</i>	<i>-</i>	<i>N/A</i>
Real estate	274	265	+3.3%
International and airport developments	1,081	941	+14.9%
<i>of which TAV Airports</i>	<i>746</i>	<i>695</i>	<i>+7.5%</i>
<i>of which AIG</i>	<i>250</i>	<i>175</i>	<i>+43.2%</i>
Other activities	168	156	+7.9%
Inter-sector eliminations	-257	-245	+5.1%

<sup>1</sup> The figures take into account the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP results since April 2019, and AIG results since April 2018.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

Over 2019, Groupe ADP **consolidated revenue** stood at €4,700 million, up by €693 million, mainly thanks to:

- ◇ the growth in airport fees in Paris Aéroport (+4.1%, at €1,160 million), driven by the passenger traffic dynamics (+2.5%);
- ◇ the full consolidation of Société de Distribution Aéroportuaire and Relay@ADP since April 2019 which contribute to consolidated revenue up to €719 million, of which €706 million in Paris (before elimination of fees received by Aéroports de Paris SA for €261 million);

- ◇ the full consolidation of AIG since April 2018 (€53 million of revenue in Q1 2019, and €22 million of revenue growth over the period from April to December 2019 compared to April to December 2018) driven by the dynamism of international traffic (+6.0%);
- ◇ the increase by 7.5% of TAV Airports' revenue<sup>1</sup> at €51 million, driven by the growth in international traffic in Turkey.

The amount of inter-sector eliminations stood at -€257 million over 2019 vs. -€245 million over 2018.

## EBITDA

<i>(in millions of euros)</i>	2019 <sup>1,2</sup>	2018 <sup>1,2</sup>	2019/2018 <sup>1,2</sup>
<b>Revenue</b>	<b>4,700</b>	<b>4,007</b>	<b>+€693m</b>
Operating expenses	-2,985	-2,438	-€547m
Consumables	-520	-195	-€325m
External services	-1,150	-1,018	-€132m
Employee benefit costs	-930	-861	-€68m
Taxes other than income taxes	-316	-263	-€53m
Other operating expenses	-70	-100	+€31m
Other incomes and expenses	57	111	-€54m
<b>EBITDA</b>	<b>1,772</b>	<b>1,680</b>	<b>+€92m</b>
EBITDA/Revenue	37.7%	41.9%	-4.2pts

<sup>1</sup> The figures take into account the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP results since April 2019, and AIG results since April 2018.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

Group **operating expenses** stood at €2,985 million over 2019, up by €547 million, due to:

- ◇ the increase in operating expenses of TAV Airports for €28 million;
- ◇ the increase in operating expenses of AIG mainly linked to the full consolidation of this subsidiary since April 2018 (€37 million in Q1 2019);
- ◇ the increase in operating expenses excluding TAV and AIG from €1,877 million to €2,345 million, following:
  - ◆ the full consolidation since April 2019 of Société de Distribution Aéroportuaire for €385 million and Relay@ADP for €40 million,
  - ◆ the increase in operating expenses of the parent company, Aéroports de Paris (+3.9%)<sup>2</sup>.

Excluding operating expenses linked to Société du Grand Paris, to CDG Express, to the multi-year endowment for ADP's foundation accounted for in accordance to IFRS standards as a one-off in 2019 (neutral to the Group's EBITDA) and to taxes (see below), the operating expenses of Aéroports de Paris increased by +1.8% over 2019.

The distribution of operating expenses is as follows:

- ◇ **consumables** are up by €325 million at €520 million, following the full consolidation of Société de Distribution Aéroportuaire in April 2019 amounting to €252 million, and the works on the project of Société du Grand Paris, which are subject to a compensation (EBITDA neutral);

<sup>1</sup> The IFRS 5 standard "Non-current assets held for sale and discontinued operations" is applying to TAV Istanbul's activities as of the termination of activities at Istanbul Atatürk airport on 6 April 2019 (see the press release from 8 April 2019). The revenue and operating expenses of TAV Istanbul for 2018 and 2019 are therefore presented on a separate line on the income statement titled "net income from discontinued activities". Consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

<sup>2</sup> Consumables, employee benefit excluding employee benefit obligations and profit sharing, and taxes other than income taxes.

- ◇ the cost related to **external services** stood at €1,150 million. Excluding full consolidation of TAV Airports and AIG, these expenses rise by €57 million to €852 million (+7.1%), due to a greater appeal to external providers linked to the traffic increase over the year, as well as studies and research expenses for the CDG express;
- ◇ **employee benefit costs** are up by €68 million and stood at €930 million, due notably to the employee benefit costs accounted for as a result of the full consolidation of Société de Distribution Aéroportuaire for €72 million and to the increase in employee benefits costs for €27 million, partly offset by a reversal in retirement benefits commitments for €39 million following the modification by the PACTE law of defined benefit schemes (L137-II scheme, known as "Article 39");
- ◇ **taxes other than income taxes** are up by €53 million and stood at €316 million. This increase was essentially due to a revision in calculation basis for the 2018 and 2019 property taxes for €23 million and to an unfavorable base effect compared to the 2018 linked to the positive outcome of litigations in 2018 for €18 million;
- ◇ **other operating expenses** are down by €30 million and stood at €70 million following the accounting of losses in irrecoverable receivables related linked to international activities (EBITDA neutral);

- ◇ **other income and expenses** represented a net product of €57 million, down by €54 million, notably due to the accounting of receivables depreciations for €20 million after the bankruptcies of the airlines Aigle Azur and XL Airways and to an unfavorable base effect following provision reversals on irrecoverable receivables related linked to international activities in 2018 (EBITDA neutral).

Over 2019, **consolidated EBITDA** stood at €1,772 million. The consolidated gross margin<sup>1</sup> rate was 37.7%, down by 4.2 points or 38.3% excluding TAV and AIG down by 5 points, mainly due to the full consolidation of Société de Distribution Aéroportuaire and Relay@ADP.

Excluding TAV Airports and AIG full consolidation, and excluding Société de Distribution Aéroportuaire and Relay@ADP full consolidation, EBITDA stood at €1,392 million, up by 2.4%. The gross margin rate associated was 42.9%, almost stable compared to 2018 (down by 0.4 points).

This slight decrease is fully explained by the implementation, since 1<sup>st</sup> of April 2019, of the user fees disposal on revenues linked to the revenue from airport safety and security services introduced in the article 179 of Law No. 2018-1317 of 28 December 2018 of finance and that is charging Aéroports de Paris of 6% of the costs hitherto fully covered by the airport tax (*i.e.* €23 million): the negative effect on the 2019's gross margin rate is indeed around -0.4 points.

## Net result attributable to the group

<i>(in millions of euros)</i>	<b>2019<sup>1,2</sup></b>	<b>2018<sup>1,2</sup></b>	<b>2019/2018<sup>1,2</sup></b>
<b>EBITDA</b>	<b>1,772</b>	<b>1,680</b>	<b>+5.5%</b>
Amortization & Depreciation	-768	-638	+20.4%
Share of profit or loss in associates and joint ventures	90	81	+11.9%
<b>Operating income from ordinary activities</b>	<b>1,094</b>	<b>1,123</b>	<b>-2.6%</b>
Other operating income and expenses	-13	-2	N/A
<b>Operating income</b>	<b>1,081</b>	<b>1,121</b>	<b>-3.5%</b>
Financial income	-206	-232	-11.2%
<b>Income before tax</b>	<b>875</b>	<b>889</b>	<b>-1.9%</b>
Income taxes	-293	-297	-1.1%
<b>Net income from continuing operations</b>	<b>582</b>	<b>592</b>	<b>-1.7%</b>
<b>Net income from discontinued operations</b>	<b>55</b>	<b>103</b>	<b>-46.1%</b>
<b>Net income</b>	<b>637</b>	<b>695</b>	<b>-8.3%</b>
Net income attributable to non-controlling interests	+49	+85	-42.7%
<b>Net income attributable to the group</b>	<b>588</b>	<b>610</b>	<b>-3.5%</b>

<sup>1</sup> The figures take into account the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP results since April 2019, and AIG results since April 2018.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

<sup>1</sup> EBITDA / Revenue.

**Operating income from ordinary activities** stood at €1,094 million, down by €29 million, notably due to:

- ◇ the increase of amortizations at Aéroport de Paris SA (+€36 million), TAV Airports (+€38 million) and AIG (+€17 million) and amortizations linked to the full consolidation of Société de Distribution Aéroportuaire and of Relay@ADP (+€38 million of amortizations);
- ◇ an unfavorable base effect of -€23 million due to the accounting of the capital gains on the revaluation of the interest already held in AIG over 2018;
- ◇ the impact of results from companies consolidated under the equity method of TAV Airports for -€16 million.

However, these effects are partly offset by:

- ◇ EBITDA improvement for €92 million;
- ◇ reevaluation at fair value of the share of the interest previously detained at the takeover date of Société de Distribution Aéroportuaire and Relay@ADP for an amount of €43 million<sup>1</sup>.

**Operating income** stood at €1,081 million, down by €40 million, linked to the decrease of Operating income from ordinary activities and to the revaluation of Hub One Mobility's goodwill in the group's accounts.

**Financial result** stood at -€206 million, improving by €26 million due to a lack of international provision in 2018 and due to TAV Airports financial result improvement.

**Net financial debt** of Groupe ADP stood at €5,254 million as of 31 December 2019, vs. €4,942 million as of 31 December 2018. The net debt excluding TAV Airports and AIG stood at €4,305 million.

On 18 June 2019, Aéroports de Paris has issued a 15-year bond for the total amount of €800 million, with a fixed rate (1.125% yearly).

**Income tax expense** stood at €293 million over 2019.

**Net income from discontinued operations** stood at €55 million over 2019, vs. €103 million over 2018, following the application of IFRS 5 standard "Non-current assets held for sale and discontinued operations" to the activities of TAV Istanbul. In 2019, net income from discontinued operations (before elimination of non-controlling interests) corresponds to:

- ◇ €24 million linked to TAV Istanbul activities from 1 January 2019 to 6 April 2019, date on which commercial flights of Istanbul Atatürk were transferred to the new Istanbul airport;
- ◇ €31 million of profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (see the press release from 26 December 2019).

The **net income** stood at €637 million over 2019.

**Net income from non-controlling interests** stood at €49 million, down by €36 million, notably due to the decrease of TAV Airports net result (-€35 million).

Taking into account all these items, the **net result attributable to the group** is down by €22 million, at €588 million. After elimination of non-controlling interests, the decrease of the net result of discontinued activities at TAV Istanbul (-€22 million) explains entirely the decline of the **net result attributable to the group**.

## Analysis by segment

### Aviation – Parisian Platforms

(in millions of euros)	2019	2018	2019/2018
<b>Revenue</b>	<b>1,929</b>	<b>1,890</b>	<b>+2.1%</b>
Airport fees	1,160	1,114	+4.1%
<i>Passenger fees</i>	726	695	+4.5%
<i>Landing fees</i>	262	254	+3.0%
<i>Parking fees</i>	172	165	+4.1%
Ancillary fees	250	239	+4.9%
Revenue from airport safety and security services	482	499	-3.3%
Other income	37	38	-4.3%
<b>EBITDA</b>	<b>611</b>	<b>603</b>	<b>+1.4%</b>
<b>Operating income from ordinary activities</b>	<b>283</b>	<b>307</b>	<b>-8.0%</b>
<i>EBITDA / Revenue</i>	31.7%	31.9%	-0.2pts
<i>Operating income from ordinary activities / Revenue</i>	14.7%	16.3%	-1.6pts

08

<sup>1</sup> In accordance with the IFRS 3 standard "Business combination", shares previously detained are reevaluated at a fair value with result at the takeover date, i.e. 11 April 2019.

Over 2019, aviation segment revenue, which includes only Parisian activities, was up by 2.1% at €1,929 million.

Revenue from **airport fees** (passenger fees, landing fees and aircraft parking fees) was up by 4.1%, at €1,160 million over 2019, benefiting from the growth in passenger traffic (+2.5%) and the increase in tariffs. As a reminder, tariffs (excluding PRM<sup>1</sup> fees) have increased by 1.0% as of 1<sup>st</sup> April 2019 for Paris-Charles de Gaulle and Paris-Orly. These fees (excluding PRM<sup>1</sup> fees) will rise by +1.595% as of 1<sup>st</sup> April 2020 on these two platforms.

**Ancillary fees** were up by 4.9%, at €250 million, notably due to PRM<sup>1</sup> fees (+6.2%, *i.e.* €3.8 million) and to the income linked to checks-in (+4.6%, *i.e.* €4.1 million), linked to the traffic increase.

**Revenue from airport safety and security services** was down at €482 million, due to the implementation of a disposal provided for in the finance law for 2019 and applied since April 2019 (-€23 million). As a reminder, since 1<sup>st</sup> April 2019, this disposal is introduced in the article 179 of Law No. 2018-1317 of 28 December 2018 of finance and is charging Aéroports de Paris of 6% of the costs hitherto fully covered by the airport tax.

**Other income** are notably composed of re-invoicing the French Air Navigation Services Division, leasing associated with the use of terminals and other works services made for third parties. They are down at €37 million.

**EBITDA** was up by +1.4%, at €611 million. The gross margin rate decreased by 0.2 points and stood at 31.7%.

Excluding user fees effect on revenue linked to airport security and safety services implemented on 1 April 2019, and excluding receivables impairment related to the bankruptcies of Aigle Azur and XL Airways (€20 million), the EBITDA would be up by €44 million and the margin rate would have increased by 2 points, at 33.9%.

The **operating income from ordinary activities** was down by -8.0%, at €283 million over 2019, due to the increase in amortizations linked with the investment plan acceleration in 2019 and notably the commissioning of the Orly junction and the Hall 1 extension in Paris-Orly.

## Retail and services – Parisian platforms

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018</b>	<b>2019/2018</b>
<b>Revenue</b>	<b>1,505</b>	<b>1,000</b>	<b>+50.6%</b>
Retail activities	970	490	N/A
<i>Société de Distribution Aéroportuaire</i>	628	N/A	N/A
<i>Relay@ADP</i>	78	N/A	N/A
<i>Other Shops and Bars and restaurants</i>	166	N/A	N/A
<i>Advertising</i>	57	55	+4.1%
<i>Other products</i>	41	49	-15.6%
Car parks and access roads	172	173	-0.9%
Industrial services revenue	140	129	+8.6%
Rental income	145	149	-2.8%
Other income	78	58	+34.3%
<b>EBITDA</b>	<b>638</b>	<b>580</b>	<b>+10.1%</b>
Share in associates and joint ventures from operating activities	41	2	N/A
<b>Operating income from ordinary activities</b>	<b>513</b>	<b>458</b>	<b>+12.1%</b>
<i>EBITDA / Revenue</i>	42.4%	58.0%	-15.6pts
<i>Operating income from ordinary activities / Revenue</i>	34.1%	45.8%	-11.7pts

Over 2019, revenue from Retail and services, which includes only Parisian activities, was up by 50.6%, at €1,505 million.

**Revenue from retail activities** consists in rents received from airside and landside shops, bars and restaurants, banking and foreign exchange activities, and car rental companies, as well as revenue from advertising. Since the takeover of Société de Distribution Aéroportuaire and Relay@ADP in April 2019, this revenue notably includes realized revenue in retail areas operated by these two companies both landside and airside, and

for Société de Distribution Aéroportuaire the revenue linked to affiliate commission<sup>2</sup> activities and revenue received from tax refund service delivery. For information, the rents related to activities operated by Société de Distribution Aéroportuaire and Relay@ADP previously collected by Aéroports de Paris SA are now subject to an inter segments elimination since the modification of the applicable consolidation method. The amount of these eliminations stands at €261 million over the period from April to December 2019.

<sup>1</sup> Persons with reduced mobility.

<sup>2</sup> Affiliate-commission is a distribution method by which Société de Distribution Aéroportuaire sells products belonging to a principal (e.g. a fashion brand) on its behalf and under its brand. In return, Société de Distribution Aéroportuaire receives the payment of a commission calculated on the realized revenue of the sales points. Société de Distribution Aéroportuaire occupies the sales areas but does not own the goods it offers for sale by its staff.



Over 2019, retail activities revenue stood at €970 million, due to:

- ◆ **Société de Distribution Aéroportuaire full consolidation** since April 2019, of which the revenue stood at €628 million. In full year, the revenue of Société de Distribution Aéroportuaire progresses in line with the Core Business<sup>1</sup> performance at +6.8%, linked to the growth in traffic and in revenue per passenger (favorable scope effects linked to new shops opening with walkthroughs<sup>2</sup> 2E Hall L and Orly 3). Fashion<sup>3</sup> increased a bit more slowly by +6.2% prejudiced by works of the terminal 2E Hall L;
- ◆ **Relay@ADP full consolidation** since April 2019, of which for the revenue stood at €78 million;
- ◆ **rents from other shops and bar and restaurants** for €166 million;
- ◆ The line **Other products** of retail activities, in which are included foreign exchange and tax refund activities, decreased by 15.6%, at €41 million. The previous contract linked foreign exchange and tax refund activities and was apportioned to Travelex. Indeed, at the expiration of the previous contract, foreign exchange activities and tax refund were separated in order to improve the quality of service and to better meet with the customers' specific expectations. As of now, Cash Paris Tax Refund, a joint-venture formed by two operators Global Blue and Planet Payment, operates tax refund activities and Travelex remains as foreign exchange operator. The separation of the two activities triggered a decrease of the average rental rate on these activities, but should otherwise lead to a better of the refunded tax amount

into airside shops and bar & restaurant reinvestment. The observed decrease over the year 2019 is therefore linked to this transition period and the implementation of this new scheme.

Revenue from **car parks** was down by 0.9% and stood at €172 million.

Revenue from **industrial services** (supply of electricity and water) was up by 8.6%, at €140 million.

**Rental revenue** (leasing of spaces within terminals) were down by 2.8%, at €145 million.

**Other revenue** (mainly consisting in internal services) increased by 34.3%, at €78 million, notably due to an increase of €21 million linked to the re-invoicing of works for the Société du Grand Paris project.

**EBITDA** of the segment was up by +10.1%, at €638 million, notably following the Société de Distribution Aéroportuaire and Relay@ADP full consolidation (+5.6%, at €612 million excluding these two entities' full consolidation). The gross margin rate was down (-15.6 points) at 42.4% Excluding Société de Distribution Aéroportuaire and Relay@ADP full consolidation, gross margin rate of the segment stood at 58.5%, up by 0.5 point.

The share of profit from operating associates stood at €41 million, due to the reevaluation at fair value of the share of the interest previously detained at the takeover date of Société de Distribution Aéroportuaire and Relay@ADP for an amount of €43 million.

**Operating income from ordinary activities** increased by 12.1%, at €513 million.

## Real estate – Parisian platforms

(in millions of euros)	2019	2018	2019/2018
<b>Revenue</b>	<b>274</b>	<b>265</b>	<b>+3.3%</b>
External revenue	228	218	+4.6%
<i>Land</i>	117	110	+6.4%
<i>Buildings</i>	69	66	+4.5%
<i>Others</i>	42	42	+0.2%
Internal revenue	46	47	-2.1%
<b>EBITDA</b>	<b>169</b>	<b>148</b>	<b>+14.8%</b>
Share in associates and joint ventures from operating activities	1	3	-61.1%
<b>Operating income from ordinary activities</b>	<b>122</b>	<b>102</b>	<b>+20.4%</b>
<i>EBITDA / Revenue</i>	61.8%	55.6%	+6.2pts
<i>Operating income from ordinary activities / Revenue</i>	44.6%	38.3%	+6.3pts

Over 2019, real estate revenue, which includes only Parisian activities, was up by 3.3%, at €274 million.

**External revenue**<sup>4</sup> was up by 4.6%, at €228 million, mainly driven by new contracts.

**EBITDA** of the segment was up by 14.8%, at €169 million, due to the increase of external revenue and products generated following the sale of lands for €7 million.

Share in associates and joint ventures from operating activities stood at €1 million.

As a consequence, **operating income from ordinary activities** increased by €20 million, at €122 million.

<sup>1</sup> Alcohol, tobacco, perfume, cosmetics and gastronomy.

<sup>2</sup> In the retail areas.

<sup>3</sup> Fashion, leatherwork, shoes.

<sup>4</sup> Generated with third parties (outside the group).

## International and airports developments

(in millions of euros)	2019 <sup>1,2</sup>	2018 <sup>1,2</sup>	2019/2018 <sup>1,2</sup>
<b>Revenue</b>	<b>1,081</b>	<b>941</b>	<b>+14.9%</b>
ADP International	321	246	+30.5%
Of which AIG	250	175	+43.2%
Of which ADP Ingénierie	57	58	-1.2%
TAV Airports	746	695	+7.5%
Société de Distribution Aéroportuaire Croatie	13	-	N/A
<b>EBITDA</b>	<b>326</b>	<b>304</b>	<b>+7.1%</b>
Share of profit or loss in associates and joint ventures	48	76	-34.8%
<b>Operating income from ordinary activities</b>	<b>164</b>	<b>223</b>	<b>-26.5%</b>
EBITDA / Revenue	30.2%	32.4%	-2.2pts
Operating income from ordinary activities / Revenue	15.2%	23.8%	-8.6pts

<sup>1</sup> Data takes into account the full consolidation of AIG's results since April 2018, of Merchant Aviation since August 2018 and of MZLZ-TRGOVINA D.o.o (Société de Distribution Aéroportuaire Croatie) since April 2019.

<sup>2</sup> Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport in 2018 and 2019 anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

Over 2019, revenue from International and airport developments stood at €1,081 million, up by 14.9% compared to 2018 due to:

- ◆ AIG's results full consolidation since April 2018: €53 million revenue in Q1 2019, and €22 million of revenue increase over the period from April to December 2019 compared to April to December 2018, driven by the international traffic dynamics (+6.0%);
- ◆ full consolidation of **Société de Distribution Aéroportuaire Croatie** since April 2019 of which the revenue stands at €13 million;
- ◆ revenue increase for TAV Airports for €51 million, at €746 million, is mainly explained by:
  - ◆ TAV OS (company specialized in airports lounges management) for €19 million, due to the full-year effect on operations at Muscat airport and to the acquisition in January 2019 of the company Gestio Serveis Trade Center, specialized in VIP lounges management in airports (fully consolidated in TAV Airports' accounts), offsetting the decrease in activity linked to the termination of Istanbul Atatürk in April 2019,
  - ◆ Havas (company specialized in ground handling) for +€30 million, due to a favorable traffic mix,
  - ◆ TAV Tunisia (company operating the Monastir and Enfidha airports concessions) for +€9 million with a traffic growth of +22.1% having a favorable impact on the product of aviation fees,
  - ◆ TAV Izmir for +€7 million and TAV Bodrum for +€5 million, resulting from the international traffic increase in these airports and the revenue growth in duty free shops for these two airports.

The good performances from these TAV Airports' subsidiaries allow to offset the revenue decrease of the subsidiary BTA (company specialized

in bars and restaurants) for -€26 million. BTA endured the termination of Istanbul Atatürk but started activities in Paris-Orly and Muscat airports.

Revenue of ADP Ingénierie is down by 1.2% and stood at €57 million. As of 31 December 2019, ADP Ingénierie's backlog stood at €79 million (vs. €75M as of 31 December 2018).

**TAV Airports EBITDA** increased by 3.4%, at €277million linked to the increase in revenue (+7.5%), despite the increase in employee benefit costs for €27 million (+13.5%) and the increase of expenses linked to new operations and the full consolidation of Gestio Serveis Trade Center.

**EBITDA of the segment** increased by 7.1%, at €326 million, mainly due to AIG full consolidation since April 2018 (+€23 million in total: €16 million of EBITDA in Q1 2019 and €7 million following the EBITDA increase over the period from April to December 2019 compared to April to December 2018) and the increase of EBITDA of TAV Airports for €9 million, offsetting the negative contribution of ADP Ingénierie to the EBITDA of the segment.

**Share of profit from operating associates** stood at €48 million over 2019, registering a strong decrease compared to 2018 year, mainly due:

- ◆ an unfavorable base effect due to the accounting of the capital gain on the revalorization of shares already owned in AIG for €23million over 2018;
- ◆ impact of the equity consolidation at TAV Airports for -€16 million (of which ATU for €13 million notably following the termination of Istanbul Atatürk airport).

**Operating income from ordinary activities** of the segment is down by 26.5% and stands at €164 million in 2019, due to the decrease of the share of profit from operating associates and the increase in amortizations of TAV Airports for €38 million.

## Other activities

(in millions of euros)	2019	2018	2019/2018
<b>Products</b>	<b>168</b>	<b>156</b>	<b>+7.9%</b>
Hub One	152	155	-1.9%
<b>EBITDA</b>	<b>29</b>	<b>46</b>	<b>-36.1%</b>
<b>Operating income from ordinary activities</b>	<b>13</b>	<b>34</b>	<b>-58.5%</b>
<i>EBITDA / Revenue</i>	<i>17.8%</i>	<i>30.1%</i>	<i>-12.3pts</i>
<i>Operating income from ordinary activities / Revenue</i>	<i>8.4%</i>	<i>21.7%</i>	<i>-13.4pts</i>

Over 2019, **other activities segment revenue** increased by 7.9%, at €168 million, due to re-invoicing on realized surveys for the CDG Express project for €8 million (almost neutral in EBITDA).

Hub One saw its revenue decreasing by 1.9%, at €152 million.

**EBITDA of the segment** stood at €30 million, down by €17 million, notably linked to a faster pace over 2018 than over 2019 in works on the CDG express project.

The **operating income from ordinary activities** of the segment was down by €21 million and stood at €14 million.

## 8.3 2019 HIGHLIGHTS

### Change in passenger traffic over 2019

#### Group traffic

Group traffic (in million of passengers)	Group traffic @100%(Mpax)	Groupe ADP stake <sup>1</sup>	Stake- weighted traffic (Mpax) <sup>2</sup>	2019 / 2018 change <sup>3</sup>
Paris Aéroport (CDG+ORY)	108.0	@100%	108.0	+2.5%
Zagreb	3.4	@20.8%	0.7	+3.0%
Jeddah-Hajj	6.7	@5%	0.3	-7.6%
Amman	8.9	@51%	8.9 (@100%)	+5.9%
Mauritius	3.9	@10%	0.4	+0.6%
Conakry	0.6	@29%	0.2	+12.3%
Santiago de Chile	24.6	@45%	11.1	+5.7%
Madagascar	1.3	@35%	0.4	+8.4%
Antalya - TAV Airports	35.7	@23.1%	35.7 (@100%)	+12.6%
Ankara Esenboga - TAV Airports	13.7	@46.1% <sup>4</sup>	13.7 (@100%)	-18.2%
Izmir - TAV Airports	12.4	@46.1% <sup>4</sup>	12.4 (@100%)	-7.6%
Other airports- TAV Airports <sup>5</sup>	27.3	@46.1% <sup>4</sup>	27.3 (@100%)	+4.6%
<b>TOTAL GROUP (EXCL. ATATÜRK)</b>	<b>243.1</b>		<b>218.4</b>	<b>+2.3%</b>
Istanbul Atatürk - TAV Airports	16.1	@46.1% <sup>4</sup>	16.1 (@100%)	N/A
<b>TOTAL GROUP (INCL. ATATÜRK)</b>	<b>259.2</b>		<b>234.5</b>	<b>-16.7%</b>

<sup>1</sup> Direct or indirect.

<sup>2</sup> Total traffic is calculated using the following method: traffic at the airports that are fully integrated is recognized at 100%, while the traffic from the other airports is accounted for pro rata to Groupe ADP's percentage holding. Traffic in TAV Airports' airports is taken into account at 100% in accordance with TAV Airports' financial communication practices.

<sup>3</sup> Change in 2019 traffic as compared to 2018. For TAV Airports, change in traffic in 2019 vs 2018 is calculated on a comparable basis and includes traffic on Antalya Airports since January 2018.

<sup>4</sup> Share of TAV Airports detained by Groupe ADP.

<sup>5</sup> Turkey (Milas-Bodrum & Gazipaşa), Croatia (Zagreb), Saudi Arabia (Medinah), Tunisia (Monastir & Enfidha), Georgia (Tbilissi & Batumi), and Macedonia (Skopje & Ohrid).

## Paris Aéroport traffic

Over 2019, traffic at Paris Aéroport grew by +2.5% with a total of 108 million of passengers welcomed, of which 76.2 million at Paris-Charles de Gaulle (+5.4%) and 31.9 million at Paris-Orly (-3.8%). The decrease in traffic at Paris-Orly is notably due to the movement limitations induced by the closure for work of Orly's main runway (closed on July 28<sup>th</sup> reopened since December 2<sup>nd</sup>) as well as to the effects of the bankruptcy of the airline Aigle Azur, which ceased its activities as from the evening of Friday, September 6<sup>th</sup>.

Geographical breakdown is as follows:

- ◆ International traffic (excluding Europe) was up (+3.7%), due to a growth in the following destinations: North America (+7.3%), Latin America (+6.1%), the French Overseas Territories (+5.5%), Africa (+1.5%), Middle East (+1.4%), Asia-Pacific (+1.1%);
- ◆ European traffic (excluding France) was up by 2.5%;
- ◆ traffic within France was down by -0.3%.

Geographic split Paris Aéroport	2019 / 2018 change	Share of total traffic
<b>France</b>	-0.3%	15.0%
<b>Europe</b>	+2.5%	43.8%
<b>Other international</b>	+3.7%	41.3%
<i>Of which</i>		
Africa	+1.5%	11.3%
North America	+7.3%	10.9%
Latin American	+6.1%	3.1%
Middle East	+1.4%	5.2%
Asia-Pacific	+1.1%	6.4%
French Overseas Territories	+5.5%	4.4%
<b>TOTAL PARIS AÉROPORT</b>	<b>+2.5%</b>	<b>100.0%</b>

The number of connecting passengers increased by 7.4%. The connecting rate stood at 22.7%, up by 1.0 points compared to 2018. The load factor was up by 0.9 points, at 86.5%. The number of air traffic movements (716,524) was up by 0.9%.

## 2019 Groupe ADP forecasts revision

	2019 forecasts as published on 26 April 2019	2019 forecasts on 25 July 2019
<b>Group traffic</b>	<b>Traffic growth assumption for Paris Aéroport between +2.5% and +3.0% in 2019</b> compared to 2018 Traffic growth assumption <sup>5</sup> for TAV Airports excluding Istanbul Atatürk in 2019: decrease between -38% and -42%	<b>Revision</b> of the traffic growth assumption for Paris Aéroport <b>between +3.0% and +3.5% in 2019</b> compared to 2018 Traffic growth assumption <sup>5</sup> between -38% and -42% compared to 2018 (calculated with Istanbul Atatürk in 2018 and without Istanbul Atatürk in 2019) <b>(unchanged)</b>
<b>Consolidated EBITDA<sup>1,2,3,4</sup></b>	<b>Decrease between -8% and -13%</b> in 2019 compared with 2018 taking into account the Istanbul Atatürk closure <sup>3</sup> Restated consolidated EBITDA of the Istanbul Atatürk contribution in 2018 ( <i>pro forma</i> ) and in 2019: increase <b>between 1% and 5% compared with 2018</b> of which consolidated EBITDA <sup>5</sup> excluding full consolidation of TAV Airports and AIG: increase <b>between +1% and +2%</b>	Decrease between -8% and -13% in 2019 compared with 2018 taking into account the Istanbul Atatürk closure <sup>3</sup> <b>(unchanged)</b> <b>Revision</b> of the consolidated EBITDA restated of the Istanbul Atatürk contribution in 2018 ( <i>pro forma</i> ) and in 2019: increase <b>between 3% and 6% compared with 2018</b> <b>Revision</b> of the consolidated EBITDA excluding full consolidation of TAV Airports and AIG: increase <b>between +2% and +3% compared to 2018</b>
<b>Dividend for 2019</b>	<b>Maintained pay-out of 60% of NRAG 2019 <sup>6</sup></b>	<b>Unchanged</b>

<sup>1</sup> TAV Airports' EBITDA guidance for 2019, underlying Group's EBITDA guidance, is built on the assumption the following exchange rate assumptions: EUR/TRY = 6.6; EUR/USD = 1.14

<sup>2</sup> Takes into account the introduction of the mechanism charging Aéroports de Paris 6% of the costs hitherto fully covered by the airport tax, in accordance with article 179 of Law No. 2018-1317 of 28 December 2018 of finance.

<sup>3</sup> Following the Istanbul Atatürk airport end of operation on 6 April 2019 (see 8 April 2019 press release), the IFRS 5 standard "Non-current assets held for sale and discontinued operations" is applying to TAV Airports since this date. Revenue and operating expenses of TAV Istanbul for 2018 and 2019 are presented on a separate line on the income statement as "net income from discontinued activities", in accordance with the IFRS 5 standard. Therefore, consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport anymore.

<sup>4</sup> EBITDA as published by TAV Airports includes Ankara guaranteed passenger revenue (net of accretion income on the linked financial claim) and the share of equity pick-up.

<sup>5</sup> TAV traffic at 100%. As a reminder, Istanbul Atatürk airport welcomed 16mpax between 01/01/2019 and 06/04/2019 which were not taken into account in TAV Airports' traffic growth assumption concerning 2019.

<sup>6</sup> Net result attributable to the Group.

## Level of achievement of 2019 forecasts

	2018 <sup>1</sup>	2019	Change (in %)	2019 Forecasts	Level of achievement of the forecast	
<b>Traffic</b>	Traffic growth assumption for Paris Aéroport between +3.0% and +3.5% in 2019 compared to 2018	105	108	2.50%	Between +3.0% and +3.5%	not achieved
	Traffic growth assumption for TAV Airports between -38% and -42% (calculated with Istanbul Atatürk in 2018 and without Istanbul Atatürk in 2019)	155.8	89	-42.90%	Between -38% and -42%	not achieved
<b>Consolidated EBITDA</b>	Forecast of consolidated EBITDA taking into account the closure of Istanbul Atatürk Airport: decrease of between -8% and -13% in 2019 compared to 2018	€1,961M€	€1,836M <sup>2</sup>	-6.30%	between -8% and -13%	Above forecast
	Forecast of restated consolidated EBITDA of the Istanbul Atatürk contribution in 2018 (pro forma) and in 2019: increase between 3% and 6% compared with 2018	€1,680M	€1,772M	5.50%	between +3% and +6%	Achieved
	Forecast of the consolidated EBITDA excluding full consolidation of TAV Airports and AIG: increase between +2% and +3% compared to 2018	€1,359M	€1,418M	4.40%	between +2% and +3%	Above forecast

<sup>1</sup> see Notes 1.4, 2.2 & 12 of the financial statements.

<sup>2</sup> including the 2019 Q1 EBITDA of TAV Istanbul.

## Approval of the 2019 airport charges by the ISA

On 11 January 2019 (decision n°1810-D1), the Independent Supervisory Authority (ISA) decided not to approve the airport charges proposed by Aéroports de Paris, with the exception of fees for assistance to disabled passengers and passengers with reduced mobility. In accordance with the French civil aviation code, Aéroports de Paris submitted a new pricing proposal which has been approved by the ASI on 6 February 2019 (decision n°1810-D2). These charges are applicable for the 2019 - 2020 period, and increased by 1% for Paris-Charles de Gaulle and Paris-Orly airports and by 3.52% for Paris-Le Bourget airport. These came into force on 1<sup>st</sup> April 2019.

On 13 December 2019, Aéroports de Paris filled its approval file for the 2020-2021 pricing period, the last pricing period under the 2016-2020 Economic Regulation Agreement. The approval file has been declared complete on the same day by the Transport Regulation Authority (ART) which replaces the ISA as from now.

## Aéroports de Paris contributes to the CDG Express project

The infrastructure manager CDG Express ("GI CDG Express"), equally owned by Aéroports de Paris, SNCF Réseau and Caisse des Dépôts et Consignations, has signed with the French State on 11 February 2019 the concession contract for works relating to the CDG Express link project. Under this contract, GI CDG Express is responsible for financing, designing, building and maintaining the CDG Express link for 50 years. It will connect the Gare de l'Est (Paris-East station) to Paris-Charles de

Gaulle Airport in 20 minutes. Aéroports de Paris will be committed to finance the project through equity contribution of €134 million and a non-renewable repayable advance of up to €150 million.

## 2021-2025 Economic Regulation Agreement - Availability of the public Consultation Document

Aéroports de Paris has published, the 2 April 2019, the document which presents its detailed proposals for the development of Parisian platforms for the next Economic Regulation Agreement, which will cover the 2021-2025 period.

As a reminder, the Economic Regulation Agreement, concluded with the State, constitutes the predictive regulatory framework for Parisian airports. It sets for a five-year period the pricing evolution of airport charges by taking into account forecasts in costs, revenues, investments as well as expected quality service level.

This document reflects Aéroports de Paris' ambition for the development of Parisian platforms. The conviction that the investments quality it realizes for the benefit of passengers, airlines and partners bases Parisian platforms competitiveness. Consequently, the proposed investment plan represents a new step, both in terms of amounts and development horizons. It will not only cover the needs of the 2021-2025 period but also launch structuring operations in favor of the long-term development of the three Parisian platforms.

For this, Aéroports de Paris proposes to carry out an investment plan on the regulated scope of €6 billion over the 2021-2025 period (as a reminder, the Economic Regulation Agreement for the 2016-2020 period retained an investment plan of €3 billion).

08



## Takeover of Société de Distribution Aéroportuaire and Relay@ADP

Société de Distribution Aéroportuaire and Relay@ADP were jointly controlled until April 2019 by Aéroports de Paris and Lagardère.

Following a statutory change of these society giving to Aéroports de Paris the final decision in case of deadlock between the two joint shareholders of the two entities, Aéroports de Paris decided took control of them for a better command of the production tool over all the value chain. The holding percentage by Aéroports de Paris in these entities (of 50%) has not been changed, but Aéroports de Paris now has a call option which could be use in case of disagreement.

Since April 2019, Aéroports de Paris consequently hold the exclusive control of Société de Distribution Aéroportuaire and Relay@ADP.

## Provisions related to Aéroports de Paris in the PACTE law

The law n°2019-486 of 22 May 2019 concerning business growth and transformation ("PACTE law") was promulgated on 23 May 2019 and was published in the French Official Journal the same day. The provisions stipulated in the articles 130 to 136 of the PACTE law concern Aéroports de Paris only.

This law authorizes the State to transfer the majority of the capital of Aéroports de Paris from the public to the private sector. As of the transfer date, conditions of exercise of Aéroports de Paris activity in Île-de-France will be modified. To that extent, the ADP right to operate the Parisian airports will be limited to 70 years as of the transfer date, after which the State will acquire the full ownership of the land and infrastructures in Île-de-France.

As a compensation, the law stipulates the payment, by the State to Aéroports de Paris, of a two component compensation – a first component which should be paid at the time of the transfer of the majority of ADP's capital to the private sector a second one paid at the end of the Parisian airports operations by Aéroports de Paris.

The law legislatively consecrates the regulation model applicable to Aéroports de Paris. Thus, the law confirms the principle of fair return on capital employed estimated on the weighted average cost of capital (WACC), the rule of the intangibility of Aéroports de Paris' WACC under an given Economic Regulation Agreement, the WACC calculation method which is estimated in accordance to the capital asset pricing model, the financial markets available data and parameters taken into account from peers, and lastly the use of French accounting standards for the regulation.

Furthermore, the PACTE law provisions grants powers hitherto exercised by the Independent Supervisory Authority (ASI) to the Rail and Road Activities Regulation Authority (ARAFER), which on this occasion became the Transport Regulation Authority (ART). It is therefore to the ART that the pricing proposition of Aéroports de Paris for the 2020-2021 period has been addressed for approval and it is also now the ART which is charged to release its assent to the next Economic Regulation Agreement which will cover the 2021-2025 period.

These provisions related to the sector regulation came into effect on 24 May 2019, as well as the provisions related to the framework of the potential call for tenders for the allocation of capital securities, as well as the principle and terms of payment of the first part of the compensation paid by the State to Aéroports de Paris in the event of privatization.

For the rest, the provisions will be implemented at the transfer date of the majority of Aéroport de Paris capital to the private sector, if applicable. It concerns, notably, the 70 years limitation of Aéroport de Paris' operation rights, Aéroport de Paris' new specifications content reinforcing the operational control of the State, the provisions concerning Aéroport de Paris adjusted till, or the setting of the airport fees tariffs by the Stat in the absence of economic regulation agreement.

Several texts have been enacted in the application of the PACTE Law, notably ordinance n°2019-761 of the 24 July 2019 related to the airport charges fees and the decree n°2019-1016 of the 3 October 2019 related to airport charges and modifying the French civil aviation code. These texts notably provides for the ART to be addressed by the State during the Economic Regulation Agreement elaboration process to release a simple opinion over the WACC level.

## The constitutional Council decision relative to the RIP

In accordance with the process of Shared Initiative Referendum (RIP) provided for in article 11 of the Constitution, the Constitutional Council ruled on the admissibility of the law proposal composed by an unique article given that: "The management, the operation and the development of Paris-Charles de Gaulle, Paris-Orly and Paris- Le Bourget airports, have the characteristics of a national public service regarding the ninth paragraph of the Constitution preamble of October 27<sup>th</sup> 1946".

In its decision n°2019-1 RIP of May 9<sup>th</sup> 2019, the Constitutional Council has considered the proposed law to be compliant with the conditions set to launch the process prone to result in the organization of a referendum. Since 13 June 2019, citizens registered on electoral lists may support the organization of a referendum over the proposed law.

The referendum will only be organized if two cumulative conditions are met. First, the referendum law proposal must collect the support of 10% of the registered voters on electoral lists, being 4,717,396, within nine months from the opening of the support period, which started on the 13 June 2019. Secondly, the referendum would only be organized if the referendum law proposal is not examined at least once by the National Assembly or the Senate in a period of six months from the Official Journal publication of the French Republic regarding the decision of the Constitutional Council validating the support given by the voters to the law proposal.

## Composition of the Board of Directors of Aéroports de Paris

The composition of the Board of Directors of Aéroports de Paris as of 31 December 2019 is the following:

### Director representing the government appointed by decree as of 20 May 2019

Mrs Isabelle BUI

### Directors proposed by the government and appointed by Shareholders' Meeting of 11 May 2017 and 20 May 2019

Mrs Geneviève CHAUX DEBRY

Mrs Fanny LETIER

Mr Michel MASSONI

Mr Christophe MIRMAND

Mrs Perrine VIDALENCHE

## Directors appointed by Shareholders' Meeting of 20 May 2019 or coopted by the Board of Directors

Mr Augustin de ROMANET

Mr Jacques GOUNON

Mrs Jabine van der MEIJS

Mr Dick BENSCHOP

Company VINCI (Represented by M. Xavier HUILLARD)

Company PREDICA (Represented by Mme Françoise DEBRUS)

## Directors representing employees elected on 22 May 2019 over the list supported by

Mr Fayçal DEKKICHE (CFE/CGC)

Mrs Brigitte BLANC (CGT)

Mrs Nancy DUNANT (CFE/CGC)

Mr Frédéric Gillet (CFDT)

Mr Jean-Paul JOUVENT (UNSA/SAPAP)

Mr Joël VIDY (CGT)

## Non-voting Board members

Mr Patrick GANDIL

Mr Marc BOREL

Mrs Béatrice Julien de LAVERGNE

Mr Pascal PAPAUX

## Non-voting members appointed by Shareholders' Meeting of 20 May 2019

Mrs Anne HIDALGO

Mrs Christine JANODET

Mrs Valérie PÉCRESE

Mr Patrick RENAUD

## Dividend voted by the Annual Meeting of Shareholders for 2018

The Annual General Meeting of Shareholders held on 20 May 2019 voted to pay a dividend of €3.70 per share for financial year 2018, with an ex-dividend date of 17 June 2019. Given the interim payment (€0.70) made on 10 December 2019, the balance of the dividend (€3.00) was paid on 11 June 2019. This dividend corresponds to a payout ratio of 60% of the net result attributable to the group for 2018 accounting period, and is unchanged since that of 2013 accounting period.

## 2019 Interim dividend voted by the General Meeting of Shareholders

The Board of Directors of Aéroports de Paris decided in 2015 to implement a numeral interim dividend until the 2020 accounting period ending on 31 December 2020. Concerning the 2019 accounting period, the interim dividend stood around €69.28 million, i.e. an amount of €0.70 per share. The detachment of the coupon occurred on 6 December 2019 and the payment of the interim dividend concerning 2019 occurred on 10 December 2019.

## Appointment within Aéroports de Paris SA

On 20 May 2019, Augustin de Romanet, Chairman and CEO of Aéroports de Paris proceeded to the appointment of M. Thierry de Séverac as Director of Engineering and Development of Groupe ADP, member of the Executive Committee. HE took office on 8 July.

Born in 1965, Thierry de Séverac is graduated of the Ecole Centrale of Paris in 1988.

He began his career within the Compagnie Générale des Eaux group in the development and management of concession / PPP projects in France and Europe in the building, infrastructure and telecommunications sectors.

He joined the Bouygues group in 2004, first in London and then in France, where he took over the management of Linkcity in the Center and South-West regions. He joined Bouygues Bâtiment Ile-de-France in 2013 as Director of Engineering and Development of Habitat Social and became Director of Engineering Bouygues Building Ile-de-France in 2017 and Bouygues Bâtiment France Europe in 2018.

## Augustin de Romanet reappointment as Chairman and Chief Executive Officer

On May 29<sup>th</sup>, Augustin de Romanet, Chairman was appointed Chairman and Chief Executive Officer of Aéroports de Paris SA-Groupe ADP, by a decree of the President of the French Republic.

Augustin de Romanet had been reappointed as Board member by the General Meeting of Shareholders on May 20<sup>th</sup> and the meeting of the Board of Directors on May 20<sup>th</sup> President of the French Republic to reappoint him as Chairman and Chief Executive Officer of the society.

Following the hearing of Mr. de Romanet, on May 22<sup>nd</sup>, by the Sustainable development and Territorial planning committees of the National Assembly and the Senate, in accordance with article 13 of the French Constitution, each of the committee approved the appointment proposal made by the President of the French republic to reappoint Mr. de Romanet as Head of Aéroports de Paris SA-Groupe ADP.

08

## €800 million 15-year new bond issue

On 11 June 2019, Aéroports de Paris launched a fifteen-year bond issue for a total amount of €800 million with the following characteristics:

- ◇ format: fixed rate;
- ◇ redemption: in fine;
- ◇ annual rate: 1.125%;
- ◇ re-offer spread: 63 bp over mid swap;
- ◇ re-offer yield: 1.231%;
- ◇ payment date: 18 June 2019;
- ◇ maturity date: 18 June 2034.

Aéroports de Paris is rated A+ (stable outlook) by Standard and Poor's.

## Entry into exclusive negotiation with the Bolivian authorities to develop the Santa Cruz International Airport

Aéroports de Paris and the Government of the Plurinational State of Bolivia have signed on September 30<sup>th</sup> 2019 a Memorandum of Understanding (MoU) to start exclusive negotiation of a strategic alliance contract for operation and development, over a 30-year period, of the Viru Viru Santa Cruz de la Sierra International Airport, the country's largest airport with 2.9 million passengers welcomed in 2018.

## Discussions by TAV Airports for the acquisition of Almaty International Airport in Kazakhstan

The consortium formed by TAV Airports (of which Groupe ADP owns 46.12% of the capital) and VPE Capital, has started discussions with the owner of Almaty International Airport in Kazakhstan regarding the potential acquisition of this asset, which may be achieved in the upcoming weeks / months.

## Groupe ADP gets a new organization to optimize its performance and expansion and makes new appointments

To keep on and enhance its value creation strategy, Groupe ADP implements a new integrated organization for the entire group, with the creation of two new departments, the identification of ten business lines and a strengthening of the operational links between Groupe ADP and TAV Airports.

Groupe ADP wishes to continue the expansion of the Parisian Airports and to seize new international opportunities to build a sustainable global airport leader. Its ambition is that International activities will contribute between 35% and 40% to the group's EBIT by 2025 (vs 27.4% in 2018). In the same time, TAV Airports aims to keep to expand its activities both in Turkey and in other countries.

It implies for Groupe ADP to boost development while ensuring its financial strength. This strategy is based on an industrial vision and involves a better integration of TAV Airports and Airport International Group into the group, in order to foster operational synergies, optimize resources and create maneuvering margins to continue the development of the entire group.

With this in mind, Groupe ADP adapts its organization with four components:

- ◆ the setting up of a global Development Department, which will gather all the prospection teams dedicated of the group. This department will be in charge of all the development projects, including non-airport developments and those of service subsidiaries (BTA, specialized in catering; ATU focused in duty free retail, etc.);
- ◆ the setting up of a global Operations Department, whose competencies will be extended at international level. It will be notably in charge of the animation of managers of airports platforms in France and abroad;
- ◆ the setting up of 10 "group" sectors business lines each one around skills family systematically taking into account the expertise related

to innovation and sustainable development. These business lines will operate in a matrix mode with hierarchical connections, but also functional ones. They will therefore contribute to the group's synergies development;

- ◆ and finally, the setting up of a new coordination body focused on development and performance. Groupe ADP and TAV Airports' executive committees remain unchanged, and a new "Development and Performance Committee" is created, gathering 8 members belonging of both companies.

Augustin de Romanet, Chairman and CEO of Aéroports de Paris SA - Groupe ADP, made the appointments of the two managers of the departments thus created:

Starting the 2 January 2020:

- ◆ Fernando ECHEGARAY is appointed Deputy Executive Officer, in charge of Operations Groupe ADP, member of the Executive Committee. He joined Groupe ADP in June 2017 and held previously the job of CEO of ADP International;
- ◆ Xavier HÜRSTEL is appointed Deputy Executive Officer of Groupe ADP, in charge to coordinate the development operations of Groupe ADP, member of the Executive Committee.

## Groupe ADP welcomes the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport

TAV Istanbul had the right to operate, in application of a contract of lease signed with the National Airports Authority ("DHMI"), the national and international airport of Atatürk, the car park and the general aviation terminal for 15 and a half years, from 03/07/2005 at 00:01 to 02/01/2021 at 24:00 hours. Following a decision by the Turkish authorities, all commercial flights were transferred to the new Istanbul airport from 6 April 2019 at 02:00 am.

By official letter sent to TAV Airports by the DHMI, the DHMI had declared that it would compensate to TAV Airports the loss of profit that could result from the opening of the New Istanbul Airport before the end of the contract on 3 January 2021 and that independent accounting firms may be consulted on the calculation of the total amount of profit losses. After many months of exchanges on the calculation of this compensation and joint expert opinions by international accounting firms, a proposal of compensation of an amount of €389 million was made and agreed by TAV Airports. This receivable being paid in part in 2020 and for the remaining in 2021, a receivable has been recognized for the discounted amount of the compensation, *i.e.* €385 million. This income is offset by the removal of operating rights and other assets of TAV Istanbul which were included in the assets side of the consolidated balance sheet, the balance corresponding to an income net of taxes and before elimination of non-controlling interests of €31 million.

The global impact on the result presented on the line "Net result from discontinued activities" stands at €55 million and includes the net income from the activity of TAV Istanbul until 6 April 2019 as well as the income net of taxes realized under the early closure of the activity. The effect on the net result attributable to the group due to the discontinued activities stands at €26 million.

## EQUITY AND CASH FLOWS <sup>AFR</sup>

9.1	SHAREHOLDER EQUITY	109	9.3	FINANCIAL RISK MANAGEMENT	111
9.2	CASH FLOW	109	9.4	GROUP COMMITMENTS	111

### 9.1 SHAREHOLDER EQUITY

Group shareholders' equity was €5,032 million at 31 December 2019 compared with €4,850 million at 31 December 2018.

### 9.2 CASH FLOW

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
Cash flows from operating activities	1,553	1,551
Cash flows from investing activities	(1,148)	(1,636)
Cash flows from financing activities	(489)	227
Impact of currency fluctuations	2	3
<b>Change in cash flow</b>	<b>(81)</b>	<b>145</b>
Cash at opening	2,055	1,910
Cash at closing	1,973	2,055

<sup>1</sup> Restated figures as described in notes 2.2 & 12 of the 2019 consolidated financial statements.

## Cash flow from operating activities

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Operating income	1,081	1,121
Other non-cash income and expenses	619	519
Net financial income other than cost of debt	(53)	(64)
<b>Operating cash flow before change in working capital and tax</b>	<b>1,647</b>	<b>1,576</b>
<b>Change in working capital</b>	<b>145</b>	<b>(44)</b>
Tax expenses	(321)	(215)
Impact of discontinued activities	82	234
<b>Cash flows from operating activities</b>	<b>1,553</b>	<b>1,551</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12 of the 2019 consolidated financial statements.

## Cash flow from investing activities

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Purchase of tangible assets, intangible assets and investment property	(1,203)	(1,077)
Change in debt and advances on asset acquisitions	1	50
Acquisitions of subsidiaries and investments (net of cash acquired)	(35)	(630)
Proceeds from sale of subsidiaries (net of cash sold) and investments	-	1
Change in other financial assets	(102)	(20)
Proceeds from sale of property, plant and equipment	19	2
Dividends received	173	39
Impact of discontinued activities		(1)
<b>Cash flows from investing activities</b>	<b>(1,147)</b>	<b>(1,636)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12 of the 2019 consolidated financial statements.

2019 was marked by investments made in terms of tangible and intangible assets for €1,203 million for the Groupe ADP (€1,077 million in 2018). The main 2019 investments are described in chapter 4 of the present document.

## Cash flow from financing activities

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Capital grants received in the period	4	3
Dividends paid to shareholders of the parent company	(366)	(342)
Dividends paid to non controlling interests in the subsidiaries	(79)	(65)
Proceeds from long-term debt	877	1,064
Repayment of long-term debt	(749)	(254)
Repayments of lease debts and related financial charges	(10)	-
Change in other financial liabilities	(2)	66
Interest paid	(209)	(179)
Interest received	43	17
Impact of discontinued activities	2	(83)
<b>Cash flow from financing activities</b>	<b>(489)</b>	<b>227</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12 of the 2019 consolidated financial statements.

Cash was down by €81 million in 2019 compared to 2018 and thus stood at €1,973 million (vs €2,055 million in 2018).

Cash flow from operating activities stood at €1,553 million, up by €2 million compared to 2018.



Cash flow from investing activities decreased strongly by €489 million compared to 2018, and stood at -€1,147 million, due mainly to a significant increase in 2018 of financial investments and acquisition of subsidiaries and participation.

Cash flow from financing activities stood at €-489 million (vs -€227 million in 2017) resulting mainly from the cashing linked to long-term bond.

Net debt breaks down as follows:

<i>(in millions of euros)</i>	2019	2018
Financial debt	7,371	7,066
Derivative financial instruments (liabilities)	68	63
Debt related to the minority put option	36	91
<b>Gross financial debt</b>	<b>7,475</b>	<b>7,220</b>
Derivative financial instruments (assets)	(15)	(21)
Receivables and current accounts from associates	(138)	(117)
Cash and cash equivalents	(1,982)	(2,056)
Restricted bank balances <sup>1</sup>	(86)	(84)
<b>Net financial debt</b>	<b>5,254</b>	<b>4,942</b>
<i>Net financial debt / EBITDA</i>	<i>2.96</i>	<i>2.94</i>
<i>Net financial debt / equity (gearing)</i>	<i>87%</i>	<i>85%</i>

The net debt/equity ratio stood at 87% as at 31 December 2019 compared to 85% at end of 2018.

See also Note 9 to the consolidated financial statements presented in Chapter 18.1.

On June 2019, Aéroports de Paris launched a 15-year bond issue for a total amount of €800 million with the following characteristics:

◇ format: fixed rate;

◇ redemption: in fine;

◇ annual rate: 1.125%;

◇ re-offer spread: 63 bp over mid swap;

◇ re-offer yield: 1.231%;

◇ payment date: 18 June 2019;

◇ maturity date: 18 June 2034.

## 9.3 FINANCIAL RISK MANAGEMENT

09

See Chapter 3.4 and in the Note 9 in the notes to the consolidated financial statements presented in Chapter 18.1.

## 9.4 GROUP COMMITMENTS

### Investment commitments

The only investments covered by firm commitments by Aéroports de Paris are those described in the Economic Regulation Agreement (ERA) (see Section 4.2.3 "Aéroports de Paris projected investment programme within the regulated scope between 2016 and 2020" of this Universal Registration Document), as well as the payment of the second tranche of the transaction relating to the acquisition of a 49% equity stake in the company GMR Airports (see Section 10.1 "Groupe ADP performs the first step to acquire a 49% stake in GMR Airports, Indian airport operator").

### Off-balance sheet commitments

See Note 15 to the consolidated financial statements presented in Chapter 18.

### Employee benefit obligation

See Note 5 to the consolidated financial statements presented in Chapter 18.



10

# INFORMATION CONCERNING TRENDS

10.1 RECENT EVENTS

112

10.2 FORECASTS

115

## 10.1 RECENT EVENTS

### Approval of the 2020 airport fees

In December 2019, Aéroports de Paris filled its request for the approval of the 2020-2021 airport fees pricing period, which is the last pricing period under the 2016-2020 Economic Regulation Agreement. The request for approval has been declared complete on the same day by the Transport Regulation Authority (ART) which now replaces the ISA (Independent Supervisory Authority) as from now.

Aéroports de Paris submitted to the ART's approval the yearly pricing evolution of the following fees:

- ◆ +1.595% for Paris-Charles de Gaulle and Paris-Orly airports;
- ◆ +2.02% for Paris-Le Bourget airport.

By decree n°2020-001 of 9 January 2020, the ART has approved the airport fees pricing applicable to Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports as of 1<sup>st</sup> April 2020, subject to modification in the cap of the price discount on the fee per passenger for its base on Origin/Destination passengers from €3.29 million to 5.29 million.

### January 2020 traffic figures

In January 2020, Paris Aéroport's traffic increases by 1.2% compared to January 2019, with 7.8 million passengers welcomed, of which 5.5 million at Paris-Charles de Gaulle (+2.9%) and 2.3 million at Paris-Orly (-2.4%).

Passenger traffic at TAV Airports, 46.1%-owned by Groupe ADP, decreases by 53.9% in January 2020. As a reminder, Istanbul Atatürk commercial flights were transferred to the new Istanbul Airport as of 6 April 2019<sup>1</sup>. Excluding Istanbul Atatürk, TAV Airport traffic decreases by 2.1%.

Passenger traffic at Santiago, 45%-owned by Groupe ADP, decreases by 2.0% in January 2020.

Passenger traffic at Amman Airport, 51%-owned by Groupe ADP, increases by 3% to 0.7 million passengers in January 2020.

<sup>1</sup> See press release of 8 April 2019. Istanbul Atatürk's traffic is taken into account until 6 April 2019, date on which Istanbul Atatürk commercial flights were transferred to the new Istanbul airport.

## Groupe ADP performs the first step to acquire a 49% stake in GMR Airports, Indian airport operator

Groupe ADP announced on 26 February 2020 that it has realized the first step of the operation started by the signing, on 20 February 2020, of the agreement regarding the acquisition, under certain conditions, of a 49% stake in GMR Airports. The acquisition price for the 49% share was settled at approximately 107.8 billion INR<sup>1</sup>, of which 52.48 billion INR<sup>2</sup> paid for the purchase of the 24.99% interest on 26 February.

Groupe ADP now holds 24.99% of GMR Airports, joins therefore the Board of Directors of this company and has highly extended governance rights from today.

As a reminder, the operation has to be performed in two phases: a first phase for the acquisition of a 24.99% stake, and a second phase, subject to certain regulatory conditions, for 24.01%, which should occur in the upcoming months.

Once the second phase complete, GMR Airports will be jointly owned with GMR Infrastructure Limited ("GIL"), the listed entity of GMR Group, which will keep a 51% stake and retain control over the company.

## Groupe ADP takes note of the ART's opinion on the WACC and does not share its assumptions nor its conclusions

Groupe ADP takes note of the opinion on the Weighted Average Cost of Capital (WACC) published by the Transports Regulation Authority (Autorité de Régulation des Transports – ART) on 27 February 2020 as part of the preparation of the upcoming Economic Regulation Agreement (ERA) for the 2021-2025 period. This opinion holds a WACC range for the regulated scope between 2% and 4.1%, below the WACC assumption of 5.6% figuring in the ERA's public consultation document, published on 2 April 2019.

Groupe ADP shares neither the method nor the assumptions nor the conclusions held by the ART in its assessment of the WACC and considers as sound the model and assumptions of the public consultation document which is based on market financial data and comparable firms. Groupe ADP reserves the possibility to assert its positions by all means.

The ART states that this opinion "is merely an insight by the Authority given on the basis of existing data at this stage of the process and which could not prejudice of the WACC which will ultimately be retained during the ERA project analysis" (see the ART's opinion, section 19).

Groupe ADP is confident in its capacity to preserve the group's long term profitability and the industrial strategy, which are essential for its customers, its employees and the development of the territories and the employment.

## February 2020 traffic figures

Groupe ADP's total traffic in February 2020<sup>3</sup> was down very slightly by 0.9% compared to February 2019, with 19.5 million passengers across the entire network of airports managed. The traffic at Paris Aéroport was up 0.3%, with 7.3 million passengers, of which 5.1 million at Paris-Charles de Gaulle (-0.1%) and 2.2 million at Paris-Orly (+1.3%).

It should be noted that, at Paris Aéroport, traffic with continental China and with the United States was down -71.4% and up +9.3%, respectively, in February 2020. In addition, since the start of the year, the two countries have accounted for 1.4% and 6.9%, respectively, of the total traffic at Paris Aéroport.

Groupe ADP traffic has been stable since the start of this leap year with a total of 31.9 million passengers over the first two months of the year. Traffic at Paris Aéroport was up by 0.8% for a total of 15.2 million passengers. The number of connecting passengers was down by 1.3%. The rate of connecting flights was 24.9%, down 0.3 percentage points. The traffic at TAV Airports, where Groupe ADP holds 46.1% of the capital, was down by 55% over the month of February 2020 compared to February 2019 and down by 54.4% since the beginning of the year. Note that commercial flights at Istanbul Atatürk were transferred to the new Istanbul airport as of 6 April 2019<sup>3</sup>. Excluding Istanbul Atatürk, traffic at TAV Airports has fallen by 3.0% since the start of the year<sup>3</sup>. The traffic at Santiago de Chile, in which Groupe ADP holds 45% of the capital, was up by 3.6% over February 2020 and up 0.9% since the start of the year. The traffic at Amman, in which Groupe ADP hold 51% of the capital, was down by 0.8% over February 2020 and up by 1.7% since the start of the year.

As announced on 16 March 2020, it is duly noted that between 1 and 14 March 2020<sup>4</sup>, the estimated drop in passenger numbers and in the number of aircraft movements accelerated at the Paris airports, with a change estimated at -29% and -10%, respectively.

<sup>1</sup> i.e. €1,360 million with a theoretical average exchange rate of EUR/INR = 79.35.

<sup>2</sup> i.e. €677.5 million with an exchange rate of EUR/INR = 77.46.

<sup>3</sup> Group traffic @100% without the traffic at Istanbul Atatürk airport in 2019. For information, taking into account the traffic at Istanbul Atatürk airport in 2019, The Group's traffic at 100% was down by 34% in February 2020 and by 23.6% over the first two months of the year.

<sup>4</sup> Sources: TARMAC from 1 to 10 March 2020, SARIA from 11 to 14 March 2020.

## Coronavirus: Groupe ADP engages an operational and financial optimization plan

Groupe ADP traffic<sup>1</sup> is, since the beginning of this leap year, stable with a total of 31.9 million of passengers on the first two months of the year (compared to the first two months of 2019). Paris Aéroport traffic is for its part up by 0.8% on this period with a total of 15.2 million passengers. At the end of February, the impact of the CoVid 19 outbreak on traffic thus remained limited but was amplifying in Paris and on certain platforms abroad. Between the 1<sup>st</sup> and the 14<sup>th</sup> of March<sup>2</sup>, the estimated drop in passenger traffic and aircraft movements has accelerated on Parisian platforms with an estimated evolution of -29% and -10% respectively.

Since 14 March 2020, European or foreign authorities' decisions, notably regarding the closing of some destination, have a strong impact on the situation of airport platforms. Moreover, the decision of a moratorium on airports slots, taken by European authorities, should lead airlines to not operate some flights anymore without losing their slots, thus speeding up the drop in traffic. That is the way traffic in Paris decreased by 43.7% since March 14<sup>th</sup><sup>3</sup>. A traffic volume representing 10 to 15% of the traffic volume of 2019 is expected in the upcoming weeks.

This decrease comes at the end of the winter season. Hence, it is difficult to project this decrease on the summer season which begins next April. The global impact on 2020 will depend both on the duration of the viral episode and its consequences on the economy in general and on air transport in particular. It will also depend on the rate of progress on which the activity will recover after this episode.

**To the date of filling of this Universal Registration Document, 2020 traffic assumptions<sup>4</sup> of Groupe ADP are not relevant anymore. Groupe ADP considers that it will not be possible to reach the 2020 EBITDA forecasts<sup>4</sup> nor the 2016-2020's financial targets of the Connect 2020 plan (traffic, EBITDA, regulated ROCE).**

Given the aforementioned uncertainties and the evolving nature of the ongoing situation, Groupe ADP will communicate later on adjusted forecasts and will do, in any case, a progress report on or before the 2020 first quarter revenue release.

A sensitivity analysis on the group's EBITDA has however been conducted. The assumptions of this sensitivity analysis are the following: (i) drop in traffic in Paris of 25%<sup>5</sup> on all destinations between the months of March and June; (ii) decline in traffic on the other AIG and TAV platforms of 25% between the months of March and July. Given past events, the traffic recovery length assumption would be of 3 months.

On the basis of these assumptions, the loss in Groupe ADP's EBITDA in absolute terms would be approximately of 190 M€. This includes a decrease in revenue of the Parisian scope of 300 M€ for its aviation and retail activities. According to these assumptions, the EBITDA margin rate<sup>6</sup> of Groupe ADP would remain stable overall or be down very slightly. Should the decrease in traffic amplify, this margin rate would deteriorate given the rigidity of some operating costs.

Consistently with the sensitivity analyses already conducted and with the traffic decrease assumptions in Paris and on other platforms managed by Airport International Group and TAV Airports around 65% on average on

all destinations between the months of March and July, the loss in Groupe ADP's EBITDA in absolute terms would be approximately of 800 M€. This includes a decrease in revenue of the Parisian scope of 1 bn€ for its aviation and retail activities. According to these assumptions, the EBITDA margin rate<sup>5</sup> of Groupe ADP would be severely degraded.

It is reminded that this sensitivity analysis does not constitute a forecast nor a target. Furthermore, all estimates and prospective data contained in the present release may prove inexact and are, either way, subject to risks, particularly those mentioned here-above.

Groupe ADP engages an important operational and financial optimization plan. This plan notably aims to reduce costs endured by Groupe ADP but also to take into account the situation of its airlines customers and its providers.

This plan firstly takes the form of infrastructure closures for commercial traffic on our Parisian and international platforms which should occur within the next few days. The aim would indeed be to concentrate the activity in some terminals to reduce Groupe ADP and airlines operating expenses. For Paris-Charles de Gaulle, the first closures (from 23 March 2020) concerns some boarding areas of the Hub's perimeter (notably hall M of terminal 2E and terminal 2G) and terminal 3. For Paris-Orly, the first closure has been of Orly 2. It will be followed by the closure of Orly 1 (as of 23 March 2020) then Orly 4 and a progressive concentration of traffic at Orly 3. For the international platforms of Groupe ADP, the airports of Amman in Jordan, Mauritius, Ohrid in Macedonia, Riga in Latvia and Batumi in Georgia are currently totally closed and open only to cargo and repatriation flights. Operations with a much decreased traffic is expected for the group's airports in Chile, Tunisia, Saudi Arabia and Madagascar. The group's airports in Turkey, India and Philippines remain open at this stage. Infrastructure optimization are considered to accompany the decline in traffic. Other closures in Paris and abroad are today under review and may be effective depending on the evolution in traffic.

Within this context, Groupe ADP engages in an **important savings** plan with the aim of reducing current operating expenses for 2020 by 270 M€, of which 125 M€ for Aéroports de Paris excluding additional savings linked to the resort to partial activity. Only the expenses linked to the proper running of the company, guaranteeing the safety and security of operations and those of its airlines and passenger customers will be engaged. Moreover, Aéroports de Paris presented on 19 March 2020 to consultation by its Social and Economic Committee (CSE) a project of resort to the partial activity of its employees. It is expected that this project, applying to 80 % of Aéroports de Paris' employees, will be effective from March 23<sup>th</sup> after finalization of the necessary formalities. The expected decrease in expenses linked to the measure is valued between 20 and 25 M€ a month.

Lastly, in compliance with applicable regulation, this plan will include **support measures** in favor of airlines and group's counterparties particularly affected by the effects of the outbreak. Thus, Groupe ADP suspends, as of today, the parking fees for aircrafts immobilized on the Parisian platforms because of the crisis. The rental and leasing expenses

<sup>1</sup> Group traffic @100% without taking into account the traffic from Istanbul Atatürk airport in 2019. For information, taking into account the traffic from Istanbul Atatürk airport in 2019, group traffic at 100% is down by 23.6%.

<sup>2</sup> Sources: TARMAC from 1<sup>st</sup> to 10 March 2020, SARIA from 11 to 14 March 2020.

<sup>3</sup> Sources: TARMAC from 1<sup>st</sup> to 17 March 2020, SARIA from 18 to 22 March 2020.

<sup>4</sup> See the 2019 full year results financial release published on 10 February 2020.

<sup>5</sup> On a period going from 1<sup>st</sup> to 10 of March 2020, the evolution compared to 2019 is a drop of -24.9 % (source : TARMAC).

<sup>6</sup> EBITDA margin = EBITDA / Revenue. As a reminder, this margin was 37.7% in 2019 (see the 2019 full year results press release published on 10 February 2019).

for premises located in the closed terminals will not be due for the closure period of these terminals. In the extent of its possibilities and taking into account its own treasury situation, Groupe ADP will take into consideration the difficulties endured by its customers affected by the effects of the outbreak to adapt the payment conditions applicable to them.

Groupe ADP disposes of a sufficient treasury<sup>1</sup> to face its current operating needs and strive to reconstitute its available treasury to face its non-current financial commitments and this exceptional situation.

## 10.2 FORECASTS

### Dividend distribution

The Board of Directors approved on 10 February 2020, the social and consolidated financial statements for the year ended 31 December 2019. During this meeting, it decided to propose to the vote of the next Annual Shareholders General Meeting, to be held on 12 May 2020, the payment of a dividend of €3.70 per share for 2019. It is specified that an interim

dividend of €0.7 per share has been paid out on 10 December 2019. Subject to the approval of the Annual General Meeting, the ex-dividend date would be on 10 June 2019, and payment would be made on 8 June 2020. This dividend corresponds to a payout ratio of 60% of the 2019 net income attributable to the group.

<sup>1</sup> For more details, see chapter 3 - Risk factors - section 3.2 - risk 1.D.





11

## PROFIT FORECASTS

11.1 2016-2020 PERIOD GUIDANCES

116

11.2 2020 GROUP FORECASTS

118

### 11.1 2016-2020 PERIOD GUIDANCES

At the end of February 2020, the impact of the coronavirus epidemic (CoVid 19) on traffic was moderate, but was increasing in Paris and on some of the Group's platforms abroad<sup>1</sup>. Between 1 March and 14 March<sup>2</sup>, the estimated drop in passenger traffic and in the number of aircraft movements accelerated in the Paris airports, with a change estimated at -29% and -10%, respectively.

Since 14 March 2020, decisions by European or foreign authorities, in particular concerning the possible closure of certain traffic segments, have had a strong impact on airports. In addition, the decision by European authorities to impose a moratorium on take-off and landing slots should lead to airlines no longer operating certain flights without losing their slots, thereby accelerating the drop in traffic.

This has led to a 43.7% reduction in traffic in Paris since 14 March<sup>3</sup>. A traffic volume corresponding to 10% to 15% of the 2019 volume is expected in the coming weeks.

This drop is taking place at the end of the winter season. It is therefore difficult to project it over the summer season, which starts in April. The overall impact on 2020 will depend both on the duration of the viral episode and its consequences on the economy in general and on air transport in particular. It will also depend on the speed with which the activity returns to normal afterwards. In this respect, the President of the French Republic indicated in a speech on 16 March 2020 that, as of 17 March 2020, the entry borders to the European Union and the Schengen zone will be closed and that, therefore, all travel between non-European countries and the European Union will be suspended for a period of thirty days (i.e. until 16 April 2020). However, certain movements of French citizens located abroad to return to France would be permitted. The share of international traffic (i.e. outside metropolitan France, the European Union, the European Economic Area and the French Overseas Departments and Territories) in Paris Aéroports' total traffic, represented approximately 40% of traffic in 2019. In addition, the decision studied by European authorities to impose a moratorium on take-off and landing slots should lead to airlines no longer operating certain flights without losing their slots, thereby accelerating the drop in traffic.

<sup>1</sup> For more information, see Chapter 10 - Information on trends - Section 10.1.

<sup>2</sup> Sources: TARMAC from 1 to 10 March 2020, SARIA from 11 to 14 March 2020.

<sup>3</sup> Sources: TARMAC from 1 to 17 March 2020, SARIA from 18 to 22 March 2020.

ADMINISTRATION  
AND EXECUTIVE  
MANAGEMENT  
BODIESCOMPENSATION  
AND BENEFITS  
OF CORPORATE  
OFFICERSFUNCTIONING OF THE  
BOARD OF DIRECTORS  
AND MANAGEMENT  
BODIESSOCIAL,  
ENVIRONMENTAL  
AND SOCIETAL  
RESPONSIBILITY  
INFORMATIONMAIN  
SHAREHOLDERSOPERATIONS  
WITH RELATED  
PARTIESFINANCIAL INFORMATION  
ON THE ASSETS, FINANCIAL  
POSITION AND CONSOLIDATED  
FINANCIAL STATEMENTS  
AT 31 DECEMBER 2019ADDITIONAL INFORMATION  
ON THE SHARE CAPITAL  
AND PROVISIONS OF THE  
ARTICLES OF ASSOCIATIONMATERIAL  
CONTRACTS

It is too early to estimate the impacts of the situation on the 2016-2020 targets of the Connect 2020 plan, the evolution of which was as follows:

11

	2016-2020 targets as revised on 14 February 2019	2016-2020 targets on 10 February 2020
<b>Traffic</b>	Yearly increase between 2.8% and 3.2% on average between 2016 and 2020, of which international traffic between +3.6% and 4%	<b>Unchanged</b>
<b>Consolidated EBITDA 2020 between 2014 and 2020e</b>	Increase between +30% and +40%	<b>Unchanged</b>
<b>ROCE of the regulated scope<sup>1</sup></b>	Increase between 5.6% and 5.8% in 2020e	<b>Unchanged</b>
<b>Operational expenditures over the regulated scope (in constant euros)</b>	Decrease between -10% and -15% between 2015 and 2020	<b>Unchanged</b>
<b>Parent company operating expenses<sup>2</sup></b>	Limit the growth of operating expenses to a level around 2.2% in average per year between 2015 and 2020	<b>Unchanged</b>
<b>Dividend</b>	Maintained pay-out of 60% of NRAG 2019	<b>Unchanged</b>
<b>Sales/PAX</b>	€23 in full year after infrastructure projects delivery	<b>Revised: delaying of the 2020 target to 2021 €23 in fully year after infrastructure projects delivery in 2021 (delivery of the junction of terminal 1 at Paris-CDG in 2021)</b>
<b>Real estate</b>	Growth in external rents (excluding re-invoicing and indexation) from real estate: between 10% to 15% between 2014 and 2020e	<b>Unchanged</b>
<b>Quality of service</b>	Overall ACI/ASQ rating of 4 in full year after infrastructure projects delivery	<b>Revised: delaying of the 2020 target to 2021 Overall ACI/ASQ 4 in full year after infrastructure projects delivery in 2021 (delivery of the junction of terminal 1 at Paris-CDG in 2021)</b>
<b>Extra-financial notation<sup>3</sup></b>	Assumption of 86/100 in 2020	<b>Unchanged</b>

<sup>1</sup> Return on capital employed computed as operating income of the regulated scope after normative taxes on societies compared with the regulated assets scope.

<sup>2</sup> Excluding SGP.

<sup>3</sup> Extra-financial notation: ADP and its subsidiaries at 100%.

Groupe ADP 2016-2020 targets from the Connect 2020 plan, as announced on 14 February 2019, were partially abandoned on 23 March 2020 (traffic, EBITDA, regulated ROCE) and must be understood independently from the effect of the full consolidation of TAV Airports and AIG. Groupe ADP will continue to present a consolidated EBITDA excluding the effect of the full consolidation of TAV Airport and AIG in order to follow the 2020 EBITDA target.

Furthermore, it is too early to estimate the impact of the situation on the other objectives, i.e. operating expenses per passenger within the regulated scope, the parent company's current expenses, revenue/PAX, growth in external rents, quality of service, non-financial rating.

## 11.2 2020 GROUP FORECASTS

In the context described in Section 11.1, the Groupe ADP 2020 forecasts have been modified as follows:

	2020 forecasts published on 10 February 2020	Publication on the filing date of the 2019 Universal Registration Document
<b>Group traffic</b>	<b>Traffic growth assumption for Paris Aéroport: increase between +2% and +2.5% in 2020 vs 2019</b> Traffic growth assumption for TAV Airports between +3% and +5% between 2020 and 2019, calculated without Istanbul Atatürk in 2019	<b>The Group's traffic growth assumptions published on 10 February 2020 are no longer relevant.</b>
<b>Consolidated EBITDA</b>	<b>Consolidated group EBITDA growth 2020<sup>1 2 3 4</sup> between +3.5% and +5.5%</b> compared to 2019 Consolidated EBITDA growth excluding TAV AIRPORTS and AIG <sup>3 4</sup> between +3% and +4.5% compared to 2019	<b>The consolidated EBITDA forecasts published on 10 February 2020 are no longer achievable.</b>
<b>Dividend</b>	<b>Proposed dividend<sup>5</sup> of €3.70 per share for 2019, stable compared to 2018</b>	<b>Unchanged</b>

<sup>1</sup> TAV Airports' EBITDA guidance for 2020, underlying Group's EBITDA guidance, is built on the assumption of the following exchange rate assumptions: EUR/TRY = 6.87; EUR/USD = 1.12

<sup>2</sup> The IFRS 5 standard "Non-current assets held for sale and discontinued operations" is applying to TAV Istanbul's activities as of the termination of activities at Istanbul Atatürk airport on 6 April 2019 (see the press release from 8 April 2019). The revenue and operating expenses of TAV Istanbul for 2018 and 2019 are therefore presented on a separate line on the income statement titled "net income from discontinued activities". Consolidated revenue, EBITDA and operating income of the Group don't take into account the activity of Istanbul Atatürk airport anymore. Furthermore, the line "net income from discontinued activities" includes as well the profit following the announcement by Turkish authorities of the compensation due to TAV Airports for the early closure of Atatürk airport, after taxes and the impact of corresponding assets disposal (for €31M before elimination of non-controlling interests)(see the press release from 26 December 2019).

<sup>3</sup> Takes into account the introduction, since 1<sup>st</sup> April 2019, of the mechanism charging Aéroports de Paris 6% of the costs hitherto fully covered by the airport tax, in accordance with article 179 of Law No. 2018-1317 of 28 December 2018 of finance.

<sup>4</sup> Excluding potential effects on ADP's accounts related the sell by the State of the majority of ADP's capital (according to the PACTE law provisions).

<sup>5</sup> Subject to the approval of the General Meeting of the Shareholder approving the 2019 accounts.

Given the uncertainties mentioned in 11.1 above and the evolving character of the current situation, Groupe ADP will communicate revised forecasts at a later date and will, in any event, provide a progress report no later than the publication of revenue for the first quarter of 2020.

A sensitivity analysis on the group's EBITDA was carried out on 16 March 2020. The assumptions for this sensitivity analysis are as follows: (i) a 25% drop in traffic in Paris<sup>1</sup> on all segments between the months of March and June; (ii) a 25% drop in traffic on the other AIG and TAV airports between the months of March and July. In view of the past events, it is assumed that traffic will be restored within three months.

On the basis of these assumptions, the loss of EBITDA in absolute terms for Groupe ADP would be around €190 million. This includes a drop in revenue in the Parisian consolidation scope of €300 million on its aviation and commercial activities. Based on these assumptions, Groupe ADP's EBITDA margin rate<sup>2</sup> would remain stable overall and would decline very slightly. If the decline in traffic were to increase, this margin rate would deteriorate given the rigidity of some of the current charges.

In line with the sensitivity analysis mentioned above, and with the assumptions that traffic in Paris and at other airports managed by Airport International Group and TAV Airports would decrease by approximately 65% on average across all segments between March and July, the drop in Groupe ADP's EBITDA would be around €800 million in absolute terms. This includes a drop in revenue in the Parisian consolidation scope of around €1 billion on its aviation and commercial activities. Based on these assumptions, Groupe ADP's EBITDA margin rate<sup>2</sup> would be severely degraded.

It must be noted that this sensitivity analysis is neither a forecast nor a target. In addition, all estimates and forward-looking statements contained in this document may prove inaccurate and are, in any event, subject to risks, including those mentioned above.

The above forecasts have been established and developed on the basis of:

- ◇ comparable to historical financial information;
- ◇ consistent with the Group's accounting policies.

<sup>1</sup> Over the period from 1 to 10 March 2020, the change compared with 2019 is -24.9% (source: TARMAC).

<sup>2</sup> EBITDA margin rate = EBITDA/revenue. As a reminder, this rate was 37.7% in 2019.



12

## ADMINISTRATION AND EXECUTIVE MANAGEMENT BODIES

<b>12.1 BOARD OF DIRECTORS</b> <sup>AFR</sup>	<b>115</b>	<b>12.2 EXECUTIVE MANAGEMENT</b> <sup>AFR</sup>	<b>119</b>
Composition of the Board of Directors on the filing date of this Universal Registration Document	115	<b>12.3 PERSONAL INFORMATION CONCERNING MEMBERS OF THE BOARD OF DIRECTORS</b>	<b>119</b>
Summary presentation of the Board of Directors	117		

### 12.1 BOARD OF DIRECTORS <sup>AFR</sup>

Since 22 July 2005, Aéroports de Paris has been a limited company with a Board of Directors whose securities have been admitted for trading on a regulated market (Euronext Paris) since 16 June 2006.

#### Composition of the Board of Directors on the filing date of this Universal Registration Document

The Company has been managed by a Board of Directors since 11 May 2017, in accordance with Order no. 2014-948 of 20 August 2014 on governance and the capital transactions of companies with public shareholding and article 13 of the Articles of Association of Aéroports de Paris.

The Board of Directors consists of three to eighteen members in accordance with article 13 of the Company's Articles of Association. It currently consists of six directors appointed by the General Meeting of Shareholders, one director representing the French State, five directors proposed by the French State and appointed by the Annual General Meeting of Shareholders and six directors representing employees.

The shareholders, at the General Meeting of Shareholders of 20 May 2019, renewed the mandates of Augustin de Romanet, Jacques Gounon, Jacoba van der Meijs, Vinci, represented by Xavier Huillard, and Predica Prévoyance Dialogue du Crédit Agricole, represented by Françoise Debrus, and appointed Dirk Benschop.

In application of the above-mentioned order, the director representing the French State is Isabelle Bui. She was appointed by decree on 20 May 2019 to replace Solenne Lepage who resigned on 31 March 2019. Following a proposal by the French State, the General Meeting of Shareholders held on 11 May 2017 appointed Michel Massoni, Geneviève Chaux Debry and Perrine Vidalenche. The General Meeting of Shareholders of 20 May 2019 ratified the co-opting of Christophe Mirmand to replace Denis Robin (who resigned as of 30 October 2018) and appointed Fanny Letier.

The directors representing employees were elected on 22 May 2019, in line with the law of 26 July 1983 on the democratisation of the public sector, by the employees of Aéroports de Paris and certain subsidiaries. They are Brigitte Blanc (CGT), Nancy Dunant (CFE/CGC), Fayçal Dekkiche (CFE/CGC), Frédéric Gillet (CFDT), Jean-Paul Jouvent (UNSA/SAPAP) and Joël Vidy (CGT).



In application of article 13 of the Articles of Association, non-voting Board members attend meetings of the Board of Directors in an advisory capacity. Anne Hidalgo, Christine Janodet, Valérie Péresse and Patrick Renaud were appointed or renewed as non-voting Board members by the General Meeting of Shareholders on 20 May 2019.

Pursuant to article 13 of the Company's Articles of Association, the mandate for directors and non-voting Board members is for five years.

Article R. 251-1 of the Civil Aviation Code makes provision for the minister in charge of civil aviation to appoint by decree a Government commissioner and a deputy Government commissioner entitled to sit on the Aéroports de Paris Board of Directors in a consultative capacity. Patrick Gandil, Director General of the French Civil Aviation Authority and Marc Borel, Director of Air Transport, were appointed Government Commissioner and Deputy Government Commissioner respectively at Aéroports de Paris by order of the civil aviation minister on 19 October 2007 and 15 June 2015.

Béatrice Mathieu de Lavergne, Economic and Financial Corporate Controller and Thierry Bouchet, appointed Secretary of the Social and Economic Committee on 8 January 2020, also attend Board meetings in a non-voting capacity.

The policy of balanced representation and diversity applied to the composition of the Board of Directors takes into account the complexity

and the many different activities of Groupe ADP. Both the organisation of the Board and its composition are appropriate with regard to the shareholding, the nature of Aéroports de Paris' core business and, in particular, its public service mission as an airport. Given Aéroports de Paris' activities, directors are selected from among representatives of the air transport world, managers of major French and international industrial companies and experts in the environmental fields in which the Company operates. The directors representing employees also contribute their point of view on subjects discussed. In addition, debates are enriched by two foreign directors. Lastly, discussions are informed by the non-voting Board members, who have valuable experience in the areas of the greater Paris region where the airports are located.

The composition, with diverse and complementary profiles, ensures discussions with a range of relevant outlooks. All the Directors are jointly responsible for developing collective operations, which is a necessary prerequisite for high quality management. The goal is to guarantee shareholders and the market that it will carry out its duties competently, independently and objectively. The composition of the committees is based on the same principles of balanced composition. The age of the members of the Board of Directors is balanced, ranging from 37 to 69, and averaging 57. As regards the balanced representation of women and men, of the 12 directors in question (the directors elected by employees are excluded from the calculation) as of 31 December 2019, six were women and six were men (50%).





## Summary presentation of the Board of Directors

Age	Gender	Nationality	Number of shares as of 31/12/2019	Number of mandates in listed companies including foreign	Independence as defined in the AFEP-MEDEF Code		Initial date of appointment	Expiry of the mandate	Seniority on the Board	Committee members				
					Non independent	Independent				Audit and Risk Committee	Strategy and Investment Committee	The Compensation, Appointments and Corporate Governance Committee	Ad-hoc committees	CSR Committee
<b>CHAIRMAN AND CEO</b>														
♦ The current mandate came into effect on 20 May 2019, for a term of five years														
Augustin de Romanet	58	Male	French	300	2	Chairman and CEO	29/11/2012	2024 GM	7 years		Chairman			
<b>DIRECTORS APPOINTED BY THE GENERAL MEETING OF SHAREHOLDERS</b>														
♦ The mandate came into effect on 20 May 2019, for a period of five years														
Jacques Gounon	66	Male	French	300	2	Independent director	02/07/2008	2024 GM	11 years	Chairman			X	
Jacoba van der Meijs	53	Female	Dutch	1	2	Executive officer of Royal Schiphol Group, whose Board of Directors includes an ADP director	23/05/2017	2024 GM	2 years			X		
Dirk Benschop	61	Male	Dutch	1	1	Executive officer of Royal Schiphol Group, whose Board of Directors includes an ADP director	20/05/2019	2024 GM	Less than 1 year					
Vinci represented by Xavier Huillard	65	Male	French	7,916,848	2	Significant business relationship	15/07/2014	2024 GM	5 years				X	
Predica represented by Françoise Debrus	59	Female	French	5,051,791	3	Independent director	15/07/2014	2024 GM	5 years		X		Chairwoman	X X X
<b>DIRECTOR REPRESENTING THE FRENCH STATE, APPOINTED BY DECREE ON 20 MAY 2019</b>														
♦ The mandate came into effect on 11 May 2017, for a period of five years														
Isabelle Bui	37	Female	French	01	2	Majority shareholder	20/05/2019	May 2022	Less than		X	X	X	
<b>DIRECTORS APPOINTED BY THE GENERAL MEETING OF SHAREHOLDERS OF 11 MAY 2017 AND 20 MAY 2019, ON PROPOSAL BY THE FRENCH STATE</b>														
♦ The mandates of Fanny Letier came into effect on 11 May 2017 and 20 May 2019, for a period of five years														
Geneviève Chaux Debry	61	Female	French	01	1	Appointed on the proposal by the French State	15/07/2014	2022 GM	5 years			X		
Michel Massoni	69	Male	French	01	1	Appointed on proposal by the French State	26/04/2013	2022 GM	6 years					X

	Age	Gender	Nationality	Number of shares as of 31/12/2019	Number of mandates in listed companies including foreign	Independence as defined in the AFEP-MEDEF Code		Initial date of appointment	Expiry of the mandate	Seniority on the Board	Committee members					
						Non independent	Independent				Audit and Risk Committee	Strategy and Investment Committee	The Compensation, Appointments and Corporate Governance Committee	Ad-hoc committees	CSR Committee	
Christophe Mirmand	69	Male	French	0 <sup>1</sup>	1	Appointed on proposal by the French State		24/01/2019	2022 GM	Less than						
Perrine Vidalenche	58	Male	French	0 <sup>1</sup>	1	Appointed on the proposal by the French State		1 year	2022 GM	2 years						X
Fanny Letier	63	Female	French	0 <sup>1</sup>	3	Appointed on the proposal by the French State		20/05/2019	2024 GM	Less than					Chairwoman	X

#### DIRECTORS REPRESENTING EMPLOYEES

♦ The mandate came into effect on 15 July 2019, for a period of five years

Brigitte	57	Female	French	0 <sup>2</sup>	0	Not included in the calculation		15/07/2014	2024	5 years						X
Blanc	57	Female	French	0 <sup>2</sup>	0	Not included in the calculation		15/07/2019	2024	Less than						X
(CGT union)	53	Male	Algerian	0 <sup>2</sup>	0	Not included in the calculation		15/07/2019	2024	1 year		X				
Nancy Dunant	47	Male	French	0 <sup>2</sup>	0	Not included in the calculation		15/07/2014	2024	Less than	X					X
(CFE/CGC union)	58	Male	French	0 <sup>2</sup>	0	Not included in the calculation		18/12/2008	2024	1 year			X	X		
Fayçal Dekkiche (CFE)	59	Male	French	0 <sup>2</sup>	0	Not included in the calculation		01/03/2018	2024	5 years		X				

<sup>1</sup> The directors appointed by the General Meeting of Shareholders, upon the proposal of the French State, are exempted from holding a minimum number of Company shares as set out in the Articles of Association (Articles 5 and 6 of order no. 2014-948 of 20 August 2014).

<sup>2</sup> The directors representing the employees are exempted from holding a minimum number of Company shares as set out in the Articles of Association (Article 21 of Law 83-675 of 26 July 1983).

The derogation from the AFEP-MEDEF Code recommendation regarding the rule on the minimum of one third independent directors in controlled companies is justified in the report on corporate governance.

Details of offices and positions held in companies by corporate officers during the 2019 financial year are available in the report on corporate governance, in Appendix 2 of this Universal Registration Document, in the section on Governance.



## 12.2 EXECUTIVE MANAGEMENT <sup>AFR</sup>

Augustin de Romanet's mandate as Chairman and CEO of Aéroports de Paris since 29 November 2012, was renewed by the decree of 29 May 2019.

Article 14 of the Articles of Association of Aéroports de Paris states that the Chairman of the Board of Directors is also responsible for the executive management of the Company. His title is Chairman and CEO. He is appointed by decree from among the directors on proposal by the Board of Directors.

Shareholders in Aéroports de Paris consider that in a changing environment, combining the functions improves the coordination between strategy and operational action. The Board of Directors confirmed this choice by proposing that the General Meeting of Shareholders of 11 May 2017 include it in the Company's Articles of Association. As part of the external assessment of the Board of Directors, established in 2019, the Board members considered that the combination of the positions of Chairman and CEO is suited to the Company's context as there is a real balance of power.

The limitations on the powers of the Chief Executive Officer decided by the Board of Directors ensure an equilibrium between the Executive Officer and the Board of Directors, while retaining the flexibility and

responsiveness necessary to administer and manage the Company following good corporate-governance practices.

Pursuant to article 14 of the Company's Articles of Association, the Board of Directors may, upon proposal by the Chairman and Chief Executive Officer, appoint up to five chief operating officers in charge of assisting the Chairman and Chief Executive Officer.

At the request of the Board of Directors, the Compensation, Appointments and Governance Committee ensured that business continuity measures have been implemented for the Company. The measures are based on the provisions of article 21 of Order No. 2014-948 of 20 August 2014 on governance in the event of that the position of Chairman and CEO becomes vacant and on the delegations of the Chairman and CEO granted to the members of the Executive Committee.

The Chairman and CEO must not hold more than two other director mandates in listed companies outside of the group, including foreign companies. In addition, the prior opinion of the Board is required before he can accept a new corporate mandate in a listed company. The offices held in companies by the Chairman and CEO are detailed in the Report on Corporate Governance, in Appendix 2 of this Universal Registration Document, in the section on Governance.

12

## 12.3 PERSONAL INFORMATION CONCERNING MEMBERS OF THE BOARD OF DIRECTORS

The 2019 information is available in the Report on Corporate Governance, in Appendix 2 of this Universal Registration Document.

## COMPENSATION AND BENEFITS OF CORPORATE OFFICERS

13.1	2020 EXECUTIVE OFFICER COMPENSATION POLICY REFERRED TO IN ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE	124	13.4	SHARES IN THE COMPANY HELD BY DIRECTORS AND NON-VOTING MEMBERS OF THE BOARD	130
13.2	NON-EXECUTIVE OFFICERS COMPENSATION POLICY REFERRED TO IN ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE	126	13.5	COMPENSATION OF EXECUTIVE COMMITTEE MEMBERS	130
13.3	AMOUNT OF COMPENSATION PAYABLE AND PAID TO CORPORATE OFFICERS DURING THE 2019 FINANCIAL YEAR: INFORMATION REFERRED TO IN ARTICLE L. 225-37-3 OF THE FRENCH COMMERCIAL CODE	127	13.6	CORPORATE GOVERNANCE - ADHERENCE TO THE PRINCIPLES OF GOVERNANCE	131

### 13.1 2020 EXECUTIVE OFFICER COMPENSATION POLICY REFERRED TO IN ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE

In accordance with article L. 225-37-2 of the French Commercial Code, the Board of Directors submits the compensation policy, which details all the fixed and variable components of the compensation payable to the Chairman and CEO for the year 2020, to General Meeting of Shareholders for approval.

The compensation policy is in line with Decree no. 2012-915 of 26 July 2012 amending that of 9 August 1953 which capped the compensation of corporate officers of public companies to which this Decree is applicable, including Aéroports de Paris, at €450,000. It consists of a fixed and of a variable portion.



The allocation of the variable portion is based on the achievement of quantitative and qualitative objectives related to the corporate strategy.

The definition of the 2021-2025 strategy, which will be based on a consolidated group approach, and the negotiation with the French State of the next Economic Regulation Agreement, are the first objectives for 2020.

The goal of providing customers, passengers and airline companies with quality services is, in this respect, the foundation for the company's commitments and actions. Achievement is measured using the rate of overall satisfaction upon departure (ACI/ASQ index) and is implemented through the group's attractiveness and service policy. To implement it, given the expected ongoing increase in traffic, existing infrastructure must be maintained and made more efficient, capacity to host and service airlines and customers must be optimised and access to the airports must be improved. Future projects, such as terminal T4, must also be prepared.

The realisation and funding of the corresponding investment plan are made possible by an ongoing improvement in the group's financial performance, resulting in lower tariffs. This is measured in particular by EBITDA and ROCE.

Sustainable development, and its environmental and social challenges, are a priority that must be included in all the group's activities. Corporate social responsibility is also a transformation driver in all areas: governance, the environment, human capital, purchases - customers and society.

In 2020, as in 2019, this strategy and the policies are implemented in a situation characterised by the potential privatisation provided for in the PACTE law.

The proposed compensation is conditioned by this strategic framework. The compensation for financial year 2020 was adopted by the Board of Directors on 10 February 2020 on the advice of the Compensation, Appointments and Corporate Governance Committee and will be submitted for approval of the French Minister of the Economy under article 3 of French Decree no. 53-707 of 9 August 1953 (as amended).

Note that the approval of the General Meeting of Shareholders will be required (i) for any changes to the compensation items already approved by the General Meeting of Shareholders, and (ii) for the renewal of Augustin de Romanet's term of office as Chairman and CEO.

Should the General Meeting of Shareholders of 12 May 2020 fail to approve the resolution on the 2020 compensation policy for the Executive Officer, the policy previously approved by the General Meeting of Shareholders of 20 May 2019 pursuant to article L. 225-37-2 of the French Commercial Code will continue in effect. The Board of Directors would submit a draft resolution on a revised compensation policy for approval to the next General Meeting of Shareholders.

The gross annual amount of the Chairman and CEO's fixed compensation for the year 2020 is set, unchanged, at €350,000.

The Chairman and CEO's maximum annual gross variable compensation is set at €100,000, unchanged. This portion is based on:

- ◆ three quantitative objectives: group EBITDA, including TAV (weight: 25%), group ROCE, constant scope as at 1<sup>st</sup> January 2020 (15%) and

departing passenger satisfaction (10%). The performance level for each of these objectives ranges from 70% (nil below this) to 110%;

- ◆ three qualitative objectives:

- ◆ involvement in the process leading to eventual privatisation (15%),
- ◆ the preparation of a group 2021-2025 strategic plan, the negotiation with the French State of the 2021-2025 Economic Regulation Agreement, and continuation of studies to enable the launch of works at terminal 4 (15%),
- ◆ environmental and social commitments, and appeal and customer service to airlines and passengers (20%).

The performance level for each of these objectives ranges from 80% (nil below this) to 150%.

The Board of Directors will assess how far each of these objectives has been reached. The weighting given to each objective defines the fraction of the variable remuneration linked to it.

The Chairman and CEO's gross annual variable compensation in respect of 2020 will be submitted for the approval of the Minister of the Economy under article 3 of French Decree no. 53-707 of 9 August 1953. Payment will be subject to approval by the Annual General Meeting of Shareholders to be held in 2020 (and called to approve the financial statements for the year ended 31 December 2019) in accordance with the applicable laws.

The Chairman and CEO has a company vehicle and is covered by the contract for insurance and the personal accident policy for employees of Aéroports de Paris. He has no employment contract with Aéroports de Paris and is not entitled to any compensation under a non-competition clause.

The Chairman and CEO does not benefit from any severance bonus or any specific pension scheme. He does not receive any compensation as a director.

The Company has not set up any stock-option or share-purchase schemes that benefit the Chairman and CEO.

Aéroports de Paris has not made any commitments to the Chairman and CEO in terms of compensation, allowances or benefits due or potentially due as a result of taking on, ending or changing their role or after their exercise and, notably, no commitments for retirement benefits or other life annuity benefits.

The maximum amount for the variable component of the remuneration for executive officers has been set as an absolute value, not as a percentage. Decree no. 2012-915 of 26 July 2012 amending that of 9 August 1953 capped this compensation at €450,000<sup>1</sup> the compensation of executive officers of public companies, which includes Aéroports de Paris, to which this Decree is applicable. The fixed compensation proposed by the Board of Directors and approved by the Minister of the Economy for the Chairman and CEO is €350,000. It was also decided that the amount of the variable component payable to the Chairman and CEO could enable the statutorily authorised ceiling to be reached: the maximum amount is therefore predefined by the Board of Directors at €100,000 and expressed as a directly readable monetary value.

<sup>1</sup> The Decree does not include benefits in kind in the cap of €450,000.



The table below shows the compensation of the Chairman and CEO compared to the average and median compensation of the Company's employees.

Compensation received (in euros)	2019	2018	2017	2016	2015
<b>Chairman and CEO</b>					
Annual compensation	450,000	450,000	445,500	450,000	445,800
<b>Employees</b>					
Average annual compensation	57,836	56,863	56,148	55,032	54,324
Median annual compensation	52,825	51,780	50,938	49,953	49,370
<b>Chairman and CEO/Employee ratio</b>					
Average annual compensation	7.78	7.91	7.93	8.18	8.21
Median annual compensation	8.52	8.69	8.75	9.01	9.03

## 13.2 NON-EXECUTIVE OFFICERS COMPENSATION POLICY REFERRED TO IN ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE

Non-executive officers are compensated solely based on their attendance at Board of Directors' meetings and at the meetings of its committees involved in defining and monitoring Company strategy.

In 2017, the General Meeting of Shareholders of 11 May decided to increase the annual attendance fees to €350,000 to take into account the increase in the number of directors (i.e. the Director representing the State and those proposed by the State and appointed by the General Meeting of Shareholders) and of eligible non-voting Board members and to enable the revaluation of the unit amounts allocated per session, unchanged since 2008. The new provisions were effective as of 12 May 2017.

An increase in the amount of overall annual compensation will be proposed at the next General Meeting of Shareholders to take into account the appointment of a senior director, the creation of a CSR Committee in 2019 and the actual number of Board of Directors and committee meetings.

Note that the compensation is paid:

- ◇ to the State budget for the Director appointed by government decree (article 5 of Order 2014-948 of 20 August 2014);
- ◇ to the State budget for Directors proposed by the State and appointed by the General Meeting of Shareholders, who are civil servants (article 6 V of the above-mentioned order);
- ◇ to the State budget for any compensation exceeding a cap determined by the applicable regulation for Directors proposed by the State and appointed by the General Meeting of Shareholders, who are not civil servants (article 6 V of the above-mentioned order).

Directors representing employees do not receive any compensation.

Aéroports de Paris has not made any commitments to the non-executive corporate officers in terms of compensation or benefits due or potentially due as a result of taking, ending or changing their roles or after their exercise and, notably, no commitments for retirement benefits or other life annuity benefits.



## 13.3 AMOUNT OF COMPENSATION PAYABLE AND PAID TO CORPORATE OFFICERS DURING THE 2019 FINANCIAL YEAR: INFORMATION REFERRED TO IN ARTICLE L. 225-37-3 OF THE FRENCH COMMERCIAL CODE

### Augustin de Romanet - Chairman and CEO, Executive Officer of the Company

The following compensation and benefits were paid or allocated to Augustin de Romanet in respect of his mandate as Chairman and CEO of Aéroports de Paris during financial year 2019 pursuant to the criteria approved by the General Meeting of Shareholders of Aéroports de Paris of 20 May 2019. In accordance with the applicable laws, payment of the variable compensation in respect of the year ended 31 December 2019 will be conditional on approval by the Annual General Meeting of Shareholders to be held on 12 May 2020.

The gross annual amount of fixed compensation payable to the Chairman and CEO is set at €350,000.

The maximum gross variable compensation of the Chairman and CEO is set at €100,000, *i.e.* 29% of the fixed compensation. It is based on three quantitative objectives (total weight: 50%): group EBITDA (25%), group ROCE (15%), passenger satisfaction at departure (10%) and four qualitative objectives (total weight: 50%): involvement in the process leading to eventual privatisation (20%), the Groupe ADP's appeal and service policy to airlines and passengers, notably the continuation of the CDG Express project and the opening of the consultation on terminal 4 (10%), the Company's corporate social responsibility, including managerial involvement and employee safety (10%) and the strategy and management policy for subsidiaries and affiliates, notably internationally (10%).

Achievement of each of these objectives will be reviewed by the Board of Directors on 10 February 2020, on the advice of the Compensation, Appointments and Governance Committee, and submitted for approval by the French Minister of the Economy within the framework of article 3 of Decree no. 53-707 of 9 August 1953 (as amended).

The weighting given to each objective defines the fraction of the variable remuneration linked to it.

The objectives were achieved, respectively, as follows: 110% for the quantitative objectives (including group EBITDA = 110%, group ROCE = 110%, Customer satisfaction at departure = 110%) and 98% for the qualitative objectives (including support for the potential privatisation process = 100%, appeal and customer service policy = 90%, Corporate Social Responsibility = 100%, and Strategy and management policy for subsidiaries and affiliates = 100%).

A detailed report on the accomplishments and criteria was presented to the Compensation, Appointments and Corporate Governance Committee and to the Board of Directors for deliberation.

In 2019, management remained focused on achieving the 2016-2020 Regulation Agreement objectives and on the Connect 2020 strategic plan. Company employees also remained committed to achieving the group's objectives.

The group's strong economic and financial performance was confirmed with group EBITDA of €1,772 million and group ROCE of 6.5%, an over-performance compared to the objectives set for the budget.

The group defined its international strategy for 2025, which was presented during Investors Day on 5 April 2019. The management of subsidiaries

and affiliates particularly focused on providing support to TAV following the end of the Istanbul Atatürk concession and on continuing the work to integrate TAV and AIG.

The ACI/ASQ customer satisfaction score improved significantly, reaching 3.85/5. This was the result, among others, of the time management actions implemented (flight punctuality, journey time to the airport, border processing times (notably 105 new Parafe SAS facial recognition gates) and connections). Charles de Gaulle continued its way up the Skytrax ranking, coming in thirtieth place worldwide (ninth in its category). To improve even further, it was agreed that Skytrax would conduct audits (three-year partnership) at Charles de Gaulle and Orly.

In terms of appeal to airline companies, Paris-Charles de Gaulle Airport added 21 new routes and Paris-Orly added 13 in 2019.

The consultation on terminal 4, from February to May 2019, was the subject of a report made public and presented to the CNDP (National Commission for Public Debate) in October. The consultation included meetings with over 6,000 people via a number of different methods: public meetings, workshops, stands, etc. Following the consultation, the group undertook 29 new commitments<sup>1</sup>, reflecting the discussions: noise and health, the environment and air quality, health, climate, employment and training, economic development and appeal, integration and the social and solidarity economy, accessibility and mobility at and around the airport and monitoring of the project over the long term.

With respect to CSR, including management involvement and employee safety, it should be noted that there was a very significant decline in the number of workplace accidents resulting in work stoppages, with 12.88 in 2019 compared to 14.62 in 2018 thanks to a targeted multi-year action plan monitored directly by the Executive Committee.

The Chairman and CEO has a company vehicle and is covered by the contract for insurance and the personal accident policy for employees of Aéroports de Paris. He has no employment contract with Aéroports de Paris and is not entitled to any compensation under a non-competition clause.

The Chairman and CEO does not receive multi-year or exceptional variable compensation or any severance bonuses and does not benefit from a specific pension scheme. The Board of Directors acknowledged Augustin de Romanet's decision to waive all compensation for his position as a director of Aéroports de Paris, for which the decision regarding allocation and distribution among the directors was modified by deliberation of the Board of Directors on 15 October 2019.

No stock option plan and no performance share allocation plan have been implemented by the Company for its corporate officers.

No benefits or compensation were paid to Augustin de Romanet by companies controlled by Aéroports de Paris.

The variable portion in respect of 2018 for the Chairman and CEO (€100,000) was paid in 2019.

13

<sup>1</sup> For a list of the 29 commitments, see: <https://terminal4-cdg.groupeadp.fr/>.

The table below summarises the information about the corporate officers:

Executive Officers	Contract of employment		Supplementary pension scheme		Indemnities or benefits due or likely to be due as a result of departure or change in role		Indemnities relating to a non-competition clause	
	yes	no	yes	no	yes	no	no	yes
Augustin de Romanet Chairman and CEO Start of mandate: 15/07/2019 End of term of office: at the 2024 Annual General Meeting, called to approve the financial statements for the financial year ended 2023		x		x		x		x

(in euros)	2019	2018
Compensation due for the financial year	456,402	456,165
Exercising of options allocated during the course of the financial year	-	-
Exercising of performance-related options allocated during the course of the financial year	-	-
Severance package	None	None
Non-competition benefit	None	None
Supplementary pension scheme	None	None
<b>TOTAL</b>	<b>456,402</b>	<b>456,165</b>

(in euros)	2019		2018	
	Amounts due <sup>1</sup>	Amounts paid <sup>2</sup>	Amounts due	Amounts paid
Fixed compensation	350,000	350,000	350,000	350,000
Variable compensation	100,000	100,000	100,000	100,000
Differed variable compensation	None	None	None	None
Exceptional compensation	-	-	-	-
Director compensation	-	-	-	-
Benefits in kind	6,402	6,402	6,165	6,165
<b>TOTAL</b>	<b>456,402</b>	<b>456,402</b>	<b>456,165</b>	<b>456,165</b>

<sup>1</sup> Subject to approval by the Annual General Meeting of Shareholders of the Company of 12 May 2020.

<sup>2</sup> Approval by the General Meeting of Shareholders on 20 May 2019.

## Compensation paid to Board members and non-voting Board members, non-executive corporate officers

### Compensation paid to directors

The distribution scale for the attendance fees payable per session to the directors appointed by the General Meeting of Shareholders and the Director representing the State was amended by deliberation of the Board of Directors on 15 October 2019 and approved by the French Minister of the Economy on 16 December 2019, as follows:

- ◇ Directors: €1,700;
- ◇ Senior Director: €2,500 for the Board of Directors;
- ◇ Committee chair: €2,500

This scale does not include a fixed component. It takes into account the appointment of a Senior Director and the creation of a Corporate Social Responsibility Committee, following deliberation by the Board of Directors on 15 July 2019 based on a proposal from the Compensation, Appointments and Corporate Governance Committee.

Augustin de Romanet waived any compensation in his capacity as a director of Aéroports de Paris.



2017 Financial year (in euros)	2019	2018
Jacques Gounon	68,100	32,000
Dick Benschop (since 20 May 2019) <sup>1</sup>	1,700	-
Jacoba van der Meijs <sup>1</sup>	17,000	5,100
Vinci represented by Xavier Huillard	32,300	17,000
Jos Nijhuis (until 20 May 2019) <sup>1</sup>	16,900	17,800
Augustin de Romanet	-	-
PREDICA represented by Françoise Debrus	-	28,800
Director appointed by the French State - Solenne Lepage (until 31 March 2019)	27,200	30,600
Director appointed by the French State - Isabelle Bui (since 20 May 2019)	37,400	-
Director proposed by the State and appointed by the General Meeting of Shareholders - Geneviève Chaux-Debry	37,400	20,400
Director proposed by the State and appointed by the General Meeting of Shareholders - Michel Massoni	25,500	15,300
Director proposed by the State and appointed by the General Meeting of Shareholders - Denis Robin, resigned as of 30 October 2018	-	5,100
Director proposed by the French State and appointed by the General Meeting of Shareholders - Christophe Mirmand (since 24 January 2019)	8,500	-
Director proposed by the French State and appointed by the General Meeting of Shareholders - Fanny Letier (since 20 May 2019)	11,000	-
Director proposed by the State and appointed by the General Meeting of Shareholders - Perrine Vidalenche	23,800	13,600
<b>TOTAL</b>	<b>306,800</b>	<b>185,700</b>

<sup>1</sup> These amounts were paid to Schiphol Nederland B.V., a subsidiary of the Schiphol Group, in application of a receivable assignment agreement.

## Compensation paid to non-voting Board members

The Board of Directors' meeting of 15 October 2019 also confirmed the withholding of an amount on the overall annual attendance fees allocated to the directors appointed by the General Meeting of Shareholders in order to pay the non-voting Board members, in the amount of half of the compensation paid to a director, i.e. €850 for each attendance at a meeting of the Board or of an ad-hoc committee, up to ten meetings a year.

The Non-voting Board members appointed by the General Meeting of Shareholders waived attendance fees in respect of the 2018 and 2019 financial years, paid in 2019 and 2020.

2017 Financial year	2019	2018
Anne Hidalgo	-	-
Bernard Irion (until 20 May 2019)	7,650	7,650
Christine Janodet	8,500	5,950
Gilles Leblanc (until 12 April 2018)	-	850
Valérie Péresse (since 20 May 2019)	1,700	-
Patrick Renaud (since 20 May 2019)	5,950	-

In the event of a negative ex-post vote on the compensation of directors in respect of the year 2019, article L. 225-100 of the French Commercial Code provides that the payment of the allocated amount for the current year is suspended until the approval by the next General Meeting of Shareholders of the revised compensation policy.

## 13.4 SHARES IN THE COMPANY HELD BY DIRECTORS AND NON-VOTING MEMBERS OF THE BOARD

The Director representing the State, the Directors proposed by the State and named by the General Meeting of Shareholders, and directors elected by employees are not required to own Company shares. As at the date of filing of this Universal Registration Document, the number of Aéroports de Paris shares held by each member of the Board of Directors and non-voting Board members, as well as the period for which such shares were held, is as follows:

### Number of shares as at the date of filing of this Universal Registration Document

Augustin de Romanet	300
Jacques Gounon	300
Jacoba van der Meijs	1
Dirk Benschop	1
Vinci represented by Xavier Huillard	7,916,848
Predica represented by Françoise Debrus	5,051,791
Isabelle Bui	0 <sup>1</sup>
Geneviève Chaux Debry	0 <sup>1</sup>
Michel Massoni	0 <sup>1</sup>
Christophe Mirmand	0 <sup>1</sup>
Perrine Vidalenche	0 <sup>1</sup>
Fanny Letier	0 <sup>1</sup>
Brigitte Blanc (CGT union)	0 <sup>2</sup>
Nancy Dunant (CFE/CGC)	0 <sup>2</sup>
Fayçal Dekkiche (CFE)	0 <sup>2</sup>
Frédéric Gillet (CFDT)	0 <sup>2</sup>
Jean-Paul Jouvent (UNSA/SAPAP union)	0 <sup>2</sup>
Joël Vidy (CGT union)	0 <sup>2</sup>

<sup>1</sup> The Directors appointed by the General Meeting of Shareholders, upon the proposal of the French State, are exempted from holding a minimum number of Company shares as set out in the Articles of Association (articles 5 and 6 of order no. 2014-948 of 20 August 2014).

<sup>2</sup> The Directors representing employees are exempted from holding a minimum number of Company shares as set out in the Articles of Association (article 21 of Law 83-675 of 26 July 1983).

In accordance with the terms of article L. 621-18-2 of the French Monetary and Financial Code and with the terms of article 9 of the regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, people exercising managerial responsibilities and their relatives must declare transactions

performed in shares of the Company and declare their function in the Company. These statements are declared to the AMF through the extranet ONDE.

## 13.5 COMPENSATION OF EXECUTIVE COMMITTEE MEMBERS

The total gross amount (excluding employers' contributions) of compensation and benefits (fixed and variable compensation, incentive bonus, profit sharing, additional contributions, benefits in kind) of the members of the Executive Committee totalled €4,036 million in 2019 for 12 members sitting as of 31 December, compared with €3,685 million in 2018 for 12 members sitting as of 31 December. This change includes

the full year effect for members who joined in 2018, the arrival of a new member of the Executive Committee in 2019 and the remaining balances of all types for the member who left in 2018. No stock option plans have been set up by the Company for its non-corporate officer Executive Committee members.





PROFIT  
FORECASTS

ADMINISTRATION  
AND EXECUTIVE  
MANAGEMENT  
BODIES

COMPENSATION  
AND BENEFITS  
OF CORPORATE  
OFFICERS

FUNCTIONING OF THE  
BOARD OF DIRECTORS  
AND MANAGEMENT  
BODIES

SOCIAL,  
ENVIRONMENTAL  
AND SOCIETAL  
RESPONSIBILITY  
INFORMATION

MAIN  
SHAREHOLDERS

OPERATIONS  
WITH RELATED  
PARTIES

FINANCIAL INFORMATION  
ON THE ASSETS, FINANCIAL  
POSITION AND CONSOLIDATED  
FINANCIAL STATEMENTS  
AT 31 DECEMBER 2019

ADDITIONAL INFORMATION  
ON THE SHARE CAPITAL  
AND PROVISIONS OF THE  
ARTICLES OF ASSOCIATION

MATERIAL  
CONTRACTS

## 13.6 CORPORATE GOVERNANCE - ADHERENCE TO THE PRINCIPLES OF GOVERNANCE

The Board of Directors resolved on 29 April 2009 to refer to the Corporate Governance Code for listed companies established by the French association of private companies and the Movement of French Entrepreneurs (AFEP-MEDEF Code). The Company also draws on the charter for relations with public companies that sets out the rules governing the relations between the French Government Shareholding Agency (APE) and the companies in which the government holds shares.

Aéroports de Paris is governed by Order No. 2014-948 of 20 August 2014 on governance as a result of its status as a public company controlled by a majority shareholder. The provisions of the AFEP-MEDEF Corporate Governance Code (available online at <http://consultation.codeafepmedef.fr>) were not taken into account and the reasons for doing so are given in the paragraph concerning the "Derogation to the AFEP-MEDEF Code" in the Corporate Governance report in Appendix 2 of this Universal Registration Document.

13



14

## FUNCTIONING OF THE BOARD OF DIRECTORS AND MANAGEMENT BODIES

### 14.1 FUNCTIONING OF THE BOARD OF DIRECTORS AND MANAGEMENT BODIES <sup>[AFR]</sup>

The Board of Directors	132
Executive Management	136
Executive Committee	136
The Development and Performance Committee	137

### 14.2 FUNCTIONING OF THE COMMITTEES LINKED TO THE BOARD OF DIRECTORS 139

Audit and Risk Committee	139
The Strategy and investment committee	140
The remuneration, appointments and governance committee	141
The Corporate and Social Responsibility Committee	142

### 14.3 CORPORATE GOVERNANCE - ADHERENCE TO THE PRINCIPLES OF GOVERNANCE 142

## 14.1 FUNCTIONING OF THE BOARD OF DIRECTORS AND MANAGEMENT BODIES <sup>[AFR]</sup>

### The Board of Directors

#### The Chairman and Chief Executive Officer

The Chairman of the Board of Directors of Aéroports de Paris, who also operates the General Management of the company, is appointed by decree by the Board of Ministers from among the directors and is nominated by the Board. He organises and directs the work of the latter and represents it in its dealings with shareholders and third parties. He sees to the proper running of the corporate bodies and makes sure, in particular, that the directors are able to fulfil their duties.

#### Senior Director

At its meeting of 25 July 2019, the Board of Directors decided to appoint a Senior Director from among the Independent Directors on a proposal from the Compensation, Appointments and Governance Committee.

The Senior Director assists the Chairman and CEO in his duties as Chairman of the Board of Directors, with the organisation and smooth operation of the Board and of its Committees and with the monitoring of corporate governance and internal control. He or she carries out the



duties in a totally objective and impartial way. In order to identify any conflicts of interest, he/she is updated on a regular basis about significant events and situations impacting the life of the group. He or she has access to all documents and information necessary for the accomplishment of his/her mission. He or she can, with the approval of the Chairman and CEO, and in very specific cases, represent the Company in its relations with shareholders, in particular those who are not represented on the Board of Directors, with respect to corporate governance issues. He or she also leads the annual evaluation process of the functioning of the Board of Directors and its committees and reports to the Board of Directors. Finally, the Senior Director reports annually to the Board of Directors on the performance of his or her duties.

## Duties of the Board of Directors

The Board of Directors is the collegial body of the Company which determines the direction of Aéroports de Paris' activities and oversees their implementation, as specified in article 16 of its Articles of Association. It is dedicated to the long-term creation of value by the Company, taking into account the social and environmental impacts of its activities. It proposes all amendments to the Articles of Association that it deems necessary.

It is under obligation to act in any circumstances in the corporate interest of the company and is answerable to its actions in this respect before the general meeting of shareholders.

The duties of the Board are determined by the laws and regulations, by-laws and rules of procedure adopted by the Board of Directors at its meeting on 9 September 2005 and the last changes dated 25 July 2019 (the "Rules of Procedure").

The Rules of Procedure are available at: <https://www.parisaeroport.fr/groupe/groupe-et-strategie/notre-groupe/organisation/gouvernement-entreprise>. They specify the powers of the Board of Directors and its members, and its mode of operation, as well as that of its specialised committees: the Audit and Risk Committee, the Strategy and Investments Committee, the Compensation, Appointments and Governance Committee and the Corporate Social Responsibility Committee.

It includes a charter for the members of the Board of Directors (directors and non-voting Board members), which states the rules to be followed, and a code of ethics relating to securities transactions and compliance with French and European regulations on market abuse, insider trading and insider infringements. Each member of the Board of Directors must look after the company's best interests. They must have a quality of judgement, in particular of situations, strategies and people, based predominantly on their experience. They must have an ability to anticipate enabling them to identify strategic risks and issues. Each member of the Board of Directors undertakes in accepting the Charter to remain independent in his/her analysis, judgement, decision-making and action, to reject all pressure, of any kind whatsoever and from wherever it comes, and to do so in all circumstances (Charter article 6).

## Evaluation of the Board of Directors' performance

The rules of procedure provide that once a year, the Board discusses its own performance, and proposes amendments to the rules of procedure if it finds it necessary. The evaluation thus established corresponds to the three objectives and modalities set out by the AFEP-MEDEF code on the matter. The Board may order an external evaluation of its own performance every three years, under the direction of the Senior Director and of the Compensation, Appointments and Governance Committee.

An evaluation was conducted by an external provider in 2016. In 2017 and 2018, the Board of Directors decided to undertake an internal assessment, the conclusions of which were reported during the Board of Directors' meetings of 20 December 2017 and 12 December 2018.

An evaluation was conducted by an external organisation in 2019. Its conclusions were reported at the Board of Directors' meeting of 11 December 2019. The general appreciation of governance by the members of the Board of Directors is positive: the current form of governance is adapted to the Company's shareholder base. The dynamics of the meetings promote open dialogue and enable the Board of Directors to carry out its control and supervisory role. People can speak freely and opposing views are accepted. The important topics are covered, presentations are clear and informed and there is a good balance between presentation and discussions. The contribution of each director and non-voting Board member to the Board of Directors' work was appreciated. The profiles are complementary. Lastly, new members are brought on board smoothly and effectively. The Board believes that it should increase the time it spends debating long-term strategy. In order to respond to the recommendations of the 2018 internal evaluation, the Board of Directors decided to create a CSR Committee to examine the main social and environmental issues facing Groupe ADP.

14

## Meetings of the Board of Directors

The Chairman and CEO convenes Board meetings at regular intervals and at times he deems appropriate. To enable the Board to review and discuss in detail issues within its jurisdiction, the Rules of Procedure provide that the Board shall meet at least six times a year, and more if circumstances so require. The notice convening the Board Meeting is sent to the Board members, by any appropriate means, at least five days before the date of the meeting except in a case of justified emergency and fixes the place of the meeting. The Board members meet without the Chairman and CEO when they are reviewing the latter's compensation.

## Function of the Board of Directors

The Board of Directors sets the strategic directions for the Company's activities and oversees their implementation. It is dedicated to the long-term creation of value by the Company, taking into account the social and environmental impacts of its activities. The Board of Directors oversees the management of the company and is responsible for the quality of information provided to shareholders and the market, through the accounts or in connection with major transactions, including company securities. While subject to the powers expressly granted to shareholders and within the limits of the corporate purpose, the Board deals with all matters concerning the smooth running of the Company and regulates the proceedings and matters where the Board is competent. It makes any such checks and audits as it may deem appropriate.

Due to the special regime governing Aéroports de Paris, the Board of Directors also has its own powers by virtue of the French Transport Code and the French Civil Aviation Code. Lastly, the Board of Directors decided at its meeting on 9 September 2005, modified on 24 January 2019, to limit the powers of the Chairman and CEO.

Thus, under the Rules of Procedure, the Board of Directors of Aéroports de Paris:

- ◇ examines the overall strategic guidelines of Groupe ADP at least once a year, particularly with regard to developments in the airline industry, as well as the competitive environment in which Groupe ADP operates;
- ◇ issues a documented response to the opinion issued by the Works Council on the Company's strategic directions in application of the French Labour Code;
- ◇ closes the annual company and consolidated financial statements, draws up the management report (notably the statement of extra-financial performance) and the corporate governance report and convenes the General Meeting of Shareholders responsible for approving these documents;

- ◇ approves the half-yearly consolidated financial statements;
  - ◇ defines the financial communication policy of Aéroports de Paris;
  - ◇ ensures that investors and shareholders receive relevant, balanced and educational information on the Company's strategy, development model, significant extra-financial challenges for the Company and its long-term prospects;
  - ◇ examines the group's multiple-year strategic plan;
  - ◇ is informed, once a year, of the company's relationship with the French State as part of its public service duties;
  - ◇ approves the multi annual economic regulation contract;
  - ◇ sets the level of the fees mentioned in point 1 of article R. 224-2 of France's Code de l'aviation civile (civil aviation laws);
  - ◇ adopts the five-year investment and financing plan of Groupe ADP and reviews its performance annually; the strategic axes of the business lines and main subsidiaries are submitted to the Board of Directors for approval;
  - ◇ examines the annual budget of Groupe ADP each year as well as the maximum amount of money that the company and its subsidiaries shall be authorised to borrow each year;
  - ◇ approves the planned investments, acquisitions and disposals of tangible, intangible and financial assets carried out in France by Aéroports de Paris or any company it controls as meant by article L. 233-3 of the Commercial Code, in an amount exceeding sixty million euros (€60 million);
  - ◇ approves the planned investments, acquisitions and disposals of tangible, intangible and financial assets carried out in France by Aéroports de Paris or any company it controls as meant by article L. 233-3 of the Commercial Code, in an amount exceeding fifty million euros (€50 million);
  - ◇ approves settlements and renunciations of debts whose amount is greater than or equal to €15 million before tax;
  - ◇ determines the principles governing the allocation of airlines among the group's various airports; and between air terminals;
  - ◇ be informed, at each of its meetings, of the development of the group's activity and of its results and assess any discrepancies relative to the budget and forecasts. At least twice a year, the Chairman and CEO shall table on the agenda a review of the financial position, the cash-flow position and the off-balance sheet liabilities of Groupe ADP;
  - ◇ examines once a year, and as required, the position of the company's main subsidiaries and shareholdings;
  - ◇ sets yearly the extent of the endorsements and guarantees that the Chairman and CEO is authorised to grant on behalf of Aéroports de Paris. The Chairman and CEO also reports to the Board of all securities, endorsements or guarantees exceeding €30 million;
  - ◇ sets yearly the amount of bonds that the Chairman and CEO is entitled to issue;
  - ◇ determines the terms and conditions of personnel and employee salary scales and indemnities;
  - ◇ must ask the opinion of the General Meeting of Shareholders if a disposal, in one or more transactions, for at least half of the assets of the Company over the past two financial years is being planned;
  - ◇ examines the independence of directors representing the shareholders (noting that the directors representing the interests of the French State and employees are not eligible, by definition), discusses the appraisal of the significant nature or not of the relationship maintained with the Company or its group and of the quantitative and qualitative criteria having led to said appraisal and designates some of them as independent directors with regard to the criteria established by the AFEP-MEDEF Code;
  - ◇ considers the desirable balance of its composition and that of its committees formed internally, as recommended by the AFEP-MEDEF code;
  - ◇ deliberates on the compensation of the executive officers in their absence;
  - ◇ presents, as part of "Say on Pay", to the ex-ante and ex-post votes of the Annual General Meeting of Shareholders, a resolution on the compensation of the corporate officers in question, in compliance with the legal and regulatory provisions in effect;
  - ◇ proceeds with the distribution of the compensation allocated to directors and, in this connection, can decide to reserve a proportion for non-voting Board members;
  - ◇ makes the amendments to the Articles of Association needed to bring them into line with legal and regulatory provisions, subject to the ratification of the modifications by the next Extraordinary General Meeting;
  - ◇ examines on a regular basis, and in light of the strategy it has set, all opportunities and risks including financial, legal, operational, social and environmental risks and the measures taken as a result. For this purpose, the Board of Directors must receive all of the information it needs to accomplish its mission, notably from the Executive Officers;
  - ◇ ensures, if required, the implementation of a system to prevent and detect corruption and influence peddling. It receives all information required for this purpose;
  - ◇ it also ensures that the Executive Officers implement a non-discrimination and diversity policy, notably with respect to the balanced representation of women and men within the management bodies.
- Generally, and excluding day-to-day management, all decisions that might affect the strategy of Groupe ADP, modify its financial structure or its business scope are submitted to prior authorisation of the Board of Directors. The Board also reviews issues submitted for its information at the initiative of the Chairman and CEO. It also discusses issues that a director wishes to be discussed by the Board under 'Any Other Business'.
- The powers of the Board of Directors, listed in the Rules of Procedure, can be consulted in the Corporate Governance report (see Appendix 2) and online at [www.groupeadp.fr](http://www.groupeadp.fr).

## Information for members of the Board of Directors

The Internal Rules state that directors must be given prior and permanent information, which is an essential condition of the performance of their duties. Subject to the provisions relating to the prevention of conflicts of interest and the transmission of sensitive data, the Chairman of the Board of Directors communicates to Board members, in order for them to fully carry out their duties, all information and documents useful at the Board meeting to which they are convened, at least five days before it is held, except in the event of necessity or physical impossibility. All information and documents intended for members of the Board of Directors can be sent in digital format.

Board members undertake to preserve the confidentiality of information that is communicated.

The Chairman and CEO sends a company operating report to Board members every three months.

At the time when a new Board member takes up their functions, the Chairman and CEO hands over all documents necessary to the correct performance of their duties.

Finally, each director and advisory member of the Board is entitled, either at the time of their appointment or over the course of their mandate, to receive training from the company regarding special features of the company, its subsidiaries, roles and sector of activity and its challenges



in terms of corporate social responsibility. Aéroports de Paris has also suggested that all directors register with the Institut Français des Administrateurs (IFA) (the French Institute of Administrators).

## Prevention of conflicts of interest and transmission of sensitive data

In this regard, the Internal Rules of the Board of Directors contain provisions intended to prevent any conflict of interests, any interference between a public interest and public or private interest, pursuant to law No. 2013-907 of 11 October 2013 relating to transparency in public life, together with any risk of distorting competition. In compliance with article 2 of the charter, every Board member has an obligation to disclose to the Board any situation or any risk of a conflict of interests of which they have knowledge, between him or herself (or any natural or legal person with whom they have a business relationship and/or for whom they carry out work functions) and Aéroports de Paris or any company in the group or company with which Aéroports de Paris envisages signing an agreement of any nature whatsoever. Every Board member must declare to the Chairman and CEO if potential conflicts of interest exist between their duties with regard to Aéroports de Paris and their private interests and/or other duties or obligations with regard to other natural or legal persons and, if applicable, provide details in answer to a questionnaire that is submitted to them each year, in particular specifying past and present functions and mandates.

The Board of Directors has drawn up a procedure for dealing with difficulties relating to conflicts of interests and has entrusted the Senior Director with its implementation, in compliance with the principles of objectivity and transparency. This role is to ensure compliance with provisions, to advise on ways of preventing said conflicts and to suggest ways of resolving situations of potential conflicts of interest. In the event of a situation conflict being noted, the Board member must abstain from voting on the matter in question.

## Board of Directors' activity in 2019

The Board of Directors met 14 times in 2019, with an attendance rate of 84%, to discuss subjects concerning the following, in particular:

- ◆ governance, and notably, after receiving the opinion of the Compensation, Appointments and Corporate Governance Committee, and where applicable:
  - ◆ the choice of director candidates submitted to the General Meeting of Shareholders and the review of their independence; the annual review of the independence criteria for directors with regards to the AFEP-MEDEF Code based, notably, on the setting of quantitative and qualitative criteria to assess the significant nature or not of the relationship between Aéroports de Paris and the members of the Board of Directors,
  - ◆ the organisation of elections for directors representing the employees,
  - ◆ the proposal to the President of France to appoint the Chairman and CEO; continuation of the conditions governing their compensation,
  - ◆ external appraisal of the operation of the Board of Directors,
  - ◆ the compensation of the Chairman and CEO with a review of the level of achievement of the objectives and the setting of the associated amount of variable compensation for 2018,
  - ◆ the adoption and allocation of the compensation for directors and non-voting Board members,
  - ◆ the submission to the Annual General Meeting of Shareholders of the ex-ante and ex-post resolutions on Executive Officer compensation,

- ◆ the convening of the Annual General Meeting of Shareholders for 20 May 2019,
- ◆ the review of the Rules of Procedure of the Board of Directors and of the restrictions on the powers of the Chairman and CEO,
- ◆ the creation of the Senior Director position and appointment,
- ◆ approval of the corporate governance report for the 2018 financial year,
- ◆ the report of the Chairman and CEO on the road shows, notably regarding corporate governance topics,
- ◆ the authorisations required prior to the signing of regulated agreements, the re-examination of the regulated agreements authorised previously and in force in 2018 and the adoption of the charter on regulated agreements,
- ◆ the report of the Senior Director on the mission to prevent conflicts of interest,
- ◆ the appointment of the members of committees and of their chairs,
- ◆ the creation of a Corporate Social Responsibility Committee (CSR) and appointment of its members;
- ◆ the management of the company and, in particular, the approval of the annual company and consolidated financial statements for 2018 and the interim financial statements for 2019, adoption of the management report for 2018, preparation of the management planning documents and the report on the development of Aéroports de Paris, updating of the Group's consolidated budget forecast for 2019, the Group's budget for 2020, proposed airport fees for the period from 1 April 2019 to 31 March 2020, setting of the airport fees for the period from 1 April 2020 to 31 March 2021, the annual authorisation of sureties, endorsements and guarantees, authorisation of bond issues, payment of an interim cash dividend for the 2019 financial year;
- ◆ the Group's strategy with, notably, a progress report on the "Connect 2020" strategic plan as of 31 December 2018, the strategy for the quality of the passenger experience, the strategy to improve access to the Ile-de-France platforms, the strategy for the "smartisation and digitalisation" of airports, the presentation of Groupe ADP's procurement policy, the 2020-2024 investment programme and related financing plan, the Board of Directors' response to the opinion of the Works Committee on the strategic directions, review of the main investment projects, presentation of the presentation of the proposal for the Economic Regulation Contract 4 and the progress of the Terminal 4 project;
- ◆ the status of Groupe ADP's risk mapping in 2019, notably including the social and environmental aspects and the status of the mapping of corruption risks;
- ◆ the social, environmental and CSR challenges: the Aéroports de Paris' policy in terms of non-discrimination and diversity, in particular with respect to the balanced representation of women and men in management bodies and in terms of professional equality and equal pay, health and safety at work, the 2018 extra-financial rating, the Ethics and Compliance plan and the carbon neutrality strategy;
- ◆ the consideration of social and environmental issues in projects submitted to the Board of Directors;
- ◆ international development with, in particular, the regular update on TAV Airports, participation in the call for tenders for the international airports concession;
- ◆ Aéroports de Paris' contribution to the French Compensation Fund for Airport Nuisance.



## Executive Management

Augustin de Romanet, Chairman and CEO of Aéroports de Paris since 29 May 2012, had his mandate renewed by Decree dated 29 May 2019.

Article 14 of the Articles of Association of Aéroports de Paris states that the Chairman of the Board of Directors is also responsible for the executive management of the Company. His title is Chairman and CEO. He is appointed by decree from among the directors on proposal by the Board of Directors.

Shareholders in Aéroports de Paris consider that in a changing environment, combining the functions improves the coordination between strategy and operational action. The Board of Directors confirmed this choice by proposing that the General Meeting of Shareholders of 11 May 2017 include it in the Company's Articles of Association. As part of the external assessment of the Board of Directors, established in 2019, the Board members considered that the combination of the positions of Chairman and CEO is suited to the Company's context as there is a real balance of power.

The limitations on the powers of the Chief Executive Officer decided by the Board of Directors ensure an equilibrium between the Executive Officer and the Board of Directors, while retaining the flexibility and responsiveness necessary to administer and manage the Company following good corporate-governance practices.

Pursuant to article 14 of the Company's Articles of Association, the Board of Directors may, upon proposal by the Chairman and Chief Executive Officer, appoint up to five chief operating officers in charge of assisting the Chairman and Chief Executive Officer.

At the request of the Board of Directors, the Compensation, Appointments and Governance Committee ensured that business continuity measures have been implemented for the Company. The measures are based on the provisions of article 21 of Order No. 2014-948 of 20 August 2014 on governance in the event of that the position of Chairman and CEO becomes vacant and on the delegations of the Chairman and CEO granted to the members of the Executive Committee.

The Chairman and CEO must not hold more than two other director mandates in listed companies outside of the Group, including foreign companies. In addition, the prior opinion of the Board is required before it can accept a new corporate mandate in a listed company. The duties of the Chairman and CEO are provided in Chapter 14.

### Board of Director restrictions on the powers of the CEO

The Chairman and CEO is vested with the most extensive powers to act in the Company's name in all circumstances. He sees to the proper running of the corporate bodies and makes sure that the directors are able to fulfil their duties. Limitations on the powers of the Chairman and CEO of Aéroports de Paris were set by deliberation of the Board meeting held on 9 September 2005, amended on 24 January 2019.

The Board of Directors of Aéroports de Paris decided that the Chairman and CEO must obtain the prior authorisation of the Board of Directors for the following acts:

- ◆ strategy and major projects: adoption of a five-year investment and funding plan for the Groupe ADP; definition of the purpose and profitability of those investment projects directly carried out by Aéroports de Paris SA as set in article L. 233-3 of the French Commercial Code;
  - ◆ in France - investments of more than €60 million;

- ◆ outside of France - investments of more than €50 million;
- ◆ the principles governing the allocation of airlines among the various airports, and between air terminals;
- ◆ approval of the contracts provided for in articles 2 and 3 of law no. 2005-357 of 20 April 2005 on airports;
- ◆ pricing: approval of the multi-annual economic regulation agreement; setting of fee rates as set out in point 1 of article R. 224-2 of the French Civil Aviation Code;
- ◆ with respect to financial matters: approval of transactions and debt waivers for an amount equal or superior to €15 million.

These restrictions were incorporated into the internal rules of the Board of Directors which issues its allocations while taking into account the restrictions imposed on the power of the Chairman and CEO.

### Absence of service agreements

To the Company's knowledge, there is no service agreement that binds the members of the Board of Directors to the Company or any of its subsidiaries and provides for the granting to the Company of benefits under such an agreement.

## Executive Committee

### Duties

The Executive Committee is in charge of the operational and strategic management of Aéroports de Paris-Groupe ADP and discusses all subjects relating to its smooth running and the proper implementation of decisions.

### Composition

It is chaired by Augustin de Romanet, Chairman and CEO. At the date of filing of this Universal Registration Document, it is comprised of the following permanent members:

- ◆ Deputy CEO: Edward Arkwright;
- ◆ Deputy Chief Executive Officer and Group Corporate Secretary: Henri-Michel Comet;
- ◆ Executive Director in charge of the General Management of Groupe ADP Operations: Fernando Echegaray;
- ◆ Executive Director, Director of Paris-Charles de Gaulle Airport: Marc Houalla;
- ◆ Executive Director in charge of coordinating the group's development operations: Xavier Hürstel;
- ◆ Executive Director - Finance, Strategy and Administration: Philippe Pascal;
- ◆ Director of the Customer Division: Mathieu Daubert;
- ◆ Director of Real Estate: Serge Grzybowski;
- ◆ Communications Director: Elise Hermant;
- ◆ Director of Paris-Orly Airport: Régis Lacote;
- ◆ Director of Information Systems: Gilles Lévêque;
- ◆ Director of Engineering and Development: Thierry de Séverac;
- ◆ Director of Human Resources: Hervé Wattecamps.



## The Development and Performance Committee

### Duties

The Development and Performance Committee, created on 2 January 2020, ensures the coordination of Groupe ADP's development projects.

### Composition

It is chaired by Augustin de Romanet, Chairman and CEO. At the date of filing of this Universal Registration Document, it is comprised of the following permanent members:

- ◆ Chief Operating Officer of Groupe ADP: Edward Arkwright;
- ◆ Chairman and CEO of TAV Airports Holding: Sani Sener;
- ◆ Executive Director in charge of the General Management of Groupe ADP Operations: Fernando Echegaray;
- ◆ Executive Director in charge coordinating Groupe ADP's development operations: Xavier Hürstel;
- ◆ Chief Operating Officer of TAV Airports Holding: Serkan Kaptan;
- ◆ Chief Operating Officer of TAV Airports Holding: Franck Meryde;
- ◆ Executive Director of Groupe ADP's Finance, Strategy and Administration: Philippe Pascal.

### Personal information concerning members of the Company's Executive Committee

**Augustin de ROMANET**, born on 2 April 1961, is a graduate of the Institut d'Études Politiques in Paris and of the École Nationale de l'Administration. Previously Chief Executive Officer of *Caisse des dépôts et consignations* between March 2007 and March 2012, Augustin de Romanet also chaired the Strategic Investment Fund between 2009 and 2012. Prior to that, he served as Deputy Finance Director of Crédit Agricole SA, and as a member of the Executive Committee. Before taking up this position, Mr de Romanet was Deputy Secretary General to the President of the Republic between June 2005 and October 2006, and held responsibilities in various ministerial offices. Between 2002 and 2005, he was Chief of Staff to Alain Lambert, Deputy Budget Minister, the Deputy Cabinet Director for Francis Mer, Minister for the Economy, Finance and Industry, Cabinet Director for Jean-Louis Borloo, Minister for Employment, Labour and Social Cohesion, and lastly, Deputy Cabinet Director for Jean-Pierre Raffarin, Prime Minister. Augustin de Romanet, appointed Chairman and CEO of Aéroports de Paris by Decree dated 29 November 2012, had his mandate renewed by the Decrees dated 24 July 2014 and 29 May 2019. As regards his mandates within groupe Aéroports de Paris, Augustin de Romanet is Chairman and Director of Média Aéroports de Paris (a simplified joint stock company, or SAS, a joint venture with JCDecaux), a member of the Board of Directors of Direction de Relay@ADP (SAS, a joint-venture with Lagardère) and a member of the Board of Société de Distribution Aéroportuaire (SAS, a joint-venture with Lagardère). He is also Chairman of the Groupe ADP Corporate Foundation. As regards his other mandates, Augustin de Romanet is Chairman of the Board of Directors and of the Executive Committee of Airport Council International (ACI) Europe (an international non-profit association under Belgian law), a director of Régie Autonome des Transports Parisiens (RATP), a public industrial and commercial establishment and, since 11 February 2016, a member of the Supervisory Board of the Cercle des Économistes SAS and since 23 November 2017 has been Chairman of the Board of Directors of the public establishment of the national estate of Chambord (France), an administrator of the endowment fund named "Institut pour l'Innovation Économique et Sociale" (2IES) and Chairman of the Board of Directors of the Paris Europlace association. Acting as Senior Director of the European listed company SCOR, Augustin de Romanet is Chairman of the compensation and appointments committee and the risk management committee as well as member of the strategic committee and the corporate social responsibility committee. Augustin de Romanet

is a Knight of the Legion of Honour, and has been awarded the French National Defence Medal.

**Edward ARKWRIGHT**, born on 26 April 1974, holds a seat in the French Senate, a degree from the Institut d'Études Politiques de Paris, is a graduate of the École Supérieure des Sciences Économiques et Commerciales (ESSEC) and holds a Master's in Advanced Modern History. He became a director at the Senate Finance Commission in 1999. Between 2002 and 2007, he held several positions in the cabinets of the Minister of Finance and the Deputy Budget Minister, and worked on the implementation of the budgetary reforms introduced by the legislation regarding Finance Acts (LOLF), and on the reform of the government and public finances. In 2007, he worked as Cabinet Director for the Caisse des Dépôts's CEO. In 2010, he was appointed Director of Strategy and Sustainable Development at the Caisse des Dépôts group, and, from 2011 to 2012, as Chairman of the SCET (French Regional Expert Advisory Department) and member of the Board of Directors of Icade, member of the Supervisory Boards of SNI and Belambra Edward Arkwright joined Aéroports de Paris in December 2012, as Special Advisory Director to the Chairman and CEO. He was appointed Executive Director of Finance, Strategy and Administration with effect from 1 September 2013. Since 26 May 2016, Edward Arkwright has served as Chief Executive Director in charge of Development, Engineering and Transformation. Within Groupe ADP, he is the Board Director and Chairman of ADP International SA and Chairman of the Board of Directors of Hub One SA. He is also Chairman of ADP Invest and a member of the Board of Directors of Paris & Co. He is a member of the Board of Directors of the infrastructure manager of CDG Express. Edward Arkwright has been Chairman of the Board of Directors of TAV Airports since July 2017 and member of the Supervisory Board of NV Luchthaven Schiphol. Alongside his activities within Groupe ADP, Edward Arkwright is a member of the Executive Board of ESSEC, Chairman of the Cercle de l'Harmonie Jérémie Rohrer. Edward Arkwright is a Knight of the National Order of Merit.

14

**Henri-Michel COMET**, born on 2 February 1957, graduate of the National School of Administration (ENA), holds a masters degree in public law and is a graduate of the Paris Institute of Political Studies (IEP). From 1982 to 2004, he held various positions as Prefect, within the Ministries of the Interior and Overseas Territories, as well as in the offices of different Prime Ministers. He was appointed Prefect in 1995. From 2004 to 2005, Henri-Michel Comet was Deputy Director of the office of the Minister of the Interior, Internal Security and Liberty. From 2005 to 2007, he was an advisor in the office of the Prime Minister. From 2007 to 2009, Henri-Michel Comet was Prefect of the Picardy Region and Prefect of the Somme Department, then from 2009 to 2011, General Secretary of the Ministry of the Interior, Overseas Territories and Local Government. From 2011 to 2014, he was Prefect of the Midi-Pyrénées Region and Prefect of the Haute-Garonne Department. In 2014, he was appointed Prefect of the Pays de la Loire Region, prefect of Loire-Atlantique, then in 2017, Prefect of the Auvergne-Rhône-Alpes Region, and Prefect of the South East defence and security area. Henri-Michel Comet joined Aéroports de Paris on 12 March 2018 as Executive Director. He was also appointed Corporate Secretary of Groupe ADP since 1 July 2018. Henri-Michel Comet is an officer of the Legion of Honour, commander of the National Order of Merit, officer of the Academic Palms and knight of the Arts and Letters.

**Fernando ECHEGARAY**, born on 25 November 1959, is an industrial engineer graduate from the Polytechnic University of Barcelona and is a graduate IT engineer from the University of the Balearic Islands. He is also a graduate in corporate management and administration from IESE Business School. From 1985 to May 2017, Fernando ECHEGARAY held different positions of responsibility within the Spanish airport management company, AENA. Deputy Director of Palma de Majorca airport in 2000, he became Operations Director for Grupo Aeroportuario del Pacifico in Mexico. From 2003 to 2004, he was Chief Executive Officer of Tenerife-South airport, then from 2004 to 2006, Chief Executive Officer of the Canary Islands airports. Between 2006 and March 2012, he occupied the position of Chief Executive Officer of Barcelona El Prat International Airport then from April 2012 to June 2017, he was Director for AENA group's entire Spanish network. Fernando ECHEGARAY joined Groupe ADP in July 2017. From May 2018 to December 2019, he was Chief Executive Officer of ADP International SA and the group's Chief International Officer. As of 2 January 2020, he has been appointed Executive Director in charge

of the General Management of Groupe ADP Operations. As regards his mandates within Groupe ADP, Fernando Echegaray is Chairman of the Board of Directors of ADP Ingénierie SA (subsidiary of ADP International) and Chairman of Airport Management Company SAS (subsidiary of ADP International). He is also Chairman of the Supervisory Board of MZLZ (the concession holder of Zagreb airport), member of the Board of Directors of ZAIC-A limited (sole shareholders of the company holding the concession for Zagreb airport). Since 29 October 2019, he is Chairman of the Board of Directors of SCNP (company holding the concession for the Nuevo Pudahuel de Santiago airport in Chile). Fernando Echegaray is a member of the Board of Directors of AIG, of which Aéroports de Paris is the leading shareholder, and Vice-Chairman since 27 April 2018 of the Board of Directors of TAV Airports. Fernando ECHEGARAY has received the White Civil Merit Medal from the Spanish Civil Guard (2007), the Order of Civil Merit from King Juan Carlos of Spain (2010) and the Silver Medal from the Barcelona Chamber of Commerce (2012).

**Marc HOUALLA**, born on 10 February 1961, has an engineering degree from ENAC and is also a civil engineer, with a Master of Business and Administration from HEC. After starting his career with Transport Canada, he joined the Civil Aviation division in 1987, where he successively held positions as Associate Engineer in the Technical Department of Air Navigation in Paris, then Head of the Technical and Finance Departments of SEFA (Service d'Exploitation de la Formation Aéronautique). From 1996 to 1998 he worked at SOFREAVIA (Société de conseil et d'ingénierie du transport aérien) as a Business and Financial Consultant. In 1998, he was appointed Director of Operations of Civil Aviation/South. In 2003, he became Director of the main airport of Marseille Provence; then in 2006, he created the South/Southeast Air Navigation Department in Marseille, of which he is the Director. In December 2006 he was named Chief of SEFA. In November 2008, Mr Houalla became director of the National Civil Aviation School (ENAC), a position that he combined with that of Chief of SEFA until SEFA was merged into ENAC. Mr Houalla joined Groupe ADP in October 2017 as Director of Paris-Orly airport and member of the Executive Committee. Mr Houalla joined Groupe ADP in October 2017 as Director of Paris-Orly airport. He was appointed Director of Paris-Charles de Gaulle in February 2018. Marc Houalla was Chairman of the organisation Toulouse Tech and Vice-Chairman of the Executive Committee of the Trainair network and the International Civil Aviation Organisation. Since March 2018, he has been a member of the Board of Directors of Média Aéroports de Paris (SAS, joint venture with JC Decaux) and a member of the Board of the Société de Distribution Aéroportuaire (SAS, joint venture with Lagardère). Marc Houalla has been Chairman of ENAC Alumni since 12 March 2018. Decorated with the Aeronautics Medal, Mr Houalla is a Knight of the National Order of Merit.

**Xavier Hürstel**, born on 24 May 1969, is a graduate of the Institut d'Études Politiques in Paris, of the University of Paris-Dauphine and of the École Nationale de l'Administration. He has held management positions in companies for more than ten years, after fifteen years in the service of the French State. Xavier Hürstel started his career as a civil administrator in the Directorate of Budget. He then joined the Representation of France to the European Union in Brussels and was Chairman of the Budget Committee of the Council of the European Union (1999-2002). Between 2002 and 2006, Xavier Hürstel was an advisor in the cabinets of several Ministers of the Economy, Finance and Budget, as well as in the cabinet of Prime Minister Jean-Pierre Raffarin, then Dominique de Villepin. In 2008, he joined PMU as Chief Operating Officer, then became Chairman and Chief Executive Officer in 2014. In 2017, he joined the Sopra Steria consulting and technology group as Executive Director. Xavier Hürstel joined Groupe ADP on 2 January 2020 as Executive Director in charge of coordinating the group's development operations. He is a director of FONDACT and the National Equestrian Society. Xavier Hürstel is a Knight of the Legion of Honour.

**Philippe PASCAL**, born on 27 November 1971, holds a masters degree in public law and is a graduate of École Nationale des Impôts. He started his career at the Department of Fiscal Legislation where he held several posts between 1998 and 2007 in real estate portfolio taxation, agricultural

taxation and personal taxation. As special advisory to the office of the Minister of the Budget, Public Accounts and Civil Service in 2007, he was appointed Inspector of Finance from April 2008. From 2008 to 2013, he participated in and later led audit, appraisal and consultancy duties within the Department of the Inspectorate General of Finance. He joined Aéroports de Paris in February 2013 as Director of Financial Transactions and Investments, then Director of Finances and Strategy and, in November 2015, Director of Finances, Management and Strategy. Since May 2016, Philippe Pascal has served as Executive Director of Finances, Strategy and Administration. Within Groupe ADP, he has been a member of the Board of Directors of Média Aéroports de Paris (SAS, joint venture with JC Decaux). As regards TAV Airports (governed by Turkish law), of which ADP is the leading shareholder, Mr Pascal is a member of the Board of Directors and of the Risk Committee of TAV Havalimanlari Holding A.S. ("TAV Airports").

**Mathieu DAUBERT**, born on 23 July 1971 is a graduate of the French business school HEC. He started his career in strategy consulting in London in 1995. In 1996, he joined le Bon Marché store in Paris, where he held successive positions in sales, purchasing and organization services. From 2002 to 2007, he worked at the Printemps central office as a collection manager. In July 2010, he was appointed as Head of Retail of Groupe ADP. In July 2010, he was appointed Head of Retail, and then on 7 May 2018, Head of the Customer Division. Since 2012, he is the co-president of ADPLS (SARL, jointly controlled with Lagardère Travel Retail which assures the presidency of Relay@ADP and Société de Distribution Aéroportuaire). He is a member of the Board of Directors of Epigo (jointly controlled with SSP), Média Aéroports de Paris (SAS, jointly controlled with JC Decaux) and the Fonds de Dotation de l'Espace Musées.

**Serge GRZYBOWSKI**, born on 14 September 1958. He is a graduate of the Institut d'Études Politiques in Paris and an alumnus of the French National School of Administration (ENA). Former civil administrator at the *Caisse des dépôts et consignations* and at the French State Treasury. He was Executive Director of Bourdais SA, then a bank CEO (La Hélin, Banque du Développement des PME), and CEO of Gécina. He served as Chairman and CEO of Icade, from August 2007 to February 2015. Serge Grzybowski joined Aéroports de Paris in July 2015 as Director of Real Estate. Within Groupe ADP, he is, inter alia, Chairman of ADP IMMOBILIER SAS, and representative of the Chairman of ADP IMMOBILIER TERTIAIRE and ADP IMMOBILIER INDUSTRIEL, his two areas of real property specialisation. He is also Chairman of Cœur d'Orly Investissement SAS and a director of ADP International since June 2017. Since the second quarter of 2017 he also been a member of the supervisory committee of Chenue Le Bourget SAS and member of the partnership committee of Heka Le Bourget SCL. Since October 2018, he has been a member of the Supervisory Board of OGIC SA. He has also been an alternate director for Unedic since January 2018. Serge Grzybowski is a Knight of the National Order of Merit and a Knight of the Legion of Honour.

**Élise HERMANT**, born 23 February 1982, is a graduate of CELSA and Sciences-Po Paris (2007). In 2008 she was put in charge of press relations and governmental campaigns in the office of Xavier Bertrand in the Ministry of Labour, Social Relations, the Family and Solidarity, then in the office of Martin Hirsch, High Commissioner for Anti-Poverty Measures and High Commissioner for Youth. In 2010 Ms Hermant joined the Havas Paris group, as a Consulting Director in the Influence division. She joined Aéroports de Paris in November 2013 as Manager of the Media and Reputation division. On 1 December 2017, Ms Hermant was named Communications Director of Groupe ADP.

**Régis Lacote**, born on 25 April 1972, is a graduate of ESIEE and ENAC. He started his career in 1998 in charge of PC Operation and Security in La Reunion at Roland Garros airport. He joined Groupe ADP in June 2002 as special advisor to the ground handling assistance management. He has held a series of positions within Groupe ADP: in charge of the ground handling assistance service at Paris-Charles de Gaulle airport, from 2005 to 2008, in charge of the Terminals 2E/F/G Operating Department and the TGV station, from 2008 to 2010, Director of Airport at Airport Paris-Orly,



from 2010 to 2011, in charge of aviation operation in the Airport Surface Areas department at Paris-Charles de Gaulle airport, from 2012 to 2018. Régis Lacote was appointed Director of Paris-Orly airport on 22 February 2018.

**Gilles LÉVÊQUE**, born on 6 December 1959, is a graduate of the National Institute of Applied Sciences in Lyon. Gilles Lévêque started his career as project manager in a civil engineering consultancy firm. In 1988, he joined Arthur Andersen Consulting as consultant and project director and worked in particular for the Albertville Olympic Games Committee in 1992. From 1992 to 2006, he carried out various duties in Supply Chain management and IT Systems at Hewlett Packard in France and the United States. From 2006 to 2015, he was Director of IT Systems in the GEODIS group, a worldwide player in Transport and Logistics. Gilles Lévêque joined Aéroports de Paris in June 2015 as Director of IT Systems. Gilles Lévêque is a director of the CIGREF (French Large Corporations IT Club) and a member of the Supervisory Board of the company Egidium Technology SAS.

**Thierry de SÉVERAC**, born on 16 August 1965, is a graduate of the Ecole Centrale of Paris. He began his career within the Compagnie Générale des Eaux group in the development and management of concession/PPP projects in France and Europe in the building, infrastructure and

telecommunications sectors. He joined the Bouygues group in 2004, in London and then in France, where he took over the management of Linkcity in the Center and South-West regions. He joined Bouygues Bâtiment Ile-de-France in 2013 as Director of Engineering and Development of Habitat Social and became Director of Engineering Bouygues Building Ile-de-France in 2017 and Bouygues Bâtiment France Europe in 2018. He joined Groupe ADP on 8 July 2019 as Director of Engineering and Development.

**Hervé WATTECAMPS**, born on 18 January 1959, is a graduate from the École spéciale militaire of Saint Cyr (Saint Cyr Military Academy) and the École de Guerre (War School). He started his career with 20 years of operational and management experience within the chasseurs alpins (Alpine infantrymen). He commanded the 27<sup>th</sup> mountain infantry brigade from 2010 to 2012. Hervé WATTECAMPS also has 15 years' expertise in the human resources field. In 2012, he became director of the infantry and artillery officer and non-commissioned officer training schools. From 2015 to June 2018, he was Human Resources Director for the French Army, member of the Executive Committee. He devised and conducted change management for the institution's human resources. Hervé WATTECAMPS joined Groupe ADP on 9 July 2018 as Human Resources Director. Hervé WATTECAMPS is an Officer of the Légion d'honneur.

## 14.2 FUNCTIONING OF THE COMMITTEES LINKED TO THE BOARD OF DIRECTORS

The Board of Directors has created four committees: an Audit and Risk Committee, a Strategy and Investments Committee, a Compensation, Appointments and Governance Committee and a Corporate and Social Responsibility Committee. On 21 November 2018, the Board of Directors created an *ad hoc* committee to review aspects of the Aéroports de Paris - Charles de Gaulle - Terminal 4 project (its composition is shown in the summary table); it met twice in 2019 and has not been active since 20 May 2019. The purpose of the committees is to contribute to the preparation of the Board of Directors' decisions by issuing opinions that are then presented to the Board. The chairmen of the committees or a member appointed by them shall report to the Board of Directors on the proceedings and the opinions rendered by the said committees. Their powers and specific modalities of operation are described in the rules of procedure that can be consulted at <https://www.parisaeroport.fr/groupe/groupe-et-strategie/notre-groupe/organisation/gouvernement-entreprise>. Their composition and activity during the 2019 financial year are described below.

The members of each committee are appointed, on proposal by the Chairman and CEO, by the Board of Directors from among its directors according to their competencies in terms of their work and experience, the interest that they have for the different subjects being dealt with and ultimately their availability. The Chairman of each committee is appointed by the Board of Directors, following a proposal from the remuneration, appointments and governance committee.

Committee members are elected for a term not exceeding their term as director.

The financial controller and either the chief or vice government representative can attend all of the committee meetings in a consultative capacity. It is important to avoid the presence of crossed directors between Aéroports de Paris and any other companies, in similar committees.

The committees meet at least three days before the Board of Directors meeting, except in the case of necessity or material impossibility, the agenda of which contains draft discussions on questions that are relevant to their area. The members of the committees shall be provided with whichever documents are necessary for their proceedings at least 3 working days prior to the meeting.

The members of the committees and all persons invited to committee meetings are bound by a non-disclosure obligation with respect to information that comes to their knowledge or to which they have access in the course of their duties.

For the purposes of accomplishing their work, the committees may hear members of Company and Group management or they may hire experts or external advisers, as need be. Committees must, however, ensure the objectivity of the outside experts or consultants concerned.

### Audit and Risk Committee

#### Composition

The rules of procedure require that Aéroports de Paris has an Audit and Risks Committee made up of a maximum of five members with voting rights, appointed from among the directors - one of whom represents the French State, one representing employees and with members preferably being independent directors as set out by the criteria of the AFEP-MEDEF corporate governance code, and selected from among those directors nominated by the General Meeting of Shareholders. The Audit and Risk Committee does not include any executive officers.

At the date of filing of this Universal Registration Document, the committee consisted of four members: Jacques Gounon, its Chairman and



independent director, Isabelle Bui, Frederic Gillet and Françoise Debrus, permanent representative of Predica, independent director.

The Board of Directors has noted that the members of the Audit and Risk Committee meet the criterion of financial or accounting expertise provided for by the texts in force.

The presentation of the mandates and duties filled by the directors over the last five years attests to their expertise in finance and accounting.

## Tasks and functioning

The Audit and Risk Committee's rules of procedure are based on the French Commercial Code and the recommendations of the AMF. The Audit and Risk Committee is also governed by Order no. 2016/315 of 17 March 2016 relating to the statutory audit.

The Audit and Risk Committee, reporting to the Board of Directors, monitors the accuracy and truthfulness of the company and consolidated financial statements and oversees the preparation of financial and extra-financial information. It monitors the Statutory Auditors through completion of their missions and ensures their independence. It monitors the effectiveness of the internal control and risk management systems, including those of a social and environmental nature, as well as internal audit. It reviews the relevance of the Group's financial policy. It enlightens the Board of Directors on the reliability and quality of information issued to it. The Audit and Risk Committee makes sure of the expertise, independence and objectivity of outside experts of whom it may make use.

The committee could consider executive officers other than the corporate officers, and under conditions that it determines. It hears the Executive Director - Finance, Strategy & Administration, the Executive Director for International, the Group Secretary General (notably responsible for CSR subjects), the Corporate Accounts Director, the Internal Audit Director, the Director for Safety, Risk Management and Compliance and the Statutory Auditors.

## The activity of the Audit and Risk Committee in 2019

The Audit and Risk Committee meets at least four times a year and as often as necessary, and can only meet if half of its members are present. In 2019, it met eleven times with an attendance rate of 95%. The Statutory Auditors attended all of the committee meetings.

During its meetings, the committee examined in particular files relating to:

- ◇ the closing of the 2018 company and consolidated financial statements and 2019 half-yearly financial statements, the adoption of the 2018 management report, the update of the 2019 consolidated budget forecast, the establishment of management planning documents and the progress report on the development of Aéroports de Paris, the 2020 consolidated budget of Groupe ADP, the setting of the airport fees for the period from 1 April 2019 to 31 March 2020, the appropriation of 2018 income, the setting of the dividend, the distribution of interim dividends;
- ◇ the corporate governance report for the 2018 financial year;
- ◇ the presentation of the Statutory Auditors' complementary report;
- ◇ review of the charter on related party agreements;
- ◇ the status of 2019 risk mapping for Groupe ADP and its subsidiaries and shareholdings, including social and environmental aspects, the status of Groupe ADP's 2019 corruption risk map, the summary of the 2018 internal audit activity and the Audit Department's 2019 and 2020 audit programme, the update of the internal audit charter;
- ◇ an update on the Ethics and Compliance plan;

- ◇ review of the Rules of Procedure of the Board of Directors;
- ◇ monitoring of off-balance sheet commitments by monitoring sureties, endorsements and guarantees;
- ◇ the authorisation for bond issues in 2019 and 2020;
- ◇ the monitoring of the main investment programmes;
- ◇ the review of Groupe ADP's 2020 -2024 investment program and its associated financing plan;
- ◇ international development with, notably the regular update on TAV Airports, participation in the call for tenders for international airport concessions;
- ◇ the review of the proposal for an Economic Regulation Contract 4 and the progress of the Terminal 4 project;
- ◇ the Groupe ADP's procurement policy and the work of the consultative markets commission;
- ◇ the report of the Senior Director on his mission to prevent conflicts of interest;
- ◇ the Audit and Risk Committee's approval process for services other than certification of the financial statements provided by the Statutory Auditors in application of article L. 823-19 of the French Commercial Code.

## The Strategy and investment committee

### Composition

The Board's Rules of Procedure require that Aéroports de Paris SA has a strategy and investment committee consisting of a maximum of six members entitled to vote, appointed from among the directors, including two employee representatives.

At the date of filing of this Universal Registration Document, it is composed of the following six members: Augustin de Romanet, its Chairman, Isabelle Bui, Geneviève Chaux Debry, Fayçal Dekkiche, Jabine van der Meijs and Joël Vidy.

### Tasks and functioning

The duties of the strategy and investment committee are to provide advice to the Board of Directors on:

- ◇ the definition and implementation of the strategic policies of Groupe ADP;
- ◇ the guidelines of Groupe ADP in terms of diversification or growth operations;
- ◇ significant investment and development projects or disposals of holdings.

It examines the company's economic doctrine and any issue relating to the definition and implementation of Groupe ADP strategy that the Board of Directors wishes to submit to it.

## Activity of the Strategy & Investment Committee in 2019

The strategy and investment committee meets at least three times a year and as often as necessary and can only meet if half of its members are present. In 2019, it met nine times with an attendance rate of 91%. Notably, a strategic seminar of the Board of Directors was also held on 20 November 2019.



During its meetings, it has in particular covered:

- ◆ the Group's strategy and investments as illustrated by the progress report of 31 December 2018 on the "Connect 2020" strategic plan, by the 2020-2024 investment programme and the review of the main investment projects;
- ◆ the review of the proposal for an Economic Regulation Contract 4 and the progress of the Terminal 4 project;
- ◆ presentation of the Groupe ADP's purchasing policy and of the work of the consultative markets commission;
- ◆ the examination of the response of the Board of Directors to the opinion of the Works Council on the strategic directions;
- ◆ international development with, notably, the participation in the call for tenders for international airport concessions.

## The remuneration, appointments and governance committee

### Composition

The Remuneration, Appointments and Governance Committee is made up of at most five members with voting rights from among the directors, including one representative of the French State, one director representing employees and directors appointed by the General Meeting of Shareholders. It may not include any executive officers among its members and must consist of a majority of independent directors.

The Executive Officer is associated with the committee's work regarding appointments and succession plans.

At the date of filing of this Universal Registration Document, the committee consisted of five members: Françoise Debrus, independent director, permanent representative of Predica and Chairwoman of the committee, Jacques Gounon, independent director, Xavier Huillard, permanent representative of Vinci, Jean-Paul Jouvent and Isabelle Bui.

The Board of Directors made sure that, in order for it to function correctly, the remunerations, appointments and governance committee is organised so that its chairmanship is entrusted to an independent director and includes all the Board's independent directors. It is recalled that the High Committee of Corporate Governance considers in its activity report for October 2014 that a remunerations committee including two independent directors out of four members (excluding director representing the employees) should remain in compliance with the intent of the AFEP-MEDEF code provided it is chaired by an independent director. In its report of October 2017, the High Committee accepted that the proportions may not be fully achieved, rather than have the independence criteria interpreted too freely.

### Tasks and functioning

The duties of the Compensation, Appointments and Governance Committee are to study and formulate proposals on the amount of, and change in, total compensation (and each of its components) of corporate officers, as well as on benefits in kind or any other type of compensation, in compliance with AFEP-MEDEF recommendations. The Committee gives an opinion on the compensation policy for the Company's key executives, proposes to the Board of Directors a total amount and the allocation rules for directors' attendance fees, taking into account their level of attendance at meetings, and for the remuneration of non-voting Board members. It proposes to the Board of Directors a policy for the reimbursement of expenses incurred to carry out the duties of a director.

The Committee is responsible for making proposals to the Board after an in-depth review of all elements to be taken into account for its deliberation, notably given the composition and changes in the Company's shareholding, in order to ensure the balanced composition of the Board: balanced representation of women and men, nationalities, international experience, expertise, etc. It organises, in particular, a procedure for selecting future Independent Directors and undertakes its own investigation of potential candidates before contacting them. It discusses the qualifications required for Independent Directors.

The Committee is responsible for preparing a succession plan for the Executive Officers.

### The activity of the Compensation, Appointments and Corporate Governance Committee in 2019

The remuneration, appointments and governance committee meets at least once a year and as often as necessary, and can only meet if two thirds of its members are present. In 2019, it met eight times with an attendance rate of 100%.

During its meetings, the committee debated on such items as:

- ◆ the choice of proposed directors and non-voting Board members submitted to the General Meeting of Shareholders, after analysis of their CVs and the appropriateness of their profile with the composition of the Board of Directors (in particular, the review of their independence); the annual review of the independence criteria for directors with regards to the AFEP-MEDEF Code based, notably, on the setting of quantitative and qualitative criteria to assess the significant nature or not of the relationship between Aéroports de Paris and the members of the Board of Directors;
- ◆ the organisation of the election of the directors representing employees;
- ◆ the appointment of the members of committees and of their chairs;
- ◆ the proposal to renew the mandate of Augustin de Romanet as Chairman and CEO with the same compensation conditions following a review of his performance and of his vision for the future of the company;
- ◆ external appraisal of the operation of the Board of Directors;
- ◆ the compensation of the Chairman and CEO, with review of the achievement of objectives and the setting of the amount of variable compensation for 2018;
- ◆ submission to the Annual General Meeting of Shareholders of the ex-ante and ex-post resolutions on executive officer compensation;
- ◆ the adoption and allocation of the compensation for directors and non-voting Board members, the review of the final amounts for the 2018 financial year and the estimate of the amount for 2019;
- ◆ review of the succession plan for the Executive Officer and of the management continuity measures;
- ◆ summary of the expenses incurred by the members of the Board of Directors in 2018;
- ◆ the compensation policy for members of the Executive Committee;
- ◆ the appointment of the Senior Director;
- ◆ the review of the Board of Directors' Rules of Procedure and limitations on the powers of the Chairman and CEO;
- ◆ the review of the corporate governance report for the 2018 financial year and the Chapter 15 of the Universal Registration Document.

## The Corporate and Social Responsibility Committee

### Composition

The CSR Committee has a maximum of six members, with voting rights appointed among the directors, of whom two are employee representatives. The members are appointed by the Board of Directors from among its directors according to their competencies in terms of the committee's work, the interest that they have for the different subjects being dealt with and ultimately their availability.

At the date of filing of this Universal Registration Document, the committee consisted of six members: Fanny Letier, its Chairwoman, Brigitte Blanc, Françoise Debrus, independent director, permanent representative of Predica, Nancy Dunant, Frederic Gillet and Perrine Vidalenche.

### Tasks and functioning

The purpose of the CSR Committee is to:

- ◇ examine the main issues in the field of corporate social responsibility facing the Company;
- ◇ review the corporate social responsibility strategy and action plan, including the undertakings made by the Company in this area and

monitor their implementation and propose any measures to be implemented;

- ◇ submit any proposals and opinions to the Board of Directors that take into consideration the corporate social responsibility challenges impacting the Company to set the direction of the latter's actions;
- ◇ review the corporate social responsibility reports submitted to the Board of Directors in accordance with applicable laws and regulations;
- ◇ study the extra-financial scores obtained by the Company and define objectives in this area, where applicable;
- ◇ with respect to sponsorship: review the Company's guidelines and principles for participation. An annual review of sponsorship activities is submitted to the committee.

### Activity of the Strategy & Investment Committee in 2019

The CSR Committee meets at least once a year and as often as required. The CSR Committee can only meet if half of the appointed members are present. In 2019, it met once with an attendance rate of 100%.

During the meeting, the Committee discussed: the CSR policy and accomplishments in 2018 and the environmental policy.

## 14.3 CORPORATE GOVERNANCE – ADHERENCE TO THE PRINCIPLES OF GOVERNANCE

The Board of Directors resolved on 29 April 2009 to refer to the Corporate Governance Code for listed companies established by the French association of private companies and the Movement of French Entrepreneurs (AFEP-MEDEF Code). The Company also draws on the charter for relations with public companies that sets out the rules governing the relations between the French Government Shareholding Agency (APE) and the companies in which the government holds shares.

Aéroports de Paris is governed by Order no. 2014-948 of 20 August 2014 on governance as a result of its status as a public company controlled by a majority shareholder. The provisions of the AFEP-MEDEF Corporate Governance Code (available online at <http://consultation.codeafepmedef.fr>) were not taken into account and the reasons for doing so are given in the paragraph concerning the "Derogations to the AFEP-MEDEF Code" in the Corporate Governance report in appendix 2 of this Universal Registration Document.



15

## SOCIAL, ENVIRONMENTAL AND SOCIETAL RESPONSIBILITY INFORMATION

<b>15.1 AÉROPORTS DE PARIS CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY</b>	<b>144</b>	Dialogue with local residents	169
Aéroports de Paris CSR approach	144	Groupe ADP Foundation	170
Engagement frameworks	146	<b>15.6 OPERATING IN AN EXEMPLARY WAY</b>	<b>170</b>
Governance and CSR implementation	149	The fight against tax fraud	170
<b>15.2 PROVIDING THE GROUP AND ITS EMPLOYEES WITH THE MEANS FOR THEIR DEVELOPMENT</b>	<b>149</b>	Governance and ethics	170
HR policy and challenges, risk analysis and materiality study	149	Measures for people with disabilities or impaired mobility	173
<b>15.3 SOCIAL INDICATORS FOR THE GROUP</b>	<b>157</b>	Sustainable purchasing	173
Geographic distribution	158	<b>15.7 METHODOLOGICAL NOTE ON SOCIAL, SOCIETAL AND ENVIRONMENTAL REPORTING</b>	<b>174</b>
<b>15.4 IMPROVING OUR ENVIRONMENTAL PERFORMANCE</b>	<b>158</b>	Social reporting	174
Environmental and energy policy 2016-2020	158	Environmental reporting	175
Fight against climate change	159	Relevance and choice of indicators, change in scope	175
Preservation of natural resources	164	Exclusions, methodological limitations and specificities	175
Environmental indicators for the group	166	Consolidation and internal control	176
<b>15.5 DIALOGUE AND SHARING VALUE WITH OUR REGIONS</b>	<b>167</b>	External controls	176
Creating non-transferable employment for the local populations	167	<b>15.8 CORRELATION OF THE EXTRA-FINANCIAL PERFORMANCE STATEMENT AND THE ARTICLES L. 225-102/R. 225-105 OF THE FRENCH COMMERCIAL CODE WHICH REGULATE THE CONTENT OF THE UNIVERSAL REGISTRATION DOCUMENT IN TERMS OF CSR</b>	<b>177</b>
Supporting regional economic development	168	<b>15.9 REPORT BY ONE OF THE STATUTORY AUDITORS, DESIGNATED INDEPENDENT THIRD PARTY, ON THE CONSOLIDATED STATEMENT OF NON-FINANCIAL PERFORMANCE</b>	<b>178</b>
Facilitating the integration of the most vulnerable populations	168		
Removing peripheral obstacles to employment	168		
Managing noise and light pollution	168		

## 15.1 AÉROPORTS DE PARIS CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

### Aéroports de Paris CSR approach

#### The global strategy

Groupe ADP aims to become a global leader in CSR issues. The business plan therefore looks to establish a balance between economic growth and all non-financial areas. The culture of corporate social responsibility is thus in line with the public service values that make up the history and DNA of Aéroports de Paris.

The group therefore conducts its policy according to the guidelines included in the ISO 26000 standard, which is the framework for CSR performance. It continues to roll out its policy within a scope that includes, alongside the parent company Aéroports de Paris, its wholly-owned direct or indirect subsidiaries (ADP International, ADP Ingénierie and Hub One). The policy is gradually being rolled out to TAV Airports and Airport International Group (AIG). The aim is to establish a common culture in terms of CSR.

The group's CSR charter, signed by the Chairman and CEO, and the corporate officers of wholly-owned subsidiaries, is based on six strategic focuses:

- ◇ ensure exemplary governance;
- ◇ place people at the heart of its strategy;
- ◇ satisfy all customers;
- ◇ control and minimise its impact on the environment;
- ◇ ensure ethical and responsible purchasing; and
- ◇ promote local community involvement.

The CSR policy covers five areas: governance, environment, human capital, customers/purchasing and societal. In line with the group's Connect 2020 strategic plan, it includes CSR performance targets, including specifically:

- ◇ the reduction in the group's environmental footprint;

- ◇ employee involvement;
- ◇ customer satisfaction;
- ◇ improving its extra-financial rating.

#### The identification of non-financial challenges

The results of the materiality study carried out at the end of 2017 via an online survey were published on the group's internet site ([parisaeroport.fr/groupe/rse/materialite-des-enjeux-rse](http://parisaeroport.fr/groupe/rse/materialite-des-enjeux-rse)). Sent to 8,000 stakeholders, the study included 23 issues grouped into four themes:

- ◇ exemplary airport management;
- ◇ well-being of platform employees;
- ◇ environmental preservation;
- ◇ commitment to regions.

A total of 2,200 internal (employees) and external (suppliers, partners, etc.) stakeholders responded. They considered several CSR themes to be very important (score higher than 8/10): good governance and business ethics; preservation of natural environments and air quality; fight against climate change; work safety and security; public and airport security, accessibility to airport zones; and the quality of the welcome and service to passengers.

This analysis of the challenges is crossed with the analysis of the non-financial risks prepared by Groupe ADP, to target priority areas for intervention. A summary of the main non-financial risks is presented below. Some of these have been identified as significant within the framework of the analysis of risks that are significant and specific to Groupe ADP's business. They are presented in the Risk factors section of this Universal Registration Document.

Summary of the main extra-financial risks and relevant policies

Risk	Risk identification	Risk policies and management	For more information, see chapter
<b>Ethics &amp; compliance risk</b>	Prohibited practices contrary to ethics and compliance in business conduct by employees or third parties may damage Groupe ADP's reputation and share value.	The Ethics and compliance program is based on the definition and implementation of: <ul style="list-style-type: none"> <li>◇ an ethics and compliance action plan based on seven pillars;</li> <li>◇ the vigilance plan.</li> </ul> Moreover, Groupe ADP is a member of the UN Global Compact and has signed the Mobilisation Charter to fight for equality against racism.	Operating in an exemplary way



Risk	Risk identification	Risk policies and management	For more information, see chapter
<b>Risks related to the integration of regional and environmental issues</b>	<p>A consideration of regional and environmental risks that is perceived to be insufficient may negatively impact Groupe ADP's business and development projects.</p> <p>In a context of growth in global traffic, the fight against climate change and environmental pressures that weigh on air transport, Groupe ADP's challenge is to develop its business whilst respecting its stakeholders.</p> <p>The development of the business has an economic and social impact on the regions in which it is located, as it can lead to environmental risks (noise, emissions to air, water, soil, waste management, resource use, protection of biodiversity and sustainable development).</p>	<p>Aéroports de Paris' environmental and energy policy has enabled us to achieve:</p> <ul style="list-style-type: none"> <li>◆ a rate of 29% of clean vehicles in our light commercial vehicle fleet;</li> <li>◆ a reduction of 69% in CO<sub>2</sub> emissions per passenger (until the end of 2018);</li> <li>◆ a share of renewable energy in our final consumption of 15.5%.</li> </ul> <p>Moreover, Aéroports de Paris has committed to becoming carbon neutral:</p> <ul style="list-style-type: none"> <li>◆ with offsetting by 2030;</li> <li>◆ without offsetting by 2050.</li> </ul> <p>Aéroports de Paris' societal approach has enabled us to:</p> <ul style="list-style-type: none"> <li>◆ organise recruitment fairs where over 1,600 jobs were offered;</li> <li>◆ support the creation of over 200 companies;</li> <li>◆ include social integration clauses in contracts for the future Terminal 4;</li> <li>◆ pay €1,000,000 for the benefit of around 50 general interest projects concerning education, the fight against illiteracy and the prevention of school dropout.</li> </ul>	<p>Improving our environmental performance</p> <p>Dialogue and sharing value with our regions</p>
<b>Risks related to appropriate human resources</b>	<p>Achievement of the group's ambition may be affected by a mismatch between jobs and skills and its activities and development, notably, the group's transformation, international development, investment plan and job changes.</p>	<p>Forward planning for jobs and skills is based on:</p> <ul style="list-style-type: none"> <li>◆ the Aéroports de Paris SA collective agreement of 16 January 2019 on the GPEC, including the provisions on young people and seniors.</li> </ul> <p>The recruitment plan enabled:</p> <ul style="list-style-type: none"> <li>◆ 272 hires on a permanent basis in 2019 for Aéroports de Paris SA.</li> </ul> <p>Career paths are structured based on:</p> <ul style="list-style-type: none"> <li>◆ the systematic use of career path reviews.</li> </ul> <p>International development has been strengthened through:</p> <ul style="list-style-type: none"> <li>◆ the implementation in 2019 of the entity dedicated to Top management and international management to coordinate talent reviews at group level;</li> <li>◆ continued development of managerial skills.</li> </ul> <p>Development of attractiveness:</p> <ul style="list-style-type: none"> <li>◆ reinforcement of the Employer brand with schools, social networks and regions;</li> <li>◆ competitiveness, fairness, clarity of compensation and links with individual and collective performance;</li> <li>◆ a new collective agreement on teleworking signed on 18 November 2019.</li> </ul> <p>Employee diversity thanks to:</p> <ul style="list-style-type: none"> <li>◆ the updating of the Diversity policy for 2020-2022;</li> <li>◆ a new agreement on gender equality for 2020-2022, signed on 18 November 2019;</li> <li>◆ a new agreement on the employment of disabled people for 2020-2022, signed on 18 November 2019.</li> </ul>	<p>Providing the Group and its employees with the means for their development</p>



Risk	Risk identification	Risk policies and management	For more information, see chapter
<b>Risks related to labour-management relations climate and dialogue</b>	Achievement of the group's objectives may be affected by a deterioration in the labour-management relations climate, such as difficulties implementing the group's transformation, blocked labour-management dialogue and social movements.	The setting up of the Social and Economic Committee on 1 January 2020 for renewed labour-management dialogue with: <ul style="list-style-type: none"> <li>◆ two unanimous agreements on 9 September 2019: implementation of the Social and Economic Committee and trade union rights;</li> <li>◆ professional elections on 14 and 19 November 2019.</li> </ul> Productive labour-management dialogue: <ul style="list-style-type: none"> <li>◆ signature of 14 collective agreements.</li> </ul>	Providing the Group and its employees with the means for their development
<b>Risks related to workplace health and safety</b>	The safety of people is a priority for the group. It concerns its employees, including expatriates and employees seconded abroad, as well as subcontractors.	The continuation of the multi-year prevention action plan and very positive results: <ul style="list-style-type: none"> <li>◆ frequency rate for Aéroports de Paris SA = 12.88 (14.62 in 2018).</li> </ul> Monitoring of the corporate climate and dialogue with managers, with the Great Place to Work 2019 Barometer: <ul style="list-style-type: none"> <li>◆ participation rate: 56.1% (+5 points compared to 2017);</li> <li>◆ positive responses to the overall perception question: 58% (+4 points).</li> </ul>	

## Measurement and ongoing improvement of CSR performance: ratings and benchmarks

Groupe ADP exercises its corporate social responsibility to its stakeholders through a policy based on reducing the environmental impacts of its operations and creating positive outcomes based on economic and social cooperation programmes with local communities, and on developing the Company's collective efficiency and social responsibility.

CSR performance has been assessed by an extra-financial rating agency since 2005 for Aéroports de Paris and since 2014 for the main wholly-owned subsidiaries. In 2018, Ethifinance performed the rating of Aéroports de Paris and its subsidiaries, ADP Ingénierie, ADP International and Hub One, in relation to corporate governance, business ethics, the environment, community involvement, human resources, customers and purchases. The Group's rating increased by four points between 2016 and 2018, to 86 out of 100, corresponding to Ethifinance's "excellent" level. The scores of Aéroports de Paris and each of its subsidiaries are up.

For the parent company, all areas are rated as "excellent", demonstrating the extent of the commitments, the successful implementation of the actions and advanced performance. Improvement points from this evaluation feed the improvement plans managed by each entity and are coordinated by the Environment, CSR and Regions Division.

For Aéroports de Paris' main subsidiaries, each of which is showing strong progress, the detailed results can be found in the corporate social responsibility information published on the website.

Aéroports de Paris is included in a number of socially responsible investment indexes, including the Dow Jones Sustainability Index World and Europe and in 2019 received a rating of 67/100 from the latter (compared with an average of 36 for the transport and transport infrastructure sector).

Aéroports de Paris is also included in indexes such as the ISR Euronext Vigeo Eiris Europe 120 and Eurozone 120 (since 2012), FTSE4GOOD (since 2015), MSCI (since 2012), Ethibel (since 2009) and Oekom Prime (since 2014).

In 2019, Aéroports de Paris scored C (from A to D) in the Carbon Disclosure Project (CDP) ratings.

## Engagement frameworks

Groupe ADP identified contributions to 11 sustainable development goals (SDG) in 2018, which form part of the goals adopted by the UN in 2015 to achieve a better and more sustainable future by 2030:

- ◆ Quality Education (SDG 4);
- ◆ Gender Equality (SDG 5);
- ◆ Clean Water and Sanitation (SDG 6);
- ◆ Affordable and Clean Energy (SDG 7);
- ◆ Decent Work and Economic Growth (SDG 8);
- ◆ Industry, Innovation and Infrastructure (SDG 9);
- ◆ Sustainable Cities and Communities (SDG 11);
- ◆ Responsible Consumption and Production (SDG 12);
- ◆ Climate Action (SDG 13);
- ◆ Preservation and restoration of land ecosystems (SDG 15);
- ◆ Partnerships for the goals (SDG 17).

The Aéroports de Paris reporting methodology and the information published in the annual CSR Information document are compliant with the Global Reporting Initiative (GRI) G4 core framework. Moreover, sustainable development activities are reported to stakeholders in accordance with GRI guidelines.

## Stakeholder dialogue across all domains

The group's corporate social responsibility strategy is enhanced by listening to stakeholders and promoting stakeholder dialogue and involvement. Regular dialogue provides a better understanding of any changes and challenges so that they can be incorporated in the CSR approach. Stakeholder mapping is regularly reviewed.

The table below shows a breakdown of proposed collective and individual dialogue methods, which are also subject to regular reviews.

Preliminary work to form a Stakeholder Committee began in 2018 and continued into 2019.



## // MAPPING AND DIALOGUE TOOLS

### Expectations of our stakeholders

### IT tools

### Modes of consultation

#### B2C customers

##### Passengers and people:

Safety • Punctuality • Comfort.

**Passengers:** www.parisaeroport.fr • My Airport (smartphone, tablet) • Customer guides • Paris Worldwide magazine • Twitter, YouTube, Facebook, Pinterest • Electronic newsletters • Orientation and information kiosks in airports.

**PRM:** specific page on our website.

www.parisaeroport.fr • Enquêtes de satisfaction au départ et à l'arrivée • Imprimés en aéroports • Numéro unique 3950 • Gestion des réclamations • Chambres consulaires étrangères • Benchmarks.

#### B2B customers

**Airlines:** Quality of airport services • Contribution to their competitiveness.

##### Real estate tenants and platform companies:

Lessor services • Services.

**All:** www.parisaeroport.fr • CSR Expert Area • Intranet sites • Electronic newsletters • Twitter.

**Airlines:** Airport Policy Committee (Comité d'orientation aéroportuaire, COA) • Club of airport stakeholders

**Real estate tenants:** Conferences • Guides for settling in and living at airports.

**Airlines:** Airport CDM • Economic Consultative Commission • Quality of Service Operational Committees • Local Quality Committees • Operational meetings • Benchmarks.

**Real estate tenants:** Meetings • Dedicated intranet site • Environmental Partners Club • Satisfaction surveys.

#### Employees

##### Groupe ADP (Trade unions. Employee representatives):

Career path • Health and quality of life • Equity • Equal opportunities • Environmental protection.

**Platform companies:** Safety • Quality of life • Environmental protection.

**All:** www.parisaeroport.fr • CSR Experts Area • Annual reports.

**Groupe ADP:** Internal diary • Internal newsletters • Intranet sites • Group Committee • Information and awareness booklets • Day of welcome for new employees, promoted staff and executives • Employee handbooks.

**Groupe ADP:** Annual social climate survey • Works Council • Employee delegates • Trade union delegates.

**Platform companies:** Exchanges with management.

#### Public stakeholders

##### French scope

(State. Regulatory Authority. Regional authorities. National general interest organisations):

Compliance with laws • Economic Regulation Agreement • Risk management • CSR • Implementation of public policies.

##### International scope

(European institutions. Professional unions): Compliance with laws, risk management • CSR • Implementation of European policies or international commitments.

www.parisaeroport.fr • www.entrevoisins.org • CSR Experts Area • Annual reports and regulated information • Conferences, symposia, press releases • Site visits • Responsible lobbying.

Regulatory consultation tools (consultation files, authorisation requests, etc.) • Economic advisory committee • Economic, environmental and social partnerships • Working groups.

Our stakeholders' expectations	Information tools	Consultation methods
<p><b>Regional development players</b> (<i>Poles of competitiveness. Local businesses. Regional general interest organisations</i>): Value creation (economic and social) • Control of environmental impacts • Noise.</p>	<p>www.parisaeroport.fr • CSR Experts Area • Annual reports • Supplier platform • Forums and meetings • Ad hoc information on development projects • ev-labo.aeroportsdeparis.fr</p>	<p>Regional governance bodies • Procedures for regional development • Forums and meetings with SMEs • Support structures for start-ups • Working groups.</p>
<p><b>Directors and funders</b> (<i>Shareholders including the French State, reference shareholder. Occasional investors and funders. Banks. Financial analysts</i>): Economic performance • Shareholder interests • Management.</p>	<p><b>Directors:</b> www.parisaeroport.fr • CSR Experts Area • Annual reports. <b>Funders:</b> www.parisaeroport.fr • CSR Experts Area • Annual reports • Letters to shareholders • Quarterly presentations • Non-financial rating requested.</p>	<p><b>Directors:</b> Board of Directors • Advisory Committees. <b>Funders:</b> General Meeting of Shareholders • Shareholders' club • Shareholders' meetings • Site visits • Investor presentations.</p>
<p><b>Airport partners</b> (<i>Suppliers. Service providers. Public services. Customs. Ground handling companies. Development partners - travel industry, transport companies, advertising media, terminal businesses - Partner airports. Associations and clubs</i>): Legibility of our practices • Quality of service and collaborative methods.</p>	<p>www.parisaeroport.fr • CSR Experts Area • Annual reports • Supplier platform • Purchases code of conduct • Supplier and service provider CSR charter • Conferences and symposia • Implementation guide on platforms.</p>	<p>Supplier platform • Markets and consultations, including supplier self-assessment • Supplier and service provider satisfaction surveys, shops, etc. • Operational thematic workshops • Operational quality committees • Working groups, regional projects, State projects • Environmental partner clubs • Ecoairport.</p>
<p><b>Relays and societal influencers</b> (<i>Residents. Politicians and elected officials. NGOs and associations. Media. Relays and opinion leaders. VIP. Professional auditors. Non-financial analysts</i>): Economic performance • Quality of life and nuisance management • Economic and social cooperation • Risk management • Relay of public policies • Labels • Human rights.</p>	<p>www.parisaeroport.fr • CSR Experts Area • Annual reports • www.entrevoisins.org • ev-labo.aeroportsdeparis.fr • Systems of certified management • Press releases, files and conferences, press reception • Responsible lobbying • Events organised by local elected officials, economic players, NGOs and schools • Events organised with local economic players • Environment and Sustainable Development Houses • Visits to platforms.</p>	<p>CSR Experts Area • Requested non-financial rating • Response to socially responsible investment (SRI) questionnaires • Cooperation with NGOs (Transparency International France) • Responsible lobbying • Environmental advisory committees (CCE) • Meetings.</p>



## Governance and CSR implementation

CSR governance is deployed at various levels within Groupe ADP:

- ◆ since 2013, the group's Secretary General, which is represented on the Executive Committee, has incorporated a cross-disciplinary culture into the corporate social responsibility policy. Since 2018 it has brought together the Company's positions on risk management, ethics and compliance, the environment, societal policy and CSR guidance;
- ◆ since 2013, the Board of Directors has been involved in review and decision-making processes regarding the exercising of corporate social responsibility and assessing CSR performance. In 2018, the Board of Directors reviewed the Ethics and Compliance programme and the non-discrimination and diversity policy for the first time. A CSR Committee was created in 2019, and held its first meeting in the same year;
- ◆ CSR projects are presented to the group's operational governance bodies, which include the Executive Committee, the Strategy and Investment Committee and the CSR Guidance Committee.

The CSR approach is implemented by several Divisions including the Human Resources Division, the Ethics Division, the Customer Division, the Civic Engagement Division, the Purchasing Division and the Environment, CSR and Regions Division. The approach aims to fulfil a number of

duties regarding CSR guidance, the environment, regional economic development, solidarity with local residents, information for local residents and soundproofing. In December 2018, the Environment, CSR and Regions Division created a CSR division, to strengthen action taken and ensure that the approach can be easily understood by all stakeholders.

The division relies on a network of 22 CSR contacts (one for each of the group's entities), to ensure that discussions between parent company divisions and the three main wholly-owned subsidiaries are relevant to the group as a whole. This structure also boosts CSR reporting at Group level. The network of CSR contacts is currently being extended to entities which are not wholly-owned, including TAV and AIG.

CSR programmes are designed and implemented based on a process at the highest level supported by Executive Management. All of the Company's employees, at every hierarchical level, are involved in this process. For Aéroports de Paris, this process is managed by the CSR Guidance Committee, which comprises directors from the airports, Engineering and Architecture, Human Resources and Real Estate. It is chaired by the group's Secretary General.

In addition, CSR is widely deployed through awareness-raising actions and internal communication, which includes organising sustainable development events, publishing articles in the internal newsletter and conferences...

15

## 15.2 PROVIDING THE GROUP AND ITS EMPLOYEES WITH THE MEANS FOR THEIR DEVELOPMENT

### HR policy and challenges, risk analysis and materiality study

The general context is set by the priorities of the Connect 2020 strategic plan and the 2016-2020 Economic Regulation Agreement (ERA) to which HR policies make a direct contribution:

- ◆ optimise: monitoring the development of the organisations and businesses, tools and processes, controlling staff costs, recognising performance, modernising labour-management discussions, making managers more responsible for an overall budget including recruitment, temporary workers and training;
- ◆ attract: encouraging employee development, attracting talent and monitoring the development of the managerial culture;
- ◆ expand: protecting the group's identity and developing mobility in France and abroad and supporting job development in the territories.

2019 was characterised by the group's strong international development, which will be driven primarily by the One Group project. On 2 January 2020 the Group will create a single integrated structure to continue and accentuate the value creation strategy. The new structure will involve the creation of two new divisions, the identification of ten business networks (including the HR network), and will strengthen operational links between Groupe ADP and TAV Airports.

For TAV Airports, 2019 was dominated by the closure of Istanbul Atatürk and the subsequent relocation of the registered office, as well as adapting resources to these major business changes.

For human resources, 2019 was a key year with:

- ◆ significant changes to the structure of the Human Resources Division to support the group's international development strategy. This was characterised by the creation of three departments:
  - ◆ Top Management and International,

- ◆ Human capital management: organisations, headcount, wage bill and reporting,
- ◆ Supporting the group's transformation;
- ◆ and a General Policy Unit which aims to:
  - ◆ provide group information on HR/CSR policies, monitor and ensure HR risk management and internal control, and the full compliance of HR activities,
  - ◆ build a long-term HR vision, define related HR policy and strategy guidelines for this vision and finally coordinate and monitor action plan reporting;
- ◆ the signing of 14 structural collective agreements, relating primarily to:
  - ◆ the Economic and Social Committee and trade union rights, signed by all parties,
  - ◆ the jobs and skills management planning system, which provides a fundamental forward-looking vision that takes into account the fact that 40% of the workforce are due to leave over the next 10 years, which will create major knowledge transfer issues,
  - ◆ gender equality in the workplace and the employment of disabled people,
  - ◆ compensation: agreements to extend the individual performance policy for executives and to develop collective performance, including PEG, company contributions, the new PERCOL and profit sharing;
- ◆ HR support of international development by setting up an HR network as part of the One Group project. The main features of the network include:

- ◆ mapping of Top Management at group level, based on career review, succession plans, to be implemented from 2020,
- ◆ centralised reporting for subsidiary headcount and wage bill,
- ◆ implementation of an international mobility policy, focusing for the first time on Top Management,
- ◆ group-level coordination and reporting on the safety and occupational risks policy,
- ◆ creation of a group HR social package for all employees.

The One Group project, which was launched in 2019, will accordingly be a defining factor in 2020.

In 2019, Groupe ADP's average headcount included that of TAV Airports, Hub One, ADP Ingénierie, ADP International, including AIG (Jordan), which Groupe ADP assumed control of in 2018. The headcounts of SDA, Relay@ADP, Société de Distribution Aéroportuaire and Media ADP are also included. The HR policy for these companies will be stipulated for the 2020 data.

With this in mind, Groupe ADP updates its risk mapping every year, which includes HR-related risks. It covers:

- ◇ appropriate human resources;
- ◇ the labour-management relations climate;
- ◇ the safety of people and goods.

This risk assessment was compared with the materiality study carried out in 2018. This particularly highlighted employer attractiveness and career management, an improved labour-management dialogue and climate and workplace health and safety. Gender equality in the workplace and diversity are also emphasised, together with the quality of life of Group employees and partner companies.

The group confirms its intention to improve and continue the actions undertaken in the latter two fields in order to achieve the objectives it has set itself.

The HR policy has set goals in order to manage these risks:

- 1) strategic resource planning;
- 2) strong CSR commitment;
- 3) a revamped social dialogue system;
- 4) occupational health and safety, quality of working life.

The "CSR Approach" chapter contains a summary table of extra-financial risks and related policies.

## Strategic resource planning

Achievement of the group's goals is made possible by the commitment and involvement of employees. It may be affected by inadequate jobs and skills for its activities and development, notably, the Group's transformation, international development, investment plan and job changes.

The current landscape is defined by the following factors:

- ◇ the external factor of a talent and skills war in engineering, maintenance and digital professions;
- ◇ the internal factor of 40% of the workforce being due to retire over the next 10 years. We must capitalise on and transfer knowledge in order to maintain a competitive edge and retain command of all business areas.

There is however also an opportunity to recruit talented individuals with the necessary skills.

In order to meet these challenges, the Company is focused on:

- a) a multi-year skills outlook;
- b) dynamic talent management;
- c) supporting the group's transformation;
- d) a more defined employer brand to develop its appeal;
- e) promoting diversity in the Company, the components of which are set out in the section entitled "Strong CSR Commitment" below.

## A multi-year skills outlook

The aim of the collective agreement for Aéroports de Paris of 16 January 2019 on the GPEC (human resources and skills management planning system) is to retain know-how, secure knowledge transfer and bring in new skills, particularly for the core maintenance, engineering and operations professions.

## Dynamic talent management

### 1. A TARGETED RECRUITMENT PLAN

272 new permanent staff were recruited by Aéroports de Paris SA in 2019, compared with 154 in 2018.

The new GPEC agreement strengthens the commitment to recruiting young people. In 2019, 46% of external recruitments were young people under the age of 30 (target: 35%), with a specific emphasis on work/study trainees.

19 young Masters-level graduates were recruited in 2019 as part of a Graduate Program.

Finally, at the end of 2019, Groupe ADP launched a trial applicant referral scheme for the group's employees, to help to drive external recruitment in certain areas.

### 2. COORDINATING CAREER PATHS AND MOBILITY

The group's focus on this area incorporates the group and international dimensions into an approach that fulfils both strategic and structural requirements, and employee aspirations and employability.

In 2019, the mobility policy was boosted to continue to offer more clearly defined career paths, based on the systematic use of career path reviews.

The entity dedicated to Top Management and International (set up in 2019) is also leading talent and mobility reviews at group level.

Hub One launched a global jobs and skills review.

For TAV Airports, following the closure of Istanbul Atatürk and the subsequent relocation of the registered office, as well as the adaptation of resources to these major business changes, a crucial and comprehensive plan has been put in place to ensure business continuity, employee motivation and dialogue with stakeholders. A six-month outplacement scheme enabled 65% of employees to transfer to the new airport. The new registered office, which opened its doors in May, was created to centralise all of the group's companies and boost efficiency.

### 3. SUPPORTING EXTERNAL MOBILITY

Mobility leave is offered under the GPEC agreement to enable employees to set up their own businesses or retrain.

This option is in addition to the secure voluntary mobility scheme deployed in 2018 for employees looking for a new permanent role.

26 employees made use of these schemes in 2019.

### 4. TRAINING

Professional training supports the implementation of the skills management planning system.





Employees also undergo group training focusing on the Company's major strategic guidelines. Corporate social responsibility (CSR) forms part of several internal training modules. Training sessions for mobility/retraining take the form of validation of prior experience (VAE), long training sessions and modular training for new employees.

In 2019, as in 2018, Aéroports de Paris SA devoted nearly €4 million to purchasing professional training and skills development.

The Company is continuing to expand the use of work/study programmes to help young people launch their careers. The programmes are also one of the best means to develop and attract new skills.

In 2019, this policy led to the recruitment of 142 new work/study trainees, meaning there were 226 work/study trainees in the Company at end-December, a rate of 3.4% slightly exceeding the 3.2% GPEC commitment.

Finally, to increase the availability of specific airport-related skills, Aéroports de Paris SA decided to create an Apprenticeship Training Centre (*Centre de formation par l'apprentissage* - CFA) at the end of 2019 to support the training of future employees, with programmes due to begin in 2021.

Groupe ADP's subsidiaries develop training programmes corresponding to their activity.

TAV Academy is TAV Airports' specialist training subsidiary for all of its airports and companies.

## Supporting the group's transformation

### 1. DEVELOPING MANAGERIAL SKILLS

The management skills development policy helps to build a management and leadership culture that embodies our values and strategic ambitions. The managerial model is based on the group's four core values of trust, commitment, audacity and openness.

In 2019 we continued to support managers and develop their skills.

Co-development initiatives brought together managers from different divisions. The mentoring project will be rolled out in 2020. All operational Human Resources managers and project managers involved in the group's transformation participated in the process of developing internal facilitation skills, which will continue to be rolled out to managers in 2020.

Finally, training is offered to managers, including awareness of the Company's corporate policy. These *Trajectoires* modules, focused on management basics and techniques, involved 90 Aéroports de Paris SA employees this year (600 between 2016 and 2019).

### 2. SUPPORTING TRANSFORMATION PROJECTS

The multi-disciplinary transformation support division was set up in 2019 to organise support for transformation projects, in order to boost overall performance. Managers and their teams benefit from organisational or group coaching sessions, ergonomic workplace analysis, group approaches and training workshops for new collaborative tools.

Groupe ADP is also committed to a transformation of its culture with the aim of developing a group identity, based around its purpose and values. Employees from the group's main entities gathered for the first time for a seminar on this topic, held in Paris in October 2019.

## Developing attractiveness

### 1. A POWERFUL PROMISE AND RECOGNISED EMPLOYER BRAND, INCLUDING WORK WITH THE LOCAL COMMUNITY

Groupe ADP is developing its reputation and appeal with a view to attracting talented people who can meet the business challenges of today and tomorrow. The initiatives introduced are for permanent employees and young people on work/study contracts and interns. They target the most prestigious engineering and airport operation schools and

those teaching maintenance occupations and digital technology, etc.: partnerships (including with Sciences Po, ESSEC, ESTP and ENAC) and forums promoting airport occupations.

The Group has been expanding its presence on communication channels and social media in particular. Aéroports de Paris is also present on Jobteaser, which combines information on companies with offers for students and young graduates.

Groupe ADP still features in multiple rankings of the best companies to work for, e.g. Happy trainees and Randstad.

With regard to the employment of local residents and young people from priority districts, in July 2018, Aéroports de Paris joined the French government on its initiative to support priority urban development districts, and young people in particular. The initiatives focus mainly on offering work experience placements to year 10 secondary school students to introduce them to the Group's occupations: placements were offered to 300 young people of whom two-thirds from priority urban development districts. The Company has also made a commitment that 20% of its recruits on work/study contracts will come from such districts. A partnership with the *Nos quartiers ont du talent* [Our districts have talent] association offers staff the chance to support young people from these districts in their job searches.

The Company is also committed to promoting diversity, notably with *Elles bougent*, a women's network promoting technical careers to students in middle and secondary schools. In 2019, over 50 business sponsors signed up.

*Mission Handicap* facilitates the employment of disabled people; in 2019, it attended four recruitment forums (Hello Handicap, Talent Handicap, Open Forum ESSEC and Paris pour l'emploi).

### 2. COMMITMENT, RECOGNITION AND REWARDING EMPLOYEES

Employee commitment is a key factor in the overall performance of the Company. To this end, the recognition and compensation policy focuses on four principal themes: equality, competitiveness, transparency and personalisation, to reward and value the commitment of all individuals based on their role, responsibilities and qualifications, individual and collective performance and personal career development.

#### A competitive compensation package

The Mandatory Annual Negotiations in 2019 led to an agreement setting out a general increase of 0.3% on 1 January and of 0.7% on 1 September, together with an individual progress budget of 1.8%. Overall, the average fixed salary in 2019 increased by 3.3%, including length-of-service-related pay increases. In addition, the minimum gross monthly salary was increased to €1,821. A bonus is paid in recognition of the commitment of non-managerial workers (OETAM) at the maximum base level negotiated by the collective agreement based on their qualifications.

Each subsidiary has its own wage policy. A 2019 salary agreement was signed for ADP Ingénierie (general increase of 1.93% and individual increases of 0.27%). For Hub One, the changes introduced individual increases of 1% and targeted rises of 0.5%.

#### Equitable compensation

In 2018, the gender pay gap (theoretical fixed salary) was -2%, marking a significant improvement of -1.7 points compared with 2015 (3.7%).

The gender equality index score, published in March 2019, was 89 out of 100.

This outcome is a reflection of the Aéroports de Paris policy, demonstrated by the absence of a gap in the compensation paid to men and women at the same level of position or qualification, in the pay offered upon recruitment, salary increases associated with promotions, and performance-related increases and assessments (for executives).

### Transparent compensation

In 2019, to improve compensation transparency at Aéroports de Paris SA (components, allocation and eligibility criteria, figures compared to the rest of the market, etc.), two cycles of "360° compensation" HR Forums were organised for employees and managers. Over 700 staff took part in these discussions.

### Performance-related compensation

The performance assessment policy of Aéroports de Paris SA is centred around objective-based management relating to the group's strategy for the business as a whole and for each individual division.

In this context, the system for recognising and assessing individual performance helps highlight the results achieved in terms of each person's objectives. All executives benefit from individual variable compensation, the amount of which is defined according to their position and in line with a framework implemented in 2018.

Furthermore, employees can benefit from the group's overall performance through profit-sharing, incentives and employee shareholding.

The Aéroports de Paris SA 2018-2020 incentive agreement introduced on 29 June 2018 provides for an incentive bonus according to the level of achievement of two criteria: economic performance and customer satisfaction. A bonus may be paid, depending on the number of criteria met each year from the following three: frequency rate of workplace accidents with lost time, revenue per departure passenger airside and control over operating costs per passenger.

ADP Ingénierie and Hub One also have incentive agreements.

In 2019, the incentives recorded for all Groupe ADP companies totalled €16 million compared with €14 million in 2018.

Aéroports de Paris and its wholly-owned direct subsidiaries have implemented a profit-sharing mechanism for their employees. €24 million was paid out in profit sharing for the entire group in 2019, compared with €28 million in 2018.

### Collective benefits

All employees of Aéroports de Paris SA and its French subsidiaries benefit:

- ◇ from a social protection package which includes complementary health insurance and a pensions contract, from the same insurers;
- ◇ a Group savings scheme (PEG) and a collective company retirement savings scheme (PERCOL) (formerly PERCOG - changed in accordance with the PACTE Law of 22 May 2019 and pursuant to the collective agreement of 20 December 2019). These two schemes offer staff the opportunity to put together a portfolio of securities that may be contributed to by the Company.

Company contributions comprise, on the one hand, payments made to the *Fonds Commun de Placement d'Entreprise* (FCPE, a mutual investment fund) of the employee shareholding structure, within the framework of the PEG, and on the other, payments made to the group PERCO. As such, 99% of employees are shareholders through the FCPE ADP ACTIONNARIAT SALARIÉ.

In 2019, total contributions (PEG and PERCO) paid by the Company in this respect amounted to €9 million, the same as in 2018.

The agreements of 20 December 2019 set out the long-term conditions for contributions to these schemes.

Hub One and ADP Ingénierie also have agreements that provide for the payment of allowances.

At group-level, the preparation of HR guidelines covering all employees is being undertaken.

### 3. TELEWORKING ORGANISATION

Subsequent to the teleworking agreement signed in 2016, a new agreement was signed on 18 November 2019 for a period of three years and renewable for one year. Feedback has been very positive from both management and staff.

At 31 December 2019, 65% of company employees were eligible for regular teleworking and 27% of these had applied. Since 2016, 92% of requests have been approved. In 2019, 1,451 employees took at least one teleworking day, with an average of 2.8 days per month.

Hub One has a teleworking agreement (2017).

An agreement is currently in negotiation for ADP Ingénierie.

### Strong CSR commitment

A global Diversity policy has been updated and two agreements were signed in 2019, covering the period 2020-2022. The global agreement will be renegotiated in 2020, to replace the agreement dated 27 April 2017.

It covers the following:

- a) gender equality in the workplace;
- b) retention of seniors in employment;
- c) employment of young people;
- d) employment of disabled people.

In 2018, the non-financial ratings compiled every two years by Ethifinance improved once again: the group achieved 86/100, up by 4 points compared to 2016, with 84/100 for Human Capital (+5 points). Aéroports de Paris SA improved by four points globally (87/100) and six points for Human Capital (85/100).

The next ratings will be available in 2020.

### Gender equality in the workplace

In the 2017-2019 agreement, Aéroports de Paris SA confirmed its intention to promote professional equality through concrete and pro-active actions:

- ◇ wage equality, through the analysis of compensation differences, recovery of unjustified differences and automatic progress in the event of maternity, paternity or adoption leave, full compensation during paternity leave and employee family supplementary benefit;
- ◇ the aim is to achieve 40% of women managers and 50% in recruitment to the Graduate programme;
- ◇ the CESU system (Universal Service Employment Cheque) and access to childcare places;
- ◇ a partnership with *Elles bougent* to encourage women to work in engineering and technical roles, using a network of 50 female sponsors.

The agreement also provides for the over-compensation of parental part-time jobs chosen until the child is six years old, the development of women in executive positions and the appointment of a professional gender equality contact.

In 2019, the proportion of women working at Aéroports de Paris was 37.6% (37.6% in 2018 and 37.9% in 2017). A significant proportion of recruitment is still in the male-dominated technical and regulatory roles. The balance of women and men in the corporate hierarchy is unchanged. The proportion of women executives is 37.3% (36.8% in 2018 and 36.7% in 2017). This percentage is 36% within the Executive Committees.

2017-2019 Commitments	Objectives (for the duration of the agreement)	2017	2018	2019
Percentage of women on apprenticeship and professional training contracts	40%	40%	41%	34.0%
Gender equality for appointments to the Graduate Programme/ percentage of women	50%	47% 7/15	71% 10/14	32% 6/19
Process all requests for salary adjustments/number of requests and adjustments	100%	100% (11/7)	100% (16/3)	100% (18/4)
Percentage of female within promotions	40%	39.2%	43.6%	42.4%
Percentage of women in executive positions at end-2019	40%	36.6%	36.8%	37.3%

Pursuant to the law of 5 September 2018 on the freedom to choose one's professional future, Aéroports de Paris SA has published its score of 89/100 (average for companies with over 1,000 employees: 83).

A new agreement covering the period 2020-2022 was signed on 18 November 2019.

For Hub One, a new three-year agreement was signed on 23 December 2019.

An agreement is currently in negotiation for ADP Ingénierie.

In 2016, TAV Airports committed to complying with the Women's Empowerment Principles (WEP). Since then, to promote diversity in the workplace, all HR processes have been assessed and certified in accordance with the equal opportunities model developed by the Women Entrepreneurs Association of Turkey (KAGIDER).

Moreover, TAV Airports is one of the founding members of the Women in Technology Association (Wtech) launched on 31 January 2019 to increase the number of women working in the technology sector, enabling them to discover their individual potential and equal opportunities in the world of science and technology.

### Retention of seniors in employment

Provisions relating to the employment of seniors have been incorporated in the collective agreement of 19 January 2019 on GPEC (Human Resources and skills management planning).

No recruitment objectives have been set out. However, measures have been developed to improve working conditions, prevent difficult working conditions, anticipate career changes, develop skills and access to training, as well as end-of-career management (interviews, aid for the purchase of insurance quarters and part-time hours).

The transfer of knowledge and skills is supervised. A system of "transmitters" – 47 senior employees, mainly working in technical roles – was conclusively trialled in 2019.

The skills-based sponsorship set out in this agreement is being rolled out. Five employees were benefiting from this scheme at the end of 2019.

Lastly, at 31 December 2019, 24 employees were benefiting from end-of-career part-time hours. Two staff members received aid from Aéroports de Paris to finance the purchase of insurance quarters.

For ADP Ingénierie, the "generation contract" agreement covers the period 2017-2019.

### Employment of young people

Provisions relating to the employment of young people have been incorporated within the collective agreement of 16 January 2019 on GPEC, notably including a target of 35% of new recruits to be young people on permanent contracts. The Company has also reaffirmed its desire to use work/study programmes as a preferred means of bringing young people on permanent contracts into the Company, in line with the needs identified.

2019-2021 Commitments	Objectives (for the duration of the agreement)	2019 Results
Percentage of young employees among permanent recruits	35%	46%
Percentage of people on work/study contracts among permanent recruits to maintenance positions	30%	15%
Rate of employment of people on work/study contracts	3.2%	3.4%

On-boarding programmes and tutors have been put in place, with a particular focus on their training.

Lastly, the agreement includes provisions to assist these people with access to housing (help in the search for social housing, Mobili Pass, Loca pass and Mobili jeune) and their mobility (provision of vehicles in conjunction with the Papa Charlie association).

For ADP Ingénierie, the "generation contract" agreement covers the period 2017-2019.

Aéroports de Paris SA workforce breakdown	2019	2018
Under 25 years old	1%	1%
25 to 49 years old	50%	53%
From 50 to 60 years old	43%	43%
Over 60 years old	6%	3%

## Employment and integration of disabled people

The provisions of the agreement signed in 2017 were implemented until 2019:

2016-2019 Commitments	Objectives (for the duration of the agreement)	Results
Permanent appointments	15	13
Work/study training contracts	6	2
Assisted and fixed-term contracts	15	4
Internships	6	15
Purchases of services	€ 3.2 M	3.25

They also help support the integration and retention of employees through the adaptation of workstations (50% of the 2019 Disability budget), manager training and communication.

The increasing difficulty in finding the qualified people needed for post to be filled explains why these challenging targets have not been completely achieved.

As part of its policy to foster relationships with schools and welcome students with disabilities, Aéroports de Paris has been a partner of the Institut National des Jeunes Sourds since July 2013.

A new agreement covering the period 2020-2022 was signed on 18 November 2019. The aim is to continue to recruit and support disabled workers. Given that recruitment to technical positions can be difficult, it sets out a commitment to recruit people with lower levels of qualification, with internal support and training provided by the Company. The goal is also to ensure that these employees have the same quality of working life as other employees.

The rate of 7.5% of disabled workers is also set out in the agreement's objectives. In 2019, this rate was 7.2% due to retirement departures (7.53% in 2018 and 7.52% in 2017).

The collaboration with the sheltered and protected employment sector will continue.

### Sheltered and protected employment sector

In 2019, Groupe ADP ordered services worth €736,000 from 9 suppliers in the sheltered and protected sector, in line with the annual target set out in the agreement on the employment of disabled persons (an average of €0.8 million each year, with a total of €3.25 million over four years). The services are very diverse in nature (cleaning of vehicles, collection of light waste, care of green spaces, small building maintenance projects, plan updates, post management, administrative work, catering and food trays, etc.) and 92% are covered by multi-year contracts.

The work of the Mission Handicap and the Purchasing Division, with the involvement of advisory bodies, has made it possible to maintain the momentum of recent years in terms of the work being done to develop and perpetuate purchases with the sheltered and protected employment sector. These results also come from the partnership with the GESAT<sup>1</sup>, a major organisation in the sector, facilitating the relationship between Aéroports de Paris, its counterparts from ordering parties and the service providers.

## A revamped social dialogue system

Achieving the group's ambition requires, specifically, the commitment and mobilisation of employees around shared objectives and common values. Achievement of these objectives may be affected by a deterioration in the labour-management relations climate, such as difficulties implementing the group's transformation, blocked labour-management dialogue and social movements.

The new provisions relating to corporate bodies offer the opportunity for a more modern social dialogue to facilitate developments within the business.

On 1 January 2020, the Social and Economic Committee will be the only employee representation body.

Aéroports de Paris has chosen to implement the new bodies through collective negotiations, in order to best adapt their structure and role to the Company's specificities.

These negotiations resulted in the unanimous signature, on 9 September 2019, by the four representative trade unions (CGT, CFE/CGC, UNSA SAPAP and FO), of two agreements:

- ◆ establishment of the Social and Economic Committee, assisted by specialist committees, of which five local committees dedicated to health & safety and the improvement of working conditions, and the creation of 40 staff representative positions known as local representatives;
- ◆ the election of members to the Social and Economic Committee took place between 14 and 19 November 2019. The results were: CFE-CGC (32.74%), CGT (30.39%), UNSA-SAPAP (17.36%), SNTA-CFDT (9.43%), FO (8.38%) and Sud Aérien (1.70%). The three representative trade unions are: CFE-CGC, CGT and UNSA-SAPAP;
- ◆ trade union rights and social dialogue: resources allocated to the unions.

At group level, social dialogue is structured around a Group committee which brings together Aéroports de Paris SA and those subsidiaries that have staff representative bodies and a registered office in France. Chaired by the Chairman and CEO, it meets at least twice a year. Its scope and method of operation are governed by two collective agreements.

The Social and Economic Committees for the French subsidiaries ADP International, ADP Ingénierie and Hub One were set up in 2019.

<sup>1</sup> Association, network of companies in the sheltered and protected employment sector (establishments and services promoting assistance through work and sheltered companies).

Collective agreements signed by theme – Aéroports de Paris	2019	2018	2017
Compensation (wages agreements, incentives, profit sharing, medical expenses)	2	1	1
Employee representation	2	2	3
Diversity	2	-	3
Professional elections	2	-	4
GPEC, training, generation contract	1	-	-
Working time	1	3	-
Workplace health and risk prevention	-	-	4
Pensions	2	-	-
Organisations	-	-	2
Savings plan (Company and group)	2	2	-
<b>TOTAL</b>	<b>14</b>	<b>8</b>	<b>17</b>

Agreements were also signed in 2019 in the other Group companies benefiting from staff representation:

- ◇ ADP Ingénierie (NAO Mandatory Annual Negotiations);
- ◇ Hub One (incentives, Group savings plan, company contribution, gender equality and substitution agreements relating to the Hub One/Mobility merger).

## Occupational health and safety, quality of working life

The safety of people, an area in which risk is unacceptable, is a priority for the group. It concerns its employees, including expatriates and employees seconded abroad, as well as subcontractors working at Group facilities.

### Prevention of occupational risks

The 2019 results are a significant improvement compared to 2018: for Aéroports de Paris SA, 122 workplace accidents with lost time instead of 139 (-12%) and a frequency rate down from 14.62 to 12.88, the best rate in the last four years.

Pedestrian journeys are still the primary cause of accidents with lost time (51%).

These results encourage prevention actions previously undertaken to be continued. The type and causes of accidents are reported on regularly to the Executive Committee.

The group is also vigilant when it comes to French subsidiaries. Figures remain low for Hub One, ADP International and ADP Ingénierie: six workplace accidents with lost time in 2018, eight in 2019. For TAV Airports, there were 350.

The multi-year action plan revolves around four areas of risk prevention:

- ◇ pedestrian journeys and road travel;
- ◇ attacks and rudeness towards employees who engage with the public;
- ◇ psychosocial risks;
- ◇ subcontractor accidents.

In addition, as part of its Corporate Social Responsibility approach, a detailed study of service provider accidents is regularly undertaken.

The site safety action plan initiated in 2017 is ongoing; it is monitored as part of the business management processes.

Finally, a *Prévenir c'est réussir* ("Prevention means success") communication campaign articulating an approach to the prevention of occupational risks directly linked to the Company's performance was

launched in July 2019. It takes the form of events that raise awareness among employees of the four main pillars of the policy and strengthen a culture of prevention.

Initiatives are regularly carried out with the subsidiaries: awareness-raising forum on road risks and sharing experiences on preventing psychosocial risks. With TAV, data are analysed during discussions with the Aéroports de Paris prevention contacts.

For the subsidiaries, Hub One has an agreement on the quality of working life and prevention of psychosocial risks.

The Security and Risk Management Division also supervises the protection system for the Group's expatriates on long- and short-term assignment. It is supported by training on safety awareness abroad.

The social barometer, a snapshot of the Company climate and a tool for dialogue between managers and their teams, is produced every two years. The 2019 Great Place To Work barometer was conducted in October, with a participation rate of 56.1%, up 5 points from 2017. Positive responses to the overall perception question "Overall, I can say that ADP is a really good place to work" increased by four points to 58%. The "trust index" average was 53%. Detailed results will be presented and action plans prepared in 2020.

### Annual report on workplace hygiene, health and safety

The three agreements (9 January 2017) and their amendment (14 June 2019) in force in 2019 for Aéroports de Paris SA improved the organisation and functioning of the CHSCTs and employee representative participation in the prevention of occupational risks.

Starting 1 January 2020, the Economic and Social Committee will be the sole employee representation body and will henceforth be tasked with workplace health and safety issues.

### Promotion of and compliance with the provisions of the fundamental conventions of the International Labour Organisation

Beyond a proactive policy where respect for human rights contributes to the functioning of the Company, Aéroports de Paris has developed its activity in accordance with the principles of the Global Compact, to which it has been a signatory since 2003. The Group undertakes to respect and promote the provisions of the fundamental conventions of the International Labour Organisation (ILO). More generally, extra-financial ratings, actions and communication on the Company's processes rely on the ISO 26000 guidelines, which are the performance benchmark for CSR used by the Company.



The commitment to the principles of the ILO and the Global Compact is realised by actions undertaken in these areas, as described in the table below:

Principles of the Global Compact and	Actions undertaken
<b>Human rights</b>	
1. Support and respect the protection of international law on human rights within the group's sphere of influence.	Groupe ADP Code of Conduct, group Supplier CSR Charter integrated into the purchasing process (sent for signing to applicants for procurement tenders launched by Aéroports de Paris).
	Aéroports de Paris Code of Conduct and vigilance plan in preparation, notably in collaboration with our international subsidiaries.
	Aéroports de Paris ensures that its suppliers comply with the provisions on illegal work by collecting from them legal documents certifying that they comply with regard to tax and social legislation and the declaration of foreign workers.
2. Ensure that the group's companies are not complicit in violations of human rights.	As part of procurement procedures, the CSR approach of applicants, and in particular human rights practices declared, are taken into consideration.
	Social audits (compliance with the rules of labour law) are carried out on certain segments of purchases.
	The Purchasing Division is involved in the suppliers and subcontractors component of the implementation of the Duty of Vigilance Act.
<b>Labour standard/ILO principles</b>	
3. Uphold freedom of association and the effective recognition of the right to collective bargaining.	Individual right to union training and signature of an agreement on trade union right.
4. Eliminate all forms of forced or compulsory labour.	Integration of CSR criteria in the selection of suppliers/subcontractors. Contractual contract documents include the Supplier CSR Charter and ADP's general administrative clauses provide for the application by suppliers and service providers of national rules for the protection of the workforce and compliance with ILO.
5. Ensure the effective abolition of child labour.	By responding to a call for tender, candidates undertake to apply the CSR Supplier Charter, and in particular its requirements regarding the abolition of child labour.
6. Eliminate discrimination in the workplace and professions.	Aéroports de Paris' commitment to fight against discrimination through the signing of four agreements: employment of disabled workers (2016-2019, new agreement 2020-2022), professional equality between women and men (2017-2019 and new agreement 2020-2022), diversity agreement (2017-2019) and "young people" and "seniors" in the GPEC (2019-2022).
<b>Respect for the environment</b>	
7. Support a preventative approach to environmental challenges.	Environmental policy of Aéroports de Paris Groupe ADP's commitment to be carbon neutral by 2050 (scopes 1-2 without compensation for Paris-Charles de Gaulle, Paris-Orly, Izmir-Adnan Menderes and Ankara Esenboga in Turkey).
8. Undertake initiatives to promote greater environmental responsibility.	Realisation of a training programme and environmental awareness for all Aéroports de Paris staff.
9. Encourage the development and diffusion of environmentally friendly technologies.	Technological watch and innovation (renewable energies) of Aéroports de Paris.
<b>Fight against corruption</b>	
	Signatory of Transparency France's declaration in favour of responsible lobbying.
	Creation of an Ethics Division reporting directly to the Chairman and Chief Executive Officer, in charge of cross-company management of ethics and compliance, together with the Legal and Insurance Division for Aéroports de Paris and its subsidiaries.
10. Work against corruption in all its forms, including extortion and bribery.	Establishment of an ethics and compliance action plan approved by the Executive Committee and presented to the Board of Directors and its Audit and Risk Committee.
	Commitment letter from Executive Committee members and the CEOs of TAV Airports and AIG.
	Creation of a whistle-blowing platform accessible to all employees of the group and of our suppliers.
	Revision of the Code of Ethics for Aéroports de Paris annexed to the Rules of procedure.

## 15.3 SOCIAL INDICATORS FOR THE GROUP

	Scope 2019 <sup>1</sup>	2019	Scope 2018 <sup>2</sup>	2018	Variation
<b>Average staff numbers in FTE</b>					
Aéroports de Paris		6,295		6,349	-0.90%
Subsidiaries of which		19,827		19,568	4.40%
<i>TAV Airports</i>		15,886		18,097	-8.90%
<i>ADP Ingénierie Group</i>		415		373	11.30%
<i>ADP International Group</i>		504		613	-
<i>Hub One Group</i>		523		485	7.80%
Société de Distribution Aéroportuaire		2,430		-	-
Relay Paris		6		-	-
Media Aéroports de Paris		63		-	-
<b>GROUP TOTAL EXCLUDING TAV</b>	<b>B</b>	<b>10,236</b>	<b>1</b>	<b>7,820</b>	<b>30.9%</b>
<b>GROUP TOTAL</b>	<b>A</b>	<b>26,122</b>	<b>0</b>	<b>25,917</b>	<b>0.8%</b>
Feminisation rate	A	34.0%	2	37.6%	
<b>Appointments/Departures</b>					
Appointments on a permanent /fixed-term basis	B	1,688	1	364	
<i>On a permanent basis</i>	B	1,167	1	300	
<i>On a fixed-term basis</i>	B	521	1	64	
Departures on a permanent /fixed-term basis	B	1,478	1	497	
<i>Dismissals</i>	B	177			
Rate of promotion (%)	C	5	2	4.5	
<b>Compensation</b>					
Average gross monthly compensation ( <i>in euros</i> )	C	4,662	2	4,739	
Gross wage bill ( <i>in millions of euros</i> )	A	629	1	541	
Social security charges ( <i>in millions of euros</i> )	A	296	1	258	
Incentives and profit sharing ( <i>in millions of euros</i> )	A	40	1	42	
<b>Working time</b>					
Full-time employees	A	24,457	2	5,863	
Part-time employees	A	1,122	2	486	
Absence rate Aéroports de Paris	C	6.5%	2	6.9%	
<i>of which illness</i>	C	4.8%	2	5.2%	
<i>of which maternity/paternity</i>	C	0.3%	2	0.3%	
<i>of which authorised leave</i>	C	0.4%	2	0.7%	
<i>of which work and journey accidents</i>	C	0.7%	2	0.7%	
<b>Health and safety conditions</b>					
Frequency rate	C	11.17	2	14.62	
Severity rate	C	0.97	2	0.99	
Number of workplace accidents with lost time	C	127	1	145	
Professional illness declared in the year	C	4	2	6	
Frequency rate	D	10.64			
Severity rate	D	0.17			
Number of workplace accidents with lost time	D	350			
Professional illness declared in the year	D	0			

15

	Scope 2019 <sup>1</sup>	2019	Scope 2018 <sup>2</sup>	2018	Variation
<b>Training</b>					
Sums paid out for professional training ( <i>in millions of euros</i> )	C	17.1	2	16.5	
Total training hours	C	141,065	1	143,596	
Average number of hours for training per employee	C	25	2	20	
Ratio of trained employees	C	77%	2	78%	
<b>Employment and integration of disabled workers</b>					
Number of disabled workers	A	677	2	451	
Number of disabled workers appointed on a permanent basis	A	68	2	1	

<sup>1</sup> 2019

Scope A: Groupe ADP  
 Scope B: Groupe ADP excl. TAV Airports  
 Scope C: ADP, ADP Int, ADP Ing, Media, Relay  
 Scope D: TAV

<sup>2</sup> 2018

Scope 0: Groupe ADP  
 Scope 1: Groupe ADP hors TAV Airports, AIG  
 Scope 2: Aéroports de Paris SA

A methodological note on social and environmental reporting is provided in Chapter 15.7.

## Geographic distribution

Geographic distribution Groupe ADP	2019	2018 Excl. TAV Airports
France	9,666	7,076
European Union excluding France	1,154	2
Other Europe	911	0
North America	18	4
South America	61	9
Middle East	11,929	686
Asia	1,181	19
Africa	1,202	24
<b>TOTAL</b>	<b>26,122</b>	<b>7,820</b>

## 15.4 IMPROVING OUR ENVIRONMENTAL PERFORMANCE

### Environmental and energy policy 2016-2020

Signed by the Chairman and CEO, the Aéroports de Paris environmental and energy policy 2016-2020<sup>1</sup> reinforces its collaboration with all of its stakeholders around three commitments:

- ◇ optimising, by going beyond the regulatory compliance requirements;
- ◇ attracting, by strengthening the existing systems and integrating all posts, employees and suppliers, the airport community and all stakeholders;
- ◇ expanding, so that Groupe ADP leadership serves as a base in terms of sustainable development and CSR, for its development in France and internationally, its competitiveness and valuation.

Six themes (energy, air and emissions, waste, water, biodiversity and land development and sustainable buildings) cover ambitious objectives

linked in particular to the financial policies of the Economic Regulation Agreement (ERA) 2016-2020 and the energy transition law for green growth no. 2015-992 of 17 August 2015.

In line with the current environmental policy applied on the three parisian platforms of Aéroports de Paris, a Group environmental approach is being used at the Izmir Adnan Menderes, Ankara Esenboga and Amman Queen Alia airports. The Achievements and Results sections in this document will report on the steps taken by these platforms.

A summary table of the main extra-financial risks, particularly related to the environment, is presented in the section "Aéroports de Paris CSR approach".

<sup>1</sup> See Policy and Commitments on our website - CSR section, pages 59-60 of the CSR information.



## Certified systems

The environmental and energy policy is based on the systematic integration of environmental factors into all activities, in particular through the application of international standard ISO 14001 at Paris-Charles de Gaulle (certified since 2001), Paris-Orly (certified since 2002) and Paris-Le Bourget (certified since 2005) airports, the Issy-les-Moulineaux heliport (certified since 2009) and the Toussus-le-Noble civil general aviation aerodrome (certified since 2015). Certification of their environmental management systems (EMS) is renewed continuously.

The certification for environmental management systems covers:

- ◆ adherence to environmental regulations;
- ◆ adherence to environmental regulations;
- ◆ availability of the necessary human and financial resources;
- ◆ a systematic approach to improving the main environmental impacts (waste, water, emissions into the atmosphere, energy use, etc.);
- ◆ competence of all employees through training, awareness-raising or information;
- ◆ operational management of the impact of operations in both normal and emergency situations;
- ◆ monitoring of performances via audits (internal or external) and other environmental monitoring and measuring procedures (mostly conducted by the Aéroports de Paris lab, ISO 9001-certified and accredited by the French Accreditation Committee COFRAC).

The Management teams at Paris-Charles de Gaulle and Paris-Orly airports have also adopted an integrated management system (IMS) based on compliance with three international standards: ISO 9001 (quality management), ISO 14001 (environmental management) and OHSAS 18001 (management of health and safety at work). These certificates were renewed in 2019.

In addition, Aéroports de Paris has been ISO 50001-certified since 2015 for its energy management system (EMS), applied to its operations and development activities at Île-de-France airports. The EMS includes, among other things, the development of renewable energies (biomass, geothermal energy and photovoltaic energy) and energy efficiency. This certification was renewed in 2018.

Internationally, TAV Airports deploys an ISO 9001- and ISO 14001-certified management system at its platforms (including Izmir Adnan Menderes and Ankara Esenboga). Ankara Airport also has an ISO 50001- and OHSAS 18001-certified management system. The AIG Queen Alia platform in Amman is ISO 14001- and OHSAS 18001-certified.

## Facilities classified for environmental protection

Aéroports de Paris operates facilities classified for the protection of the environment (ICPEs) and subject to authorisation, and which comply with specific provisions defined by prefectural decree, such as the thermal power plants used for combustion and refrigeration activities at Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports. The Aéroports de Paris laboratory carries out annual regulatory controls and continuous monitoring of atmospheric discharges from these facilities, as required under their operating permits, and a quarterly report is sent to local authorities.

Aéroports de Paris also operates environmentally-classified facilities (ICPEs) for which it must submit a statement of compliance with general provisions determined by ministerial order, such as accumulators and small combustion installations (emergency power units), flammable liquid filling systems, etc. Its prevention policy relies on internal expertise, audits evaluating regulatory compliance within the framework of the

Environment Management Systems and regular regulatory checks by the public authorities (DRIEE, the Regional and Interdepartmental Division of the Environment, or STIIC, the Interdepartmental Technical Service of Inspectors of Classified Facilities).

Aéroports de Paris does not operate any classified facilities (SEVESO sites) that may create considerable risks to the health or safety of neighbouring populations and the environment.

## Informed employees

Throughout the year, the employees of Aéroports de Paris are made aware of issues relating to the preservation and protection of the environment, as well as energy management. Information is shared via internal environmental communication tools, particularly, the electronic document management system, the EcoCharter, the internal newspaper *Connexion*, *Connexions Info* (internal communication emails) and articles on the Aéroports de Paris intranet site.

Energy management training has been provided internally since 2016 to employees who are more specifically concerned.

## Financial resources allocated to the prevention of environmental risks and pollution

15

### Environmental expenditure

Aéroports de Paris allocates a dedicated budget of €44 million to its environmental policy, as provided in the Economic Regulation Agreement, over the term of the 2016-2020 strategic plan.

In 2019, no compensation was paid out as a result of any court decision of an environmental nature. No significant restorative action was necessary as a result of damage caused to the environment.

### Environmental liability insurance

Aéroports de Paris has taken out civil liability insurance for environmental risks, which covers Aéroports de Paris' declared activities.

As of 31 December 2019, the payments and provisions recorded on this policy since 2014 amounted to €44,400.

## Fight against climate change

### Policy

The fight against climate change is one of the pillars in the Aéroports de Paris environmental and energy policy. It ranks amongst the eight most important issues in its 2017 materiality study (score of 8/10), confirming the group's ambition in the fight against climate change.

Fully committed to reducing its CO<sub>2</sub> emissions, improving its energy efficiency and developing renewable energies, it has adopted the United Nation's Sustainable Development Goals, particularly SDG nos. 7 (Ensure access to affordable, reliable, sustainable and modern energy for all), 9 (Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation) and 13 (Take urgent action to combat climate change and its impacts).

A distinction must be made between the group's internal and external emissions. Internal emissions, known as Scope 1 and 2, include emissions from thermal power plants, service vehicles and electricity purchases. Scope 3 emissions cover the following:

- ◆ aircraft, for which emissions are determined from the different LTO (Landing Take-Off) cycle phases: approach, landing, movements on the ground, take-off and climbing;

- ◇ auxiliary power units (APUs), that provide energy on-board the planes and for air-conditioning on the ground, and for which use depends on climatic conditions and the power required for the correct operation of the aircraft;
- ◇ ground handling vehicles used by external companies and required for all aircraft logistics on the ground;
- ◇ home-work travel for all platform employees;
- ◇ professional travel for employees of Aéroports de Paris;
- ◇ passenger journeys to reach and leave platforms;
- ◇ other sources (internal waste management or third party electricity).

## Reduction in CO<sub>2</sub> emissions

### Objectives

In phase with the directions proposed by France in 2015, in 2016 Groupe ADP set itself the target of reducing internal CO<sub>2</sub> emissions per passenger at the Paris platforms by 65% by 2020 compared to 2009, while increasing traffic.

Aéroports de Paris also intends, as part of its 2016-2020 environmental policy, to maintain Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports at Airport Carbon Accreditation (ACA) Level 3 and, in this context, continue to decrease its emissions each year compared to the average of the previous three years. To reach ACA Level 3, external emissions (Scope 3) must be calculated, in addition to internal emissions (Scopes 1 and 2), and actions must be implemented in association with stakeholders.

The group also has the objective of achieving carbon neutrality for Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget by 2030. Carbon neutrality concerns internal emissions (Scopes 1 and 2), as well as emissions related to the business trips of employees (accounted for in Scope 3), and implements the offsetting of residual emissions. This corresponds to ACA Level 3+ (neutrality). The 2030 carbon neutrality roadmap for the Paris platforms was validated by the Executive Committee in 2018.

In June 2019, Groupe ADP made a commitment to be Zero Net Emissions by 2050 (for Scopes 1 and 2 emissions and without offsetting) for its Paris-Charles de Gaulle and Paris-Orly platforms in France and Izmir Adnan Menderes and Ankara Esenboga airports in Turkey. This commitment is part of a resolution made by ACI-Europe. To be "Net Zero Emission", Groupe ADP will continue to make maximum efforts to reduce its emissions (energy and fuel consumption and transition to zero emission energy sources), and residual emissions will be removed from the atmosphere by CO<sub>2</sub> capture projects, followed by storage or use.

### Achievements and results

To obtain their ACA accreditation, airports must demonstrate a decrease in their internal emissions (Scopes 1 and 2) compared to the average of the previous three years.

To reduce internal emissions, the following actions are being implemented:

- ◇ improvement of energy efficiency (see paragraph "Improving energy efficiency");
- ◇ production of renewable energies and purchase of green electricity for Paris platforms (see paragraph "Increased use of renewable energies");
- ◇ implementation of internal carbon pricing since 2017; the price was reassessed from €20 to €60 per tonne of CO<sub>2</sub> (at the Paris platforms) in 2019. The objective will be to reach €100 per tonne of CO<sub>2</sub> starting in 2023;

- ◇ energy transition in vehicles (see paragraph "Energy transition of vehicles").

These actions also contribute to the 2030 carbon neutrality roadmap.

As for the external emissions of its partners at the platforms (Scope 3), Groupe ADP collaborates with its stakeholders on the following topics:

- ◇ contribution to the reduction of aircraft emissions during taxiing;
- ◇ greening of ground handling vehicles;
- ◇ power for aircraft on the ground;
- ◇ improvement of the electric power supply for recharging vehicles;
- ◇ work on auxiliary power units (APUs);
- ◇ contribution to the Sesar and Corac programmes to modernise the air traffic management system;
- ◇ contribution to the improvement of public transport services to reduce emissions linked to the movement of passengers and employees when accessing and leaving the platforms (see paragraph "Preservation of air quality");
- ◇ deployment of inter-company mobility plans to address professional travel and home-to-work commutes of platform employees;
- ◇ reduction of other sources of emissions (internal waste management, and third-party electricity).

In addition, Groupe ADP is participating with members of the airport community in studies to decarbonise the aviation sector.

Examples of outcomes:

- ◇ Paris-Charles de Gaulle and Paris-Orly airports, in agreement with the DGAC, have implemented local departure management, which helps to reduce aircraft taxiing times between leaving the gate and take-off, generating significant savings in terms of fuel and CO<sub>2</sub> emissions, and thus reducing aircraft emissions;
- ◇ to reduce APU emissions, since late 2017, 100% of the aircraft contact parking stands at Paris-Charles de Gaulle and Paris-Orly have been equipped with 400 Hz floor-mounted sockets to supply electricity to aircraft, replacing the diesel generators and auxiliary thermal motors;
- ◇ a working group on the greening of ground handling machinery has been set up with the service companies.

Level 3 (optimisation) of Airport Carbon Accreditation (ACA) for Paris-Charles de Gaulle, Paris-Orly and Paris-Le-Bourget airports was renewed in 2019 (for 2018 data). Level 3+ (neutrality) was also renewed for Ankara Esenboga and Izmir Adnan Menderes in Turkey and Amman Queen Alia in Jordan. This accreditation, all aspects of which are verified by a third party, checks the calculation and reduction actions.

Since the start of the ACA programme, the Paris platforms have demonstrated a 69% drop in internal CO<sub>2</sub> emissions per passenger (between 2009 and the end of 2018), which represents a reduction in absolute values of 108,000 tonnes. The target that Aéroports de Paris had set itself, of reducing its internal CO<sub>2</sub> emissions per passenger by 65% by 2020 compared to 2009, has thus already been achieved. The calculation of this target at the end of 2019 will be carried out in the first half of 2020, according to the ACA programme schedule.

Internal CO<sub>2</sub> emissions (Scopes 1 and 2) for the six platforms (Paris-Charles de Gaulle, Paris-Orly, Paris-Le Bourget, Izmir Adnan Menderes, Ankara Esenboga and Amman Queen Alia), as reported in the ACA, amounted to 130,390 tonnes in 2018.





The external CO<sub>2</sub> emissions (Scope 3) of these six airports were estimated as part of the Airport Carbon Accreditation programme to be around 2,594,700 tonnes in 2018<sup>1</sup>.

Internal emissions represent a small share of total emissions. For the Paris platforms, internal emissions accounted for only 3% of total emissions in 2018.

Emissions (scopes 1 and 2) from Groupe ADP's other subsidiaries and equity investments were estimated for 2018<sup>1</sup> at:

- ◆ around 500 tonnes of CO<sub>2</sub> for the majority-owned subsidiaries<sup>2</sup> (accounted for in Groupe ADP's Scopes 1 et 2);
- ◆ 12,000 tonnes of CO<sub>2</sub> for subsidiaries and equity investments over which the group does not have operational control<sup>3</sup> (accounted for in Groupe ADP's Scope 3) and which are consolidated in proportion to Groupe ADP's financial investment at 31/12/2018.

Overall, for 2018, Groupe ADP's Scope 1 and 2 emissions amounted to around 130,890 tonnes of CO<sub>2</sub>.

The table below summarises the main results of the internal and external emission calculations for 2018, made as part of the ACA.

	ADP SA	TAV and AIG	Majority-owned subsidiaries <sup>1</sup>	Subsidiaries without operational control <sup>2</sup>	Total Groupe ADP
Scopes 1&2 (in tonnes of CO <sub>2</sub> )	69,701	60,687	496	nc	130,884
%	53%	46%	0%	nc	100%
Scope 3 (in tonnes of CO <sub>2</sub> )	1,986,636	608,068	nc	12,013	2,606,717
%	76%	23%	nc	0%	100%
<b>TOTAL (in tonnes of CO<sub>2</sub>)</b>	<b>2,056,337</b>	<b>668,755</b>	<b>496</b>	<b>12,013</b>	<b>2,737,601</b>

nc: not concerned

<sup>1</sup> Hub One, ADP Ingénierie.

<sup>2</sup> Airports in Zagreb, Conakry, Mauritius, Santiago de Chile, Jeddah, Liège, Tananarivo & Nosy Be, Schiphol; Média Aéroports de Paris, SDA, Relay@adp.

Paris Aéroports passenger traffic (Paris-Charles de Gaulle and Paris-Orly) increased by 2.5% in 2019 compared to 2018. Excluding Istanbul Atatürk, TAV Airports traffic increased by 1.3%. Amman traffic was up 5.9% in 2019 compared to 2018.

The internal emissions (Scopes 1 and 2) of the six platforms for 2019 are presented in the table of indicators below. The Scope 3 emissions for 2019 will be calculated during the first half of 2020, according to the ACA programme schedule.

As an operator of energy production units of more than 20 MW, Aéroports de Paris is subject to Directive No. 2003/87/EC of 13 October 2003 with regard to greenhouse gas emission (GHG) quotas. Under the National allocation plan for greenhouse gas emission allowances, annual allowances are allocated to Aéroports de Paris and its CO<sub>2</sub> emissions are carefully monitored. Thanks to the improvement in its energy efficiency and investments made in low-carbon thermic production plants (biomass, geothermal and photovoltaic) and improvements in its energy efficiency, Aéroports de Paris does not exceed the quotas allocated to it and therefore does not purchase quotas on the markets. In accordance with article L. 229-25 of the French Environmental Code, Aéroports de Paris reports on its greenhouse gas emissions each year. Data for CO<sub>2</sub> emissions from power plants in 2018 are presented in the table of environmental indicators and verified by a third party as per the French national quota allocation plan (PNAQ).

## Improving energy efficiency

### Objectives

Another commitment by Aéroports de Paris in the fight against climate change is to improve its energy efficiency by 1.5% per year<sup>4</sup> over the period 2016-2020 (a total of 7% over five years). These initiatives are organised around two axes: energy optimisation for operations and maintenance, and the construction of new high-performance buildings and the improvement of the performance of existing buildings and machinery.

### Achievements and results

In 2019, energy-saving programmes in existing buildings continued with, in particular:

- ◆ the use of internal carbon pricing for projects with a direct impact, either up or down, on energy consumption and therefore on CO<sub>2</sub> emissions. In 2019, the internal price of carbon increased from €20 per tonne to €60;
- ◆ remote meter readings by electric meters, to allow better monitoring of consumption and detect excesses;
- ◆ monitoring of consumption via the deployment of "local energy performance indicators";
- ◆ replacement of traditional lighting systems by more energy-efficient LEDs;

<sup>1</sup> 2019 data not available at the date of publication of this document. It will be published in the 2019 CSR information.

<sup>2</sup> Hub One, ADP Ingénierie.

<sup>3</sup> Zagreb, Conakry, Maurice, Santiago de Chili, Jeddah, Liège, Tananarivo & Nosy Be, Schiphol Airports; Média Aéroports de Paris, Société de Distribution Aéroportuaire, Relay@ADP.

<sup>4</sup> Energy consumption for the Paris-Charles de Gaulle, Paris-Orly, Paris-Le Bourget platforms, excluding external/sq.m. of building, in MWh primary energy/sq.m. floor area excluding external, recharging terminals for vehicles, 400 Hz plugs, PCA, PC125A, chargers for ground support vehicles as far as possible depending on existing counting system.

- ◇ the replacement of old HVAC (heating, ventilation and air conditioning) equipment motors with high-performance motors;
- ◇ the installation of dual-flow air conditioning units;
- ◇ investment in new energy-efficient wave concept baggage sorting technologies;
- ◇ the replacement of thermal and cooling energy production assets with high-performance technologies.

In addition, Aéroports de Paris is engaged in the construction of new high-performance buildings. For example, the Junction building (ORY3), which links the former Orly South and Orly West terminals and creates a single terminal for the Paris-Orly platform, was built in 2018 and 2019 using an HQE approach and complies with regulatory requirements and environmental standards.

In addition, the "life cycle" approach and an energy performance criterion are included in purchases. An internal CSR-environment purchasing procedure was also deployed in 2018 to integrate the life cycle approach into the purchasing process, in accordance with the requirements of the 2015 version of ISO 14001. This approach takes environmental impacts into account at each stage of the life cycle for the different purchasing categories.

Moreover, the Purchasing Division and the Environment, CSR and Regions Division have targeted the purchasing families most at risk through their impact on energy consumption and raised awareness of specifiers and buyers so as to include a specific energy performance criterion. A guide to identifying relevant criteria for "high energy- consumer" segments has been introduced. For these segments, the energy performance criterion is included in consultations during offer rating and is separate from the CSR criterion.

In the third quarter of 2019, Aéroports de Paris thus improved its energy efficiency by 9.8% compared to 2015 (the reference year). This improvement was 5.9% in 2018. It is mainly due to progress made in the existing buildings at the Paris-Charles de Gaulle platform: use of new LED lighting, replacement of air-conditioning unit motors, and improvement in the management of facilities that use large amounts of energy.

## Increased use of renewable energies

### Objective

Aéroports de Paris has set itself the objective of satisfying 15% of its final energy consumption<sup>1</sup> with renewable sources and an 80% target for green electricity purchases.

### Achievements and results

This objective is based on two factors:

- ◇ investing in the development of units for the production of energy from renewable sources at the platforms (biomass boilers, geothermal energy, PV modules and heat-cool pumps);
- ◇ the purchase of renewable energy (green electricity with guaranteed origins).

In this context, Aéroports de Paris has subscribed to an offer of electricity from renewable sources that commits its supplier to deliver 70% renewable electricity to its Paris platforms in 2019 (50% in 2015). The energy company provides third-party certification that this 70% quota was produced by hydroelectric dams, wind farms or solar farms. In addition, the decision was made to move from 80% to 100% electricity of renewable origin for the Paris-Charles de Gaulle and Paris-Orly platforms in 2021.

Renewable energy production units at the airports (geothermal plants at Paris-Orly and Paris-Le Bourget, high-performance heat-cooling pump system and biomass plant at Paris-Charles de Gaulle, photovoltaic solar panels at Paris-Le Bourget) covered 15.5% of the internal energy consumption of Aéroports de Paris at 3<sup>rd</sup> quarter of 2019 (15.7% at end-2017, 15.3% at end-2018).

At the Groupe ADP level, the renewable energies made it possible for around 17,500 tonnes of CO<sub>2</sub> emissions to be avoided;

In addition, the Ankara and Izmir platforms operate tri-generation plants. Tri-generation is the production of electricity, heat and cold by absorption, using the same machine, through recovery of heat from exhaust gases. This equipment, if properly operated, enables higher overall energy production efficiency than with separate production assets for each energy vector. In Ankara and Izmir, the use of tri-generation plants made it possible to avoid around 1,240 tonnes of CO<sub>2</sub> in 2019;

At the Paris-Le Bourget airport, 100% of the electricity purchased is of renewable origin. At Paris-Orly and Paris-Charles de Gaulle, this rate is 65% and 75% respectively.

To go further, Aéroports de Paris is continuing its studies into the potential of deep geothermal energy at Paris-Charles de Gaulle airport, and in 2019, it began to consider the establishment of a corporate PPA (power purchase agreement with a renewable energy producer).

## Energy transition of vehicles

### Objectives

Aéroports de Paris is involved in the energy transition of vehicles with a target of 25% of clean vehicles in the light commercial vehicle fleet by 2020.

### Achievements and results

At the end of 2018, Aéroports de Paris defined a roadmap for the energy transition of vehicles, which includes actions to renew the Aéroports de Paris vehicle fleet, deployment of recharging and supply infrastructures and a strategy for greening of airside vehicles and machinery.

In 2019, Aéroports de Paris continued to reduce the environmental footprint of its vehicle fleet, which includes 275 electric and hybrid service vehicles (29% of the light commercial vehicle fleet) and has equipped its platforms with charging points (425 at end-2019).

## Preservation of air quality

### Policy

The 2017 materiality study showed that air quality is a very important issue (8.1/10). Groupe ADP has thus implemented an ambitious policy to reduce emissions of atmospheric pollutants linked to its activities and facilities, and its energy production units in particular.

This policy is based on three main areas of work: monitoring, communication and reduction of emissions.

### Objectives

Aéroports de Paris has set four objectives for 2020:

- ◇ account for 25% of clean vehicles<sup>2</sup> in its light commercial vehicle fleet<sup>3</sup>, reduce the emissions of the other vehicles, develop electric vehicle recharging terminals in its airports;

<sup>1</sup> Renewable energy production at the three Paris airports; final internal energy consumption.

<sup>2</sup> Electric vehicles, hybrids or vehicles with very low CO<sub>2</sub> emissions.

<sup>3</sup> City cars, management vehicles and small vans.

- ◇ continue its mobility plan and actively contribute to inter-company mobility plans for Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports;
- ◇ limit and reduce the emissions of aircraft on the ground (taxiing and parking) and ground handling vehicles (GSE);
- ◇ reduce the emissions associated with airport access and internal circulation.

To these objectives, driven by the environmental and energy policy, can be added the commitment made by Aéroports de Paris during the National Conference on Air Transport (*Assises nationales du transport aérien*) in 2018, to strengthen its partnership with Airparif, in particular to exchange monitoring data, and its collaboration in the next measurement campaigns.

Aéroports de Paris also helped to prepare the 2018-2025 atmosphere protection plan (AAP) for the Paris urban area. The AAP sets out measures to improve air quality in the region and poses three main challenges for the aviation sector:

- ◇ reduce the emissions from auxiliary power units (APUs, which provide energy on board the planes and for their air-conditioning on the ground) and ground handling vehicles and machinery by limiting the use of APUs and promoting the use of the least-polluting ground handling vehicles;
- ◇ reduce the emissions from taxiing aircraft by implementing local departure management at Paris-Orly to reduce taxiing time for departures by 3% in 2020 compared to 2015, and by promoting taxiing with N-1 (or N-2) engines;
- ◇ improve knowledge of aircraft emissions by communicating the emissions during the landing and take-off cycle (LTO) by aircraft/engine couple type at Paris-Orly and Paris-Charles de Gaulle airports and the share of each couple in traffic and emissions. Initially, the nitrogen oxide (NO<sub>x</sub>) pollutant has been selected.

## Achievements and results

Aéroports de Paris performs actions to monitor air quality. Accredited by COFRAC, the French Accreditation Committee, its laboratory operates four air quality measuring stations at the Paris-Orly and Paris-Charles de Gaulle airports. It records emissions from planes, thermal power plants and road transport resulting from airport activities. It conducts air quality studies inside the terminals, car parks and technical buildings. It continuously measures levels of nitrogen dioxide (NO<sub>2</sub>) and nitric oxide (NO), particles (PM 2.5) and ozone (O<sub>3</sub>) levels).

At the end of 2018, the Aéroports de Paris laboratory acquired an ultrafine particle analyser, the results of which are currently being studied.

In 2019, Aéroports de Paris and Airparif renewed their partnership agreement to continue discussions on calculation and measurement methodologies and other topics.

Aéroports de Paris has been continuing its mobility plan<sup>2</sup> (PDM) for several years, with tangible measures to optimise the travel of its employees and visitors. The 2016-2018 plan notably achieved the signature of a teleworking agreement, with the development of collaborative tools (videoconferences), the testing of an autonomous electric vehicle and the launch of a car-sharing application in line with the Paris-Charles de Gaulle inter-company mobility plan.

<sup>1</sup> Ground Support Equipment, Ground handling vehicles.

<sup>2</sup> Change in the Company travel plan (plan de déplacements entreprise - PDE).

The 2019-2021 action plan proposes nine areas of work around four themes:

- ◇ work organisation (flexibility, development of innovative tools);
- ◇ active and shared mobility for employees, visitors and passengers (car sharing/carpooling);
- ◇ clean mobility;
- ◇ information and awareness.

In 2019, blueprints for active modes were drawn up for Paris-Charles de Gaulle and Paris-Orly. An electric car-sharing experiment was also launched in September 2019 on the occasion of European Mobility Week. The Paris-Orly Inter-Business Mobility Plan formed an association called Orly'Pro'Mobilité.

Since 16 September 2019, the shuttles that transport passengers landside at Paris-Orly Airport to terminals and car parks are powered by palm oil-free HVO (Hydrotreated Vegetable Oil) biofuel, replacing diesel. HVO is produced from animal fats from the food industry and used oils (excluding palm oil) and allows these shuttles (EURO V standard) to reduce emissions of atmospheric pollutants (nitrogen oxides and particles) and CO<sub>2</sub> emissions by more than 50% from well to wheel (extraction and use phase) (source: ADEME).

The Aéroports de Paris vehicle fleet has 29% clean vehicles as of 31 December 2019.

In addition, during the 2019 air pollution episodes, the Aéroports de Paris peak pollution procedure was implemented. The temporary measures recommended by Airparif and the prefecture during such an episode were deployed, which included limiting use of APUs, engine tests, test flights and the most polluting works projects.

Finally, all of the achievements mentioned in the paragraph "Fight against climate change" contribute to improved air quality.

## Waste management and the circular economy

### Policy

Waste management and the circular economy rank amongst the more important issues in the materiality study (7.8/10).

As part of its environmental and energy policy for 2016-2020, Aéroports de Paris seeks to limit the consumption of natural resources by relying on two strategies: improving sorting at the source of waste and better recycling of the waste produced at its airports.

### Objectives

The following objectives were set:

- ◇ reduce waste production and encourage partners to adopt best practices;
- ◇ achieve a 45% material recycling rate for internal non-hazardous waste;
- ◇ recycle 70% of building waste;
- ◇ deploy actions associated with the circular economy;
- ◇ develop the biowaste sector by proposing a biowaste collection service to all customers by 2020 and reduce food waste in company restaurants.

## Achievements and results

### SORTING AT SOURCE AND WASTE RECOVERY

The waste collection and processing contracts for the Paris airports (granted to the same service provider) provide for an increase in recycling rates by improving the waste sorting systems at the treatment centres of the collection service provider. Biowaste and non-hazardous waste are sorted by channel. On the sites, all administrative offices have recycling points for paper and printer cartridges. In terminals, sorting bins are installed upstream and downstream of the checkpoints.

All of the measures to encourage at-source sorting of waste at Aéroports de Paris made it possible in 2019 (at the end of 3<sup>rd</sup> quarter of 2019) to recover 41.2% of internal non-hazardous waste, *i.e.* packaging waste, bio-waste and other waste similar to household waste (36.1% in 2018). The recovery rate for internal and external non-hazardous waste (third-party waste) is 25% due to lower sorting and recycling performance internationally (difference in legislation, local infrastructure and the waste market).

As for the recovery of works project waste, work is underway with service providers to obtain detailed monitoring and improve the recovery rate.

### DEVELOPMENT OF BIO-WASTE PROCESSING

Aéroports de Paris carries out various actions for the selective collection and recovery of bio-waste, which include:

- ◇ organisation of bio-waste processing at a methanization plant. For example, over 1,300 tonnes of bio-waste were converted into electricity by the Bionerval methanization unit in 2019. The digestates (methanization residues) are given to farmers free of charge for use as fertilisers;
- ◇ collection of cooking oil at Paris-Orly's company restaurants for transformation into agro-fuel at the Oleo Recycling site in Etampes. A similar experiment is underway at Izmir Adnan Menderes airport;
- ◇ production of a communication booklet on processing leftover food.

### WASTE REDUCTION

In addition to these initiatives to improve the sorting and recovery of waste, other actions are focused on reducing the waste produced, and in particular on combating food waste. Information campaigns are carried out among operators in airports, inter-company restaurant service providers and the Works Council, which manages six restaurants (five restaurants and a snack cafeteria) at the Paris platforms. There is also a working group with Sciences Po students to consider ways of improving the fight against food waste.

In addition, trials were launched in 2019 at the Paris-Charles de Gaulle platform through the installation of compactors to identify the producers of waste and weigh the amounts deposited, with the aim of improving understanding of waste production and of possibly establishing a polluter-pays system.

### DEPLOYMENT OF THE CIRCULAR ECONOMY AND REUSE

In line with these actions, Aéroports de Paris also promotes the circular economy through various recurring initiatives such as:

- ◇ regular collection and recycling of used work clothes, books and tensabarrier systems (which are recovered in the form of promotional items);

- ◇ the organisation of information conferences or events (as part of the European Sustainable Development Week) on the subject;
- ◇ organisation of events to promote donations and the circular economy.

In addition, a working group with Sciences Po students has been meeting since September 2019 to discuss the circular economy, with the aim of identifying projects to be launched in 2020.

## Results

When the professional uniforms of Aéroports de Paris staff were changed, 21 tonnes of old uniforms were collected by various recycling organisations. They were distributed as follows:

- ◇ 43% as donations to charitable organisations (Red Cross, Emmaüs, etc.);
- ◇ 30% for transformation and creation (including pieces for Haute Couture by Atelier Renaissance);
- ◇ 26% for unravelling;
- ◇ 1% for incineration.

## Preservation of natural resources

### Protection of biodiversity

#### Policy

With more than 6,000 hectares of land in the Paris region, Aéroports de Paris is directly involved in the preservation and protection of biodiversity. The 2017 materiality study accordingly showed that the preservation of the natural environment and air quality is a very important issue (8.1/10).

Biodiversity is one of the six priorities of its 2016-2020 environmental and energy policy and is included in its sustainable development objectives.

#### Objectives

The consideration of biodiversity in our activities is organised around three objectives:

- ◇ define and deploy an ecological land development plan;
- ◇ conduct a biodiversity study for structural projects and for all airports;
- ◇ continue to reduce, by 50%, the consumption of phytosanitary products between 2008 and 2020.

In addition, as part of Act4nature, Groupe ADP is committed to:

- ◇ ensuring it knows about the biodiversity present at its airports via regularly updated fauna/flora inventories;
- ◇ integrating a prospective vision of its developments taking the preservation of the biodiversity into account;
- ◇ reinforcing the ecological management of its landscaped areas;
- ◇ raising awareness and implementing participative approaches with its stakeholders.

In December 2019, the Company renewed this voluntary commitment to the *Entreprises Engagées pour la nature - Act4nature France* schemes, which are reinforced and supported by the French Agency for Biodiversity, to define action plans for post-2020.



## Achievements and results

To achieve these objectives, Aéroports de Paris defines development, landscape and biodiversity guidelines for its Paris-Charles de Gaulle, Paris-Le Bourget and Paris-Orly platforms. These documents are based on biodiversity diagnoses and they aim to reconcile platform development and the maintenance of biodiversity.

In addition, participatory visits and observations of the biodiversity of the platforms are conducted. About 100 employees of the platform and a group of schoolchildren participated in visits to Paris-Charles de Gaulle, and a general public visit was made to Paris-Orly for participants in the National Biodiversity Conference (*Assises nationales de la biodiversité*). In this context, the partnership with the Aéro biodiversité association was formalised in a three-year agreement and expanded in 2019 to three new sites: Paris-Le Bourget, Issy les Moulineaux and Pontoise Cormeilles.

Finally, in 2019, the group carried out various other information and communication actions on the subject, including participation in the National Biodiversity Conference (*Assises nationales de la biodiversité*) and the Paris Peace Forum (*Forum de Paris pour la paix*) with Aéro biodiversité, publication of an article in the Paris WorldWide magazine, and showing an information video in the baggage claim halls for two months to coincide with the publication of the IPBES report.

Thanks in particular to better knowledge of the biodiversity present on the platforms, green space management practices are changing and the reduction in the use of plant protection products is continuing, with a 56% reduction in use at the end of 2018 compared to 2008 (three-year average). Paris-Orly continues to implement its chemical-free plant protection policy.

## Water management

### Policy

The preservation of water resources and their sustainable management are essential and an integral part of the Aéroports de Paris environmental and energy policy. Even though the situation currently varies widely according to the sectors in which the group's platforms are located (as regards the level of water constraints), climate change is forcing us to think about future capacities to meet water needs in relation to platform developments.

### Objectives

For water, the Aéroports de Paris environmental and energy policy has three objectives for 2020:

- ◇ reduce drinking water consumption per passenger by 5% compared to 2014;
- ◇ as part of a water masterplan, define rainwater management rules by zone taking into account adaptation to climate change;
- ◇ continue to improve the management of winter pollution.

### Achievements and results

Aéroports de Paris distributes drinking water at its airports and has a water tower and booster pump at Paris-Charles de Gaulle, while Paris-Orly and Paris-Le Bourget are supplied by drinking water distribution points.

To achieve a 5% reduction in its internal consumption of drinking water per passenger by 2020 compared to 2014, Aéroports de Paris:

- ◇ recycles the water that comes out of its rainwater treatment and purification systems for different uses (such as powering the air-cooling towers at Paris-Orly or sanitary blocks);

- ◇ installs water-saving equipment, especially in the sanitary areas of its terminals;
- ◇ uses more reliable measuring equipment (remote meter reading) for monitoring and detailed analysis of consumption;
- ◇ informs and trains staff on the use of water resources, products and equipment.

In 2019, water consumption per passenger was estimated to have increased (+4.8% at the 3<sup>rd</sup> quarter ok 2019 compared to 2014). Work has been carried out to limit this change, including more reliable metering.

Regarding rainwater management, in addition to pollution catch basins and retention basins, at its Paris-Orly and Paris-Charles de Gaulle platforms, Aéroports de Paris has rainwater treatment systems that enable it to meet the regulatory requirements for discharge into the natural environment imposed by inter-prefectural orders specific to each airport. At Paris-Orly, for example, a 2,000 sq.m. wetland filtration facility optimises this treatment, and at Paris-Le Bourget, filtering technique trials are underway. The rainwater collection and treatment network has been restructured at all French platforms, which also have guidelines on rainwater management.

Aéroports de Paris is committed to limiting newly-sealed surfaces favouring infiltration wherever possible and, failing this, to offset sealed surfaces with retention ponds. Accordingly, under the guidelines, zoning defining rainwater management rules by area and thresholds that limit leakage flow rates have been established to promote infiltration.

After treatment, the wastewater produced at Aéroports de Paris' airports is discharged into public sewers. A procedure for monitoring the wastewater produced as a result of the activities of Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget and the industries in the airport zone is in place. The Aéroports de Paris laboratory monitors the quality of the rainwater discharged into the natural environment as well as the water table level thanks to a network of measuring points (piezometers).

On the Amman Queen Alia platform, water is supplied by ADP from the water table using wells. Tanks are used to store water and a treatment unit has been set up to supply drinking water. Water from the treatment and purification station is used to irrigate the green spaces to limit abstraction.

On the Turkish platforms of TAV Airports, water is bought from local suppliers or drawn from the water table via wells and treatment stations to ensure the supply of drinking water through the use of advanced treatments such as UV treatment.

## Soil quality monitoring

### Policy and objectives

As a land developer, Groupe ADP takes care to respect the balance of the diversity of living things.

The issue of land use is dealt with in accordance with current regulations, and pollution prevention and management systems are implemented.

### Achievements and results

The Aéroports de Paris laboratory also carries out environmental monitoring of soil quality, using the national methodology of the Ministry of the Environment. This monitoring checks the compatibility of the environmental state of the sites with their uses and/or development projects in order to ensure that any on-site pollution is properly handled. The soil pollution management procedures stipulate that a soil diagnosis must be performed each time land changes tenants. These procedures were updated in 2018. Special training was conducted, in particular in the Real Estate Division, on polluted sites and soils and ICPEs.



In addition, storage and distribution of aviation fuel are provided by external companies that maintain and operate the tanks and the hydrant fuelling system for which they also ensure the control and compliance. As the storage facilities are subject to legislation on facilities classified for environmental protection (ICPE or *Installations classées pour la Protection de l'Environnement*), they regularly undergo quality and compliance audits by the Regional and Interdepartmental Environment and Energy Division (DRIEE). Groupe ADP communicates regularly with the third parties in question to keep abreast of any changes in their activities and the classification of their facilities (information letters, participation in site monitoring committees, etc.)

## Land development and sustainable construction

### Policy

Aéroports de Paris has set itself strict rules to limit primary energy consumption (RT 2012 thermal regulations) in its buildings and has developed a sustainable development and construction policy in order to obtain high environmental quality certification (French HQE® and British BREEAM<sup>1</sup> standards). It has adopted the UN's SDG 11 on sustainable cities and communities.

## Environmental indicators for the group

The figures presented in this table relate to Aéroports de Paris, AIG and TAV Airports own consumption as well as consumption relating to third parties based at its airports.

	Scope	2019
Total energy consumption (in MWh of final energy)	1	1,095,760
Purchase of renewable energy (in MWh of final energy)	1	458,715
Energy production from renewable sources (in MWh of final energy)	1	72,799
Total Scopes 1 and 2 CO <sub>2</sub> emissions (in tonnes of CO <sub>2</sub> )	2	113,815
Scope 1 CO <sub>2</sub> emissions (in tonnes of CO <sub>2</sub> )	2	83,639
Scope 2 CO <sub>2</sub> emissions (in tonnes of CO <sub>2</sub> )	2	30,176
CO <sub>2</sub> emissions avoided (in tonnes of CO <sub>2</sub> )	2	18,737
NO <sub>x</sub> emissions from power plants <sup>1</sup> (in tonnes of NO <sub>x</sub> )	1	33
Total water abstraction (in m <sup>3</sup> )	1	4,721,993
Recycled water use rate (%)	1	7
Material recovery rate from non-hazardous waste - NHW (%)	1	25
Total quantity of NHW collected (in tonnes)	1	51,186
Quantity of internal hazardous waste (in tonnes)	2	346
Assistance for soundproofing for local residents <sup>1</sup>		
Number of documents in CCAR	2	1,403
Amounts committed (in millions of euros)	2	30,06

<sup>1</sup> Concerns Aéroports de Paris only (Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports).

Scope 1: internal (Paris-Charles de Gaulle, Paris-Orly, Paris-Le Bourget, Ankara Esenboga, Izmir Adnan Menderes and Amman Queen Alia platforms) and external scopes (third parties present at airports).

### Objectives

Groupe ADP is continuing its aim of certifying 100% of its new buildings (excluding terminals) with an environmental label.

### Achievements and results

The comfort energy environment framework was updated in 2018 to also include biodiversity, choice of materials and building envelope performance. In 2019, the certified buildings were:

- ◆ the head office (in Roissy) and the Baikal office building, certified Excellent under "NF tertiary buildings HQE procedures";
- ◆ Roissy Continental Square, certified Very Good under "BREEAM In-Use";
- ◆ the Paris-Orly VIP Pavilion, in addition to the NF tertiary buildings HQE Excellent certification, certified Good under BREEAM;
- ◆ the Izmir Adnan Menderes domestic terminal, certified Leed Silver<sup>2</sup>.

In addition, the Roissy Continental Square property complex was certified Very Good under "BREEAM In-Use", thus highlighting the environmental performance of the building, management and use of this existing building.

<sup>1</sup> Building Research Establishment Environmental Assessment Method.

<sup>2</sup> Leadership in Energy and Environmental Design is a North-American building standard system similar to HQE in France, with four levels: certified, silver, gold and platinum.

## 15.5 DIALOGUE AND SHARING VALUE WITH OUR REGIONS

A summary table of the main extra-financial risks (including regional integration) can be found in the chapter "The group's Corporate Social Responsibility (CSR) policy".

As airports are generally located in regions far from the capital, these regions do not necessarily receive the economic and social benefits. As the negative externalities of airport activities occur on a mainly regional level, however, for the long-term acceptability of airport development, it is essential that the positive externalities created by the economic and social benefits reach the regional level to offset and, if possible, outweigh the negative externalities.

For this, the economic and social cooperation policy is steered by the Environment, CSR and Regions Division. It currently applies to the Île-de-France scope. A project to roll out this policy internationally by 2020 saw the structuring this year of a clear, informative road map.

Aéroports de Paris' societal approach also includes management of noise pollution, dialogue with local residents and, through the Groupe ADP Foundation, a commitment to serving its regional and human environment.

Aéroports de Paris' policy aims, therefore, to share the value created by the economic and social benefits of airport activity with the host region and build a shared destiny.

To ensure this value sharing with the region, Aéroports de Paris implements a policy structured around four focuses:

- ◇ creating non-transferable employment for the local populations;
- ◇ supporting regional economic development;
- ◇ facilitating the integration of the most vulnerable populations;
- ◇ removing peripheral obstacles to employment.

### Creating non-transferable employment for the local populations

#### Policy and objectives

The Île-de-France airports are very dynamic job creation hubs at a regional level. According to a 2017 study by Utopies, 122,040 people worked at the airports in 2016 (90,190 at Paris-Charles de Gaulle, 28,360 at Paris-Orly and 3,490 at Paris-Le Bourget). The same year, there were 116,053 indirect jobs.

However, the jobs created do not sufficiently benefit the local populations close to the Île-de-France airports, particularly Grand Roissy-Le Bourget. Around half of holders of jobs at Paris-Charles de Gaulle airport itself live within 20km of the airport.

Aéroports de Paris has expressed a dual ambition:

- ◇ allow the inhabitants of the regions, who are the people most impacted by the airport's development, to have greater access to the jobs created by the airport's activity;
- ◇ allow airport companies to have local access to the resources for their development.

For this, Aéroports de Paris has rolled out five guidelines:

#### Observe the change in employment at the platforms

The aim is firstly to analyse on an annual basis the quantitative and qualitative change in employment at the Île-de-France platforms as well as the places where employees live.

The second aim is to identify on a quantitative basis by job sector the future employment needs related to traffic growth, the opening of new installations and job renewals at the platforms over the next 20 years.

#### Directing local residents towards airport occupations with good future prospects

The aim is to broaden the range of possibilities for local residents, particularly young people, by allowing them to discover airport occupations with good prospects and by encouraging them to enter training leading to these occupations.

#### Contributing to adapting the training offer to the needs of airport occupations

The aim is to adapt initial training programmes in particular to employment and skills requirements related to airport occupations. The challenge is quantitative – to tackle job creation related to the increase in traffic and the commissioning of new facilities as well as the numerous replacements over the next 15 years related to the age pyramid at the platforms. It is also qualitative, in view of the change in jobs related to new technologies, for example.

#### Enable job-seekers in the region to acquire basic skills

The level of languages is an essential skill for access to jobs in key sectors in the airport regions. This means helping young job-seekers to reach the required level whilst developing their professional experience.

Groupe ADP supports the ENVOL'Pro and CCAéro programmes developed by Paris CDG Alliance (formerly GIP Emploi-Hubstart) which enable language and professional skills to be acquired through professional immersion abroad.

Orly Paris® supports the new online learning platform QUIOZ for Île-de-France residents that want to speak foreign languages in order to continue to make Île-de-France into the leading "multilingual region" in 2022.

#### Helping platform companies to recruit locally

The aim is to ensure that platform companies can find, as far as possible, a local workforce that meets their needs, both for the construction/extension work to infrastructure as well as activities related to airport operations or other activities (hotels/catering, shops, etc.).

#### Achievements and results

In 2019, as part of the Terminal 4 project (creation of a terminal able to receive up to 40 million passengers), a forward-looking study carried out by Paris CDG Alliance (formerly GIP Emploi Roissy) was launched on the future jobs related to the project. 4,000 to 5,000 jobs are estimated per year for the construction phase and between 41,000 and 45,000 for the

operations phase by 2037. The results of the study will be presented as part of the continued public consultation on Terminal 4.

In December 2019, the Cité des Métiers du Grand Roissy-Le Bourget was opened at the heart of the Paris-Charles de Gaulle platform. Its aim is to direct all local populations towards the jobs available in the region thanks to a more accessible and more comprehensible service offering. Numerous events will be organised, such as apprenticeships using new technologies (virtual reality headsets, etc.)

Five recruitment forums were organised by Aéroports de Paris and Paris CDG Alliance in 2019, representing 1,600 job offers.

The modernisation of Paris-Orly enabled the creation of 2,600 direct jobs and 8,500 indirect jobs. In 2019, 200 hires for new jobs were recorded for the shops and restaurants.

## Supporting regional economic development

### Policy and objectives

The two Île-de-France airport hubs, contribute significantly to the Île-de-France Region's economic strategy. The Roissy-Le Bourget sector, a cluster of international networks around Paris-CDG and Paris-Le Bourget airports, as well as the Paris-Saclay sector, an innovation cluster immediately adjacent to Paris-Orly airport, are amongst the more dynamic economic hubs in the regions outside of Paris. The Île-de-France airport system makes the Île-de-France the leading aeronautical region in Europe in terms of employment with almost 100,000 jobs, along with 122,000 jobs directly related to airport activities. The three Île-de-France airports provide the region with exceptional international connections, which form an essential asset in its attractiveness.

The challenge for Aéroports de Paris is to consolidate this economic momentum and ensure that it feeds the development of local companies. For this, Aéroports de Paris has rolled out three main focuses:

#### Attract projects and companies

The aim is to attract companies and project carriers by building on the excellent connections of the Île-de-France airports as well as their own strengths (land availability, real estate assets, presence of key accounts and clusters, etc).

The two airport areas carry out promotion and prospection activities under collective brands: Paris CDG Alliance for Grand Roissy and Le Bourget and Orly Paris for Grand Orly.

#### Help local companies to develop

The airport activity, notably during the construction and extension phase, is a potential source of contracts for local companies, both for construction and operational work (cleaning, security/caretaking, maintenance, etc). However, local companies often lack the size or financial standing, or sufficient human resources to successfully bid for these contracts.

The aim, therefore, is to set up mechanisms, in compliance with regulations, in which access to these contracts is made possible.

#### Encouraging entrepreneurship and innovation

The economic momentum of a region depends, and will depend even more in the future, on the region's ability to encourage and nurture start-ups. In parallel, the airports increasingly rely on external start-ups as a source of innovation. A win-win relationship can be built around the idea of company creation and innovation between the airports and their regions.

## Achievements and results

Aéroports de Paris has entrusted the management of its Hubstart Centre incubator to a subsidiary of the regional Chamber of Commerce in order to integrate it into a regional network. Since 2002, when the incubator was created, 200 companies, representing several hundred jobs, have been supported.

Aéroports de Paris takes part in the SME Pact and, via the PLATO network, supports managers of SMEs in its regions, in partnership with the Chambers of Commerce and Industry.

Internationally, TAV has launched a start-up support programme and, for the first time, organised an "Airport start-up day" working closely with Groupe ADP's Innovation Management Division.

## Facilitating the integration of the most vulnerable populations

### Policy and objectives

In the airport regions, which in the Île-de-France include a significant share of residents without qualifications (26%) and young job-seekers without qualifications (17%), the aim is to set up operational integration mechanisms to allow these vulnerable populations to have access to airport jobs.

## Removing peripheral obstacles to employment

### Policy and objectives

Access to airport employment is often restricted for local populations by insufficient public transport serving the platform or lack of flexibility to the constraints of airport jobs (e.g. shift work).

From the start, Aéroports de Paris has taken part in the financing of the on-demand transport system for employees, set up by Île-de-France Mobilités "Fileo" to serve Paris-Charles de Gaulle airport.

Aéroports de Paris also supports the intercompany nurseries of Paris-CDG and Paris-Orly airports and the Habitat Committee that helps airport employees find accommodation.

## Achievements and results

Aéroports de Paris works directly with regional facilitators for integration on three pilot markets to facilitate the sourcing of local populations, diversify recruitment, notably of women, and build career paths to long-term employment.

## Managing noise and light pollution

### Policy and objectives

To limit noise pollution for local residents, different systems exist in compliance with regulations:

- ◇ limiting night traffic (curfew at Paris-Orly airport since 1968 from 11.30 pm to 6.00 am and limitation in 1994 of the number of slots attributable at the airport to 250,000 per year);



- ◆ monitoring and measurement of noise levels: at Paris-Charles de Gaulle airport, a restriction on night traffic and a total weighted measured noise index (IGMP) were established by regulation in 2003. Aéroports de Paris monitors noise levels through an internal laboratory and makes the information available to the public via its internet site;
- ◆ management of soundproofing assistance funds: differentiated landing charges on the basis of an aircraft's noise category and the tax on air noise pollution (TNSA) also help to limit noise in that they encourage the use of quieter aircrafts and penalise night flights. The TNSA is levied by the French Civil Aviation Authority (DGAC) and its proceeds go to Aéroports de Paris, which manages soundproofing measures for the benefit of local residents. Within the framework of this procedure, Aéroports de Paris manages the applications for help with soundproofing from residents living near Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports, whose homes are within the scope of a Noise Nuisance Plan (PGS). Aéroports de Paris receives new requests for help, investigates them, passes them on to the relevant local committees, which are consulted on the allocation of grants, and pays out the grants allocated to local residents for noise assessment and soundproofing work.

In view of its airport activity, Aéroports de Paris benefits from exemptions to the application of light pollution regulations.

## Achievements and results

From 2013 to 2018, Aéroports de Paris took part in the Night Flights working group presided by the prefect, Régis Guyot. This work conducted jointly with the airlines and neighbourhood associations resulted in:

- ◆ the 24H generalisation by 2023/2024 of the continuous descent procedure (trialled since September 2016 between 00.00 and 05.30 am);
- ◆ the modified aerodynamics of the Airbus A320, which has halved the noise pollution produced by this plane, which is the most common aircraft on the runways at Paris-Charles de Gaulle;
- ◆ the change in the preferential configuration opening up the possibility of landing with a tailwind in certain circumstances;
- ◆ new rules, published on the internet site [entrevoisins.org](http://entrevoisins.org), with alternating runway pairs (night closure on three to four days a week per runway pair).

Local residents are entitled to free assistance for soundproofing works. They are supported through all stages of their project by a dedicated service which is part of the aid programme. Computerisation has improved data processing and traceability whilst eliminating paper documents.

Staff have been available to assist local residents on one day per month at the soundproofing assistance service in the North and South Environment Resource Centres since October 2019. A hotline has also been set up (0805 38 36 88).

Aéroports de Paris also makes available to the public the Vitrail tool to view aircraft flight paths and access information online. Vitrail is available in the *Maisons de l'environnement et du développement durable* (Environment and Sustainable Development Resource Centres) at Paris-Orly and Paris-Charles de Gaulle, and directly online. Linked to Vitrail, an IT tool, Itrap, improves the quality of claim processing. In less than three hours, this tool collects and processes complaints from local residents relating to noise from planes and is quicker to send them information on a possible breach

(altitude, speed and flight path), along with an explanation. If they wish to, the local resident can meet with a representative of DGAC to learn about the techniques developed to reduce aircraft noise.

## Dialogue with local residents

### Policy and objectives

Aéroports de Paris maintains an on-going dialogue with local residents through numerous partnerships and the provision of tools, mainly online services. The forms of dialogue are described in the "Aéroports de Paris' CSR approach" chapter in this report.

To best meet the expectations of its many varied stakeholders, Aéroports de Paris is supported by the regional delegations within its Environment, CSR and Regions Division: these meet local residents, elected officials, associations, school groups, etc. A website dedicated to this dialogue is currently being improved: [www.entrevoisins.org](http://www.entrevoisins.org).

Within these delegations, two *Maisons de l'environnement et du développement durable* (Environment and Sustainable Development Resource Centres – MEDD), one for Paris-Orly, the other for Paris-Charles de Gaulle, bring Aéroports de Paris and local populations closer together through exhibitions, educational seminars, forums and conferences on cultural, economic, environmental and social themes, as well as through meetings and discussions between consultation bodies, etc.

Aéroports de Paris is also responsible for the secretariat of the Consultative Environment Commissions (CCE) and Consultative Commissions for Aid to Local Residents (CCAR), favoured tools for consulting with populations local to the airports. The CCE must be consulted on any important matter relating to airport operational incidents in areas affected by noise pollution.

Aéroports de Paris also exercises its societal responsibility by engaging in partnerships with the socio-economic actors in major airport areas, with political, consular or association representatives, and with French government services.

### Achievements and results

In order to present the future Terminal 4 project at Paris-Charles de Gaulle, Aéroports de Paris voluntarily launched a public consultation under the responsibility of the National Public Debate Commission in spring 2019.

External stakeholders were able to directly communicate their remarks during the 85 events organised (including 10 public meetings) or in writing via the website. Legal entities (local authorities, associations, etc.) could also make written contributions via participant documents. In total, over 6,000 people took part.

In the consultation report, published on 26 July 2019, Aéroports de Paris made 29 commitments on noise, the environment, climate, employment and training, economic development, integration, platform accessibility and project monitoring, as a result of the consultation.

As part of the reconstruction work on runway 3 (now called runway 07-25) at Paris-Orly, Aéroports de Paris presented information on site progress before and during the work to local residents impacted by the changes in approach trajectories for aircrafts, through a major information and communication programme (leaflets and over 580,000 information letters sent, letters, 18 public meetings, over 30 bilateral meetings with elected officials increasing staff in the South Environment Resource

Centre, updating of the *entrevoisins.org* website weekly, etc.). Work site visits were also organised before and during the works.

The Val-de-Marne and Essonne departments also wanted to launch *Les Rencontres d'Orly* alongside Groupe ADP, as a co-building approach to bring together a wider circle of relevant players and regional representatives in order to prepare together in a sustainable way a concerted strategy targeting all of the key structural issues for the future of the Orly/Rungis hub, with notably and as a priority:

- ◇ the environment and sustainable development;
- ◇ mobility and travel;
- ◇ economic development and access to employment.

These four days of dialogue brought together almost 400 participants.

## Groupe ADP Foundation

### Policy and objectives

Groupe ADP's Foundation represents the Company's wish to link economic development with a commitment to serve the regional and human environment.

It supports general interest projects in the regions where Groupe ADP operates in France and abroad, prioritising education through the fight against illiteracy and the prevention of school dropouts, predominantly for

disadvantaged populations. Each project supported by the Foundation has a sponsor who is a company employee and acts as the interface between the association leading the project and the Foundation.

Groupe ADP's Foundation is steered by a Board of Directors chaired by Augustin de Romanet, Chairman and CEO of Aéroports de Paris - Groupe ADP, which sets the Foundation's directions and monitors its control. A Selection Committee meets once a year to analyse the supporting application files in the intervention areas covered by the Foundation's Articles of Association and set the subsidy amounts.

### Achievements and results

In 2019, 206 employees gave time out of their working or personal time to the associations supported by the Foundation, through five programmes: sponsorship, tutoring-coaching for young local secondary-school students, tutoring by employees of our service providers with *#Stopillettrisme* (Stop Illiteracy), expertise sponsorship or solidarity leave. In 2019, seven employees took part in international educational and environmental solidarity missions in Indonesia, Madagascar and Benin.

A new senior expertise sponsorship programme was piloted with an employee on assignment at Aviation Without Borders for a two-year period. At the start of 2019, this programme was integrated into the GPEC agreement and five employees currently benefit from it within associations such as Aviation Sans Frontières, Solidarité Nouvelle pour le Logement and Hubschool 21.

In 2019, the Foundation paid € 1,000,000 to 49 projects.

## 15.6 OPERATING IN AN EXEMPLARY WAY

### The fight against tax fraud

Present in around 20 countries, Groupe ADP deploys its tax policy according to three main principles:

- ◇ prevalence of the business activity;
- ◇ fair taxation of operations;
- ◇ management of tax risks.

Its policy is in line with OECD standards which aim, on the one hand, to locate and tax revenue in the country where the business is carried out and, on the other, to improve transparency and the level of information on transfer prices, notably via Country by Country Reporting (CBCR) to eliminate all tax evasion situations. As a matter of principle, the group rejects investments in tax havens or countries considered to be uncooperative for tax purposes unless these investments are justified by real economic activities (for example, an airport) other than tax savings.

### Governance and ethics

#### Policy and objectives

For Groupe ADP, ethics and compliance cover compliance with laws and regulations and the group's four values: trust, commitment, audacity and openness. Deployed since 2018, the Ethics and Compliance action plan is validated every year by the Executive Committee, the Board of Directors and its Audit and Risk Committee. As ethics and compliance firstly require a change in culture rather than a change in procedures,

this plan attaches considerable importance to management setting an example, awareness-raising and training (9,000 group employees trained via e-learning and around 500 in face to face training sessions), along with employee understanding and perception. The ethics climate barometer measures the spread of this ethics and compliance culture.

Risks related to ethics and compliance are described in the Risk Management chapter. They are steered by the Ethics Division together with the Legal and Insurance Division.

### Achievements and results

#### The vigilance plan

The law of 27 March 2017 creates a duty of vigilance for parent companies and order providers with regard to their subsidiaries, as well as sub-contractors and suppliers, in order to protect against serious violations of human rights and fundamental freedoms, and the health and safety of people and the environment.

Subsidiaries and companies controlled within the meaning of article L. 233-16 of the French Commercial Code are concerned along with leading service providers with which the group has a long-term business relationship and for which social, environmental and ethics risk mappings covering corruption have been drawn up.

All group employees and suppliers may use the whistle-blowing mechanism deployed in 2018 for ethics and compliance (see the chapter on Whistle-blowing).

In 2019, no alerts under the Potier law were recorded.





## Measures applicable to sites in France

A consolidated environmental risk mapping for the Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports was prepared in 2018. It was based on environmental analyses, events having occurred, monitoring reporting on the environmental and energy policy and the risk mappings drawn up for each airport.

This mapping enabled:

- ◆ identification of the main environmental risks (soil and water pollution, layouts, waste and air) to which our three main Paris airports are subject;
- ◆ rating for each risk;
- ◆ listing of the management resources implemented for each risk.

## Measures for subsidiaries

The Ethics Division has worked closely with the Legal and Insurance Division to establish the level of compliance of international subsidiaries. In line with the ISO 26 000 guidelines, which cover the law's main thematic issues, the analysis for AIG and TAV Airport identified the local laws, detected risks and actions already implemented on:

- ◆ human rights: fundamental principles and working rights;
- ◆ working conditions and relations: employer/employee relations, working conditions and social protection, workplace health and safety, development of human resources and professional training;
- ◆ the environment: prevention of pollution, environmental monitoring, mitigating climate change, protection of biodiversity and ecosystems and noise pollution management.

Based on these findings, working groups were set up and should continue in 2020 by including subsidiaries from the international scope.

## Measures for suppliers

### THE SUPPLIER CSR CHARTER (AÉROPORTS DE PARIS SCOPE)

Deployed since 2014 and signed by all suppliers under contract, the Supplier CSR Charter makes it possible to promote and share with suppliers the major directional policies, values and CSR commitments of Groupe ADP.

In 2018, the charter was updated to include the stricter requirements set by the Sapin II law no. 2016-1691 of 9 December 2016 and the law on the duty of vigilance to prevent social, environmental and energy CSR risks. Audits and monitoring plans were also strengthened in this new version of the charter linked to all new contracts signed by Aéroports de Paris with suppliers since November 2018.

### THE PURCHASING RISK MAPPING WITH REGARD TO SOCIAL ASPECTS AND THE ASSESSMENT OF SOCIAL PERFORMANCE

This mapping enables Aéroports de Paris to identify the services most at risk with regard to their social impact by purchasing segment. For these segments with significant social challenges, company offers are assessed based on criteria analysing their performance in terms of workplace health and safety, their employment policy and their HR management. Candidate companies to calls for tender provide documents that commit them in respect of their social policies as part of their contract with Groupe ADP. Candidate offers are rated on their CSR commitments with weighting representing between 5% and 10% of the overall score.

The documents are analysed by an HR Division expert who takes part in the negotiations and challenges the submitting companies on their answers and practices during the presentations.

### SOCIAL AUDITS DURING THE EXECUTION PHASE

During the execution phase, some contracts with high social and image risks are subject to social audits to minimise risks. In place since 2014, these audits are conducted by a specialist and independent external company. They enable suppliers to be challenged and ensure that they make progress throughout the contract term on criteria that are important for Aéroports de Paris. They give rise to supplier reports, with suppliers then required to propose corrective action plans to rectify the identified problems and improve. Progress on action plans is analysed in conjunction with the specifiers. These audits covered over 60% of revenue in operational service contracts (security, cleaning, safety, landscaping, PRM etc.) and maintenance contracts, and over 88% of external works contracts (roads and miscellaneous networks) in 2018.

### MONITORING AND ANALYSIS OF SERVICE PROVIDER ACCIDENTS

The themes assessed and audited include a significant focus on workplace health and safety. Based on information collected in connection with the Purchasing Division, an annual study has been conducted since 2014 for service providers.

This study highlights the most accident-prone segments that contribute to the overall results for Aéroports de Paris, to compare and challenge the different operators across a same segment, compare statistics for a contract typology with others and also compare ADP's statistics with the national data by sector (CNAMTS).

Performance reviews are organised in conjunction with the workplace safety coordinators at the platforms in order to constitute action plans to significantly reduce accidents and prevent serious accidents with each concerned company.

A working group has been set up to implement an alert mechanism for accidents at service providers operating at our facilities, identify operations risks and produce reports and monitoring for the Executive Committee.

### PURCHASING RISK MAPPING WITH REGARD TO ENVIRONMENTAL ASPECTS

Following the update in 2017 (based on the purchasing materiality study in 2016), in 2019 the Purchasing Division continued the work to bring its purchasing risk mapping into compliance with the Potier law of 27 March 2017. Its aim is to identify suppliers according to their products/services provided in accordance with criteria set by Aéroports de Paris, as well as identifying actions to be undertaken for those suppliers most "at risk" so that suitable monitoring plans can be put in place.

This new mapping is based on a robust methodology:

- ◆ identification of environmental risks and the main environmental challenges for Aéroports de Paris: climate change, air pollution, water consumption and pollution, biodiversity (soil pollution, degradation and deforestation), waste production and resource depletion;
- ◆ then rating (probability of occurrence of risk X impact) for each purchasing segment (over 170 segments).

Following this rating, an action plan was prepared to cover the identified risks. This action plan, currently being rolled-out, includes, amongst other items:

- ◆ the identification of prevention measures to reinforce the environmental requirements on suppliers;

- ◆ the inclusion of prevention measures in the contract documents for the contracts in question: adjustment of CSR rating grids and specifications used for their selection. These CSR grids, which are specific to each purchasing segment, are used to measure the level of maturity of candidates and allocate a rating for this item (of between 5% and 10% of the score);
- ◆ the reinforcement of the internal CSR-environment purchasing procedure and the pooling of tools and documents between the Environment, CSR and Regions Division, the Purchasing Logistics Services Division and the SME reference contacts to ensure the proper management of the inclusion of environmental specifications in contracts.

### WHISTLE-BLOWING MECHANISM EXTENDED TO SUPPLIER EMPLOYEES

The Ethics and Compliance whistle-blowing platform (see chapter on the Ethics and Compliance programme: the seven action plan pillars) has been made accessible to employees of suppliers in accordance with the Potier law (duty of vigilance).

### Human rights

As a member of the UN Global Compact since 2003, and with Advanced Level status since 2015, Aéroports de Paris undertakes to comply notably with the Universal Declaration of Human Rights in all its activities. In its sustainable development goals, it has selected SDG 4: "ensure inclusive and equitable quality education and promote lifelong learning opportunities for all" and SDG 5: "achieve gender equality and empower all women and girls".

In 2015, Aéroports de Paris also signed the Mobilisation Charter to fight for equality against racism, supported by the Human Rights Defender.

Internationally, our TAV Airports subsidiary has been a member of the UN Global Compact since 2015 with the Active level.

### The Ethics and Compliance programme

Groupe ADP has rolled out its Ethics and Compliance programme across seven pillars to fight against corruption.

### MANAGEMENT SETTING AN EXAMPLE

In 2019, all Executive Committee members (including ADP International) took part in an awareness-raising session on the issue of corruption. Face to face awareness-raising sessions were also organised in the international subsidiaries for top management and exposed populations. The Chairman and CEO, Executive CEO, Group General Secretary and CEOs of subsidiaries supported the launch and rollout of e-learning (videos, messages, etc.).

### CORRUPTION RISK MAPPING

A corruption risk mapping was prepared in 2019 for the France and International scopes based on 10 pre-identified risks and the preparation of scenarios.

### DEDICATED GOVERNANCE

The Ethics Division was created in 2018. Its Director reports to the Chairman and CEO, thus guaranteeing the Division's independence in processing alerts. The Ethics Division defines and steers the Ethics and Compliance action plan with the Legal and Insurance Division. To extend the plan to the group's subsidiaries, these divisions are supported by the Ethics & Compliance contacts in ADP International, ADP Ingénierie, TAV Airports, AIG and Hub One, as well as the Ethics and Compliance relays appointed in Aéroports de Paris' divisions. The programme is monitored in the group's different bodies: Executive Committee, Social and Economic Committee, Board of Directors (and its Audit and Risk Committee). In 2020, the appointment of Ethics and Compliance relays is planned at TAV Airports and its subsidiaries.

### DEFINITION AND DIFFUSION OF POLICIES, RULES AND METHODS

Included in the internal rules of procedure, Aéroports de Paris' Code of Ethics was distributed, via the intranet and internet sites, in the form of a communication document entitled "Group Ethics and Compliance Code of Conduct". It includes best practices, areas of vigilance and prohibitions as well as examples of tangible cases. In March 2019, it was distributed individually to Aéroports de Paris employees. The French subsidiaries have their own code of conduct. For the international scope, a code of conduct translated into seven languages was distributed within the subsidiaries. In 2020, a single, multilingual code will be rolled out.

At group level, a reminder of the Gifts and Invitations and Conflicts of Interest procedures deployed in 2018 must be made by management at least once a year. They have also been rolled out for the international scope. They are supported by registers enabling annual reporting to the Ethics Division. The procedures are enhanced as required and diffused within the group in the relevant languages.

Committed to basing its development on principles which reflect its ethical commitment, Groupe ADP formalised its ethics rules at the end of 2016 in a Responsible Lobbying Charter, available on its website. Since 2017, it is also registered in the list of interest representatives held by the High Authority for Transparency in Public Life (*Haute Autorité pour la transparence de la vie publique*) in accordance with the Sapin 2 law.

As part of the approach steered by the group Ethics Division, Aéroports de Paris' Purchasing Division has defined a methodology to assess risks of corruption in the area of purchasing both prior to the contract signing and during the contract execution, in accordance with the law. The level of exposure to corruption is assessed based on the analysis of five risk factors: sector of activity, type of transaction (procedure and contract signing), business opportunity (quality and level of commercial relations), country risk, status and reputation of contacts and stakeholders. Based on this analysis, a mapping of suppliers at risk in terms of ethics and corruption was prepared. 100% of suppliers already under contract with Aéroports de Paris were analysed in 2018. In 2019, the approach continued by focusing on new suppliers. From 2020, a tool will be rolled out across the group.

### WHISTLE-BLOWING MECHANISM

Accessible since 1 October 2018 to group and supplier employees, the whistle-blowing platform (<https://report.whistleb.com/fr/adp>) meets the requirements of the Potier law (duty of vigilance) and Sapin 2 law (fight against corruption). Integrated into the platform, a charter manages the admissibility criteria for alerts and defines the protection for whistle blowers. It was subject to an audit by Transparency International. The whistle-blowing mechanism project was presented to the Works Committee in July 2018. The platform's accessibility and the protection of whistle blowers were promoted by a group communication in France and to the TAV, AIG, ADP Ingénierie and Hub One subsidiaries. A new communication campaign will be rolled out in 2020.

### TRAINING AND AWARENESS-RAISING

An intranet site and website (<https://www.parisaeroport.fr/groupe/rse/ethique-et-compliance>) dedicated to the Ethics and Compliance action plan were launched in December 2018. Nearly 500 managers have been trained in face to face training, along with an e-learning system progressively rolled out across the scope since May 2019. The first module, designed for all employees, concerned the issues of ethics and compliance, the fight against corruption, conflicts of interest, and gifts and invitations. Around 9,000 group employees were trained in 2019. Other specific modules will be gradually rolled out to the most exposed populations.

## MONITORING OF THE ETHICS AND COMPLIANCE MECHANISM

An ethics climate barometer was produced for the first time in 2019 to measure employee perception on ethics, and specifically conflicts of interest and corruption. It is also used to measure the level of awareness and confidence in the alert system:

- ◆ 79% of employees said that they felt very concerned by ethics (75% in 2018);
- ◆ 88% said that it is important to have someone responsible for ethics issues (unchanged from 2018);
- ◆ 86% of employees have confidence in their company's ability to resolve ethics dysfunctions (78% in 2018);
- ◆ 81% of employees, once they knew about the whistle-blowing mechanism, had confidence in their company's ability to guarantee their anonymity and protection if they were to blow the whistle (86% in 2018). This lower result must be put into perspective as at the same time knowledge of the whistle-blowing mechanism by employees increased considerably from 50% in 2018 to 75% in 2019.

Furthermore, Aéroports de Paris is a member of Transparency International and also of the *Cercle Éthique des Affaires*, which helps Groupe ADP to promote ethics to its employees.

### Measures for customers

Public and airport safety is the most important issue in the latest materiality study.

See "Risk Management" chapter.

### Airport safety

See "Risk Management" chapter.

### Protecting people and goods

See "Risk Management chapter" and the sub-chapter "HR policy and challenges, risk analysis and materiality study" of chapter "Providing the group and its employees with the means for their development".

## Measures for people with disabilities or impaired mobility

### Policy and objectives

In application of (EU) ruling no. 1107/2006 of 5 July 2006, the mission of assisting people with disabilities and impaired mobility (PRM) at Paris-Charles de Gaulle and Paris-Orly airports has been assured by Aéroports de Paris since 22 July 2008. In a context of strong growth in assistance requests, Aéroports de Paris is supported by service providers with the aim of improving the quality of service provided: reactivity and availability, adapting the offer to passenger needs.

### Achievements and results

Significant work continued in 2019 to improve operational efficiency in line with ground handling service providers, in order to gain in productivity and customer reassurance.

With an aim of continuous improvement to services, the analysis of customer expectations and requirements is a priority focus in

Groupe ADP's road map in order to contribute to better targeting of actions to be undertaken. The reinforcement in particular of collaboration with airlines to involve them in discussions on ways to improve services is also a priority. In this respect, an approach of listening and objectification of airline satisfaction was set up with the completion in April 2019 of a qualitative study.

2019 also saw preparation work for the renewal of the Paris-CDG handling contract planned for 2021, notably through collaboration and discussions. Working groups with airlines (AOC CDG/Air France) were notably set up. Prominence is given to improving the performance measurement system with work on-going to align performance indicators with the expectations of passenger customers and airlines.

Moreover, as part of the roll-out of the new *Assistance mobilité* (Mobility assistance) brand, dedicated PRM waiting areas in terminals are gradually being improved.

## Sustainable purchasing

### Policy

Aéroports de Paris' purchases exceed €1 billion per year, broken down on the one hand into general, service and operations purchases, and on the other, maintenance and operations work purchases.

Signed by the Chairman and CEO in 2015, Groupe ADP's Purchasing policy is built around three strategic focuses:

- ◆ quality at the best price and the best timescale;
- ◆ supplier relations;
- ◆ responsible purchasing.

Deployed since 2014 and signed by all suppliers under contract, the Supplier CSR Charter makes it possible to promote and share its CSR commitments with suppliers. It was updated in 2018 to include the stricter requirements set by the anticorruption (Sapin 2) laws and the law on the duty of vigilance (see section 15.6 "Operating in an exemplary way").

By supporting its suppliers in their progress and continuous improvement in terms of CSR, Aéroports de Paris consolidates its position as a responsible order giver and co-builds the products and services adapted to its quality requirements with them. The ambition to achieve the highest level of CSR performance has led to tangible actions to:

- ◆ promote ethical practices and secure the purchasing and procurement processes;
- ◆ reduce health and social risks;
- ◆ limit the environmental impact of products and services throughout their life cycle;
- ◆ further stimulate the economic fabric and innovation through reinforced collaboration with local SMEs;
- ◆ promote solidarity purchasing.

### Objectives

By 2020, the Purchasing Division aims to:

- ◆ include a judgement criterion based on CSR (environmental, social or societal aspects depending on the type of contract) in 80% of contracts signed;

- ◇ include energy performance criteria in 100% of “high-energy consumer” contracts;
- ◇ generate €1 million in revenue with companies in the protected and adapted sector: cleaning of vehicles, collection of light waste, care of green spaces, small building maintenance projects, plan updates, post management, administrative work, catering and food trays, etc.;
- ◇ include social insertion clauses for 5% of the workforce for structural work projects.

## Achievements and results

Training and awareness-raising programmes on responsible purchasing have been provided to buyers since 2007: they recap Groupe ADP’s CSR challenges, explain the contribution made by the Purchasing Division to its CSR performance, and using specific examples, clarify the means by which the responsible purchasing process is applied. In 2019, Purchasing Division employees were trained in the risks related to the practices and behaviours indicated in the Sapin II law.

Moreover, the compensation of the Purchasing Director and buyers comprises a variable portion partly based on the achievement of CSR objectives.

Since 2014, suppliers can refer to the supplier relations ombudsman (Audit Director) to resolve conflicts on the institutional supplier site and a dedicated contact form. In 2018, the Audit Director was contacted for the first time, leading to an immediate resolution of the dispute.

Since 2015, the Purchasing Division and Human Resources Division have collected the annual accident rates for supplier work on airport service contracts. Based on this data, they monitor the changes by purchasing segment and identify the segments with the highest risk in order to undertake actions with suppliers throughout the contract’s duration. In 2018, a working group was launched to implement standardised data reporting processes and tools.

In 2019, the Responsible Supplier Relations and Purchasing label held by the Purchasing Division since 2014 and renewed in its new version in 2018 was maintained. Awarded by *Médiation interentreprises* (under the Finance Ministry) and the *Conseil national des achats* (National Purchasing Council), this label recognises tangible commitments to responsible purchasing, quality supplier and sub-contractor relations and respect for their interests. Based on a framework of over 200 questions followed by an on-site audit over several days, it challenges the division on its responsible purchasing practices.

In 2019, it also obtained the evidence level in the ISO 20400 Responsible Purchasing standard: this distinction will be reviewed each year with a follow-up audit. In December, the Purchasing division renewed ISO 9001 certification on the Purchasing perimeter and on the workplace environment and logistics service perimeter, which joined the division perimeter

Thus, at end of 2019:

- ◇ 84% of contracts signed by Aéroports de Paris (86% at end-December 2018) representing over 98% of the expenses by the Purchasing Division included a CSR rating criterion;
- ◇ 90% of so-called “high-energy consumer” contracts included an energy performance criterion;
- ◇ over €736,086 in purchases had been granted to 9 suppliers in the sheltered and protected sector. 92% of these services are covered by multi-year contracts;
- ◇ 198,632 hours of insertion were carried out on major work projects incorporating social inclusion clauses (RPDI overhaul, rehabilitation of 2B-2D terminals at Paris-Charles de Gaulle, connection of satellites at terminal 1 at Paris-Charles de Gaulle and the Paris-Orly SGP station project.

In addition, with a rating up significantly (+4 points) awarded during the extra-financial rating conducted by Ethifinance in 2018, the purchasing policy maintains Ethifinance’s Excellent level. The auditors highlighted the inclusion of CSR in the purchasing approach.

## 15.7 METHODOLOGICAL NOTE ON SOCIAL, SOCIETAL AND ENVIRONMENTAL REPORTING

Groupe ADP’s social, societal and environmental reporting is based on:

- ◇ the reporting system set forth in articles L. 225-102-1 and R. 225-104 to R. 225-105 of the French Commercial Code;
- ◇ the transparency principles of the Global Reporting Initiative (GRI 4), the international reference in terms of sustainable development reporting in line with the ISO 26000 standard on the social responsibility of organisations.

The 2019 corporate reporting period is based on a calendar year (1 January to 31 December 2019) to ensure consistency with French regulations and the corporate reporting of French companies.

The scope of the reporting is intended to be representative of the significant activities of the group.

### Social reporting

Since 2006, Aéroports de Paris’ corporate reporting is prepared according to the requirements of the French Commercial Code and is based on the number of employees registered and paid during the calendar year, expressed as full-time equivalents. The scope of the workforce covers Aéroports de Paris and the Group’s (controlled) companies and fully consolidated subsidiaries owned at 50% and more: ADP Ingénierie, ADP International of which AIG, Hub One, TAV Airports, SDA, Relay@ADP and Média Aéroports de Paris.

Some indicators and data relate only to part of the Group. The scope for each indicator is specified in the corporate indicators table in the Universal Registration Document. It is being extended to the entire Groupe ADP scope for all social indicators.

## Environmental reporting

Environmental and societal reporting is carried out on the scope of activities of Aéroports de Paris (grouping the airport platforms Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget) and subsidiaries for which:

- ◇ the participation is either greater than or equal to 50%, or a minority but the group has operational control;
- ◇ passenger traffic exceeds 8 million passengers per year.

In 2019, the subsidiaries thus integrated into the environmental reporting scope are: TAV Airports (grouping its 2 main platforms: Izmir Adnan Menderes and Ankara Esenboğa) and AIG (represented by the Amman Queen Alia platform).

The Istanbul Atatürk platform was removed from the scope of TAV Airports in 2019.

The other (controlled) group companies and subsidiaries wholly-owned or fully consolidated are not included in the environmental reporting scope in view of the insignificant impacts of their activities compared to Aéroports de Paris, TAV Airports and AIG.

The qualitative environmental and social responsibility activities of Aéroports de Paris' subsidiaries are included in the relevant sections of the 2019 Universal Registration Document.

The scope of Scope 3 CO<sub>2</sub> emissions covers external CO<sub>2</sub> emissions of the airports (the three Paris platforms, two TAV Airports platforms and one AIG platform) linked to planes, access for passengers and employees, business trips of all employees, ground handling vehicles (GSE), auxiliary power units (APUs) for planes, internal waste treatment and consumption in third party buildings as well as subsidiaries' emissions of which Aéroports de Paris does not have operational control.

The process of integrating the group's international scope is reflected in the consolidation of the environmental data of the subsidiaries of TAV Ankara, TAV Izmir, AIG and the Parisian platforms. This led to a complete overhaul of environmental indicators and their reporting protocol, applicable to France scope indicators to international consolidated indicators. This new methodology, implemented in 2019, explains the absence of consolidated data for 2018 in the table of environmental indicators for this year.

## Relevance and choice of indicators, change in scope

The indicators published by Aéroports de Paris are intended to report, with complete transparency, the Group's annual results with respect to corporate social responsibility, and if applicable, stakeholder expectations. The indicators are chosen based on the social, societal and environmental impact of Group company's activity and the risks associated with the Company's strategic challenges.

The data selected are based on a common set of criteria:

- ◇ Aéroports de Paris's commitments and corporate social responsibility policy;
- ◇ regulatory obligations set by the French government;
- ◇ the Group's performance and impact in relation to key challenges.

The social indicators published by Aéroports de Paris are based on three levels of indicators:

- ◇ the themes of article L. 225-102-1 of the French Commercial Code;

- ◇ the social reporting indicators set forth in French law;
- ◇ the specific indicators of the Group's human resources policy.

The complementary nature of these three levels of indicators makes it possible to measure the results of the human resources policy and the Group's commitments in social matters.

The environmental indicators are consistent with the themes of article R. 225-102-1 of the French Commercial Code and include:

- ◇ environmental and energy policy;
- ◇ fight against climate change;
- ◇ air quality;
- ◇ waste management and the circular economy;
- ◇ water and soil management;
- ◇ limiting noise and light pollution;
- ◇ protection of biodiversity;
- ◇ land development and sustainable construction.

The choice of environmental indicators was made using a relevant approach that facilitates understanding of the Group's real challenges (thanks to the materiality study conducted in 2017) and comparison with companies in the same industry. This choice also takes into account the availability of data at the time of writing of the Universal Registration Document. These challenges are described in detail in the Societal Responsibility Report.

15

## Exclusions, methodological limitations and specificities

Given its business model, Aéroports de Paris does not take part in any particular initiative in the fight against food insecurity, respect for animal welfare and responsible, fair and sustainable food.

The methodologies used for certain corporate and environmental indicators may have limitations due to:

- ◇ differences in available professional skills between Aéroports de Paris and its subsidiaries;
- ◇ specific provisions of social laws in certain countries;
- ◇ changes in scope of activity from one year to another;
- ◇ the difficulty of retrieving information in the event of subcontracting to, and/or joint ventures with, external partners;
- ◇ procedures for collecting and entering such information;
- ◇ availability of data during the reporting year.

The 2019 Universal Registration Document lists data known by the Group at the date of document filing. However, these data may need to be corrected over the next year if a significant anomaly is found and backed up by detailed supporting evidence.

For waste indicators:

- ◇ non-hazardous waste includes all the waste generated on the platforms by the activities of ADP and its stakeholders and which is managed under the responsibility of ADP via its service providers in charge of waste management;



- ◇ green waste, site waste as well as sanitation waste (road sludge, STEP sludge, waste from hydrocarbon separators) are excluded from the non-hazardous waste and hazardous waste indicators;
- ◇ the percentage of waste recovered covers the share of waste subject to reuse or material recovery (recycling and or methanization). The percentage of waste incinerated covers the share of waste subject to energy recovery.

For social indicators:

- ◇ the average workforce is calculated as full-time equivalents on the basis of staff registered as permanent, fixed-term and specific job contracts (contracts for professionalisation, apprenticeship, employment support and future jobs), excluding the Chairman and CEO; for TAV, the average workforce is reported in number of people (and not in full-time equivalents);
- ◇ the managed workforce includes the current workforce and suspended contracts as of 31 December; the same applies to the full-time / part-time breakdown;
- ◇ the feminisation rate is calculated on the permanent and temporary staff managed as at 31 December; the same applies to the full-time / part-time breakdown;
- ◇ employees whose contracts terminated on 31 December are accounted for in the workforce as at 31 December 2019, as well as in the leavers during the year;
- ◇ the number of training hours is calculated for permanent and fixed-term employees. The average number of hours of training per employee is calculated by dividing the total number of training hours by the average workforce in number of people (and not in full-time equivalents);
- ◇ the proportion of employees trained is calculated by dividing the number of employees trained (counted only once) by the average headcount (in number of people).

## Consolidation and internal control

Each entity is responsible for the data it provides, as is the division responsible for the consolidation of the indicator published:

- ◇ social data are collected by the Human Resources Division. For Aéroports de Paris, the main source is Human Resources IT system, fed by the SAP-HR management application. The other systems used are SAP-FI - company financial statements and consolidated financial statements and specific workplace safety applications. The subsidiaries each have their own HR information systems. The data are integrated directly for each of the companies making up the group, without intermediate consolidation, via the financial consolidation tool. The data are audited and verified by the Group Human Resources Division;
- ◇ environmental data are collected, audited, consolidated and verified for each airport division by the environmental officer and then consolidated by the Environment and Sustainable Development Division.

During consolidation, consistency checks are performed on the data. Comparisons with results from previous years are made. Differences considered significant are subject to analysis and further processing.

The most sensitive and most relevant data are controlled internally and monitored by the Executive Committee should any decisions need to be made.

Any deviation from these methods is explained in the reporting protocol and during the reporting exercise.

## External controls

The verification of the completeness and fair presentation of social and environmental information published in the 2019 Aéroports de Paris Extra-financial Performance Statement pursuant to article L. 225-102-1 paragraph 7 of the French Commercial Code was performed by Deloitte.

Indicators such as CO<sub>2</sub> emissions from energy production plants are audited annually by external parties

## 15.8 CORRELATION OF THE EXTRA-FINANCIAL PERFORMANCE STATEMENT AND THE ARTICLES L. 225-102/R. 225-105 OF THE FRENCH COMMERCIAL CODE WHICH REGULATE THE CONTENT OF THE UNIVERSAL REGISTRATION DOCUMENT IN TERMS OF CSR

Themes	Paragraphs correlated
Business model	Chap. 5.1
Description of the main risks in terms of how the Company handles the social and environmental consequences of its activities, as well as the effect of its activities in terms of human rights respect and fight against corruption and tax evasion	Chap. 15.1
Presentation of the policy, objectives and results related to:	
Effects of the Company's activities on respect for human rights	Chap. 15.2 and 15.6
Effect of the Company's activities in terms of the fight against corruption	Chap. 15.6
Effect of the Company's activities in terms of the fight against tax evasion	Chap. 15.5
Social consequences of the Company's activities	Chap. 15.2, 15.3 and 15.6
Environmental consequences of the Company's activities	Chap. 15.4 and 15.5
Collective agreements signed within the Company and their impacts on the economic performance of the Company and on the employees' conditions of work	Chap. 15.2
Actions undertook to fight against discrimination and to promote diversity	Chap. 15.2
Measures taken for disabled workers	Chap. 15.2 and 15.6
Consequences on climate change of the Company's activity and the use of goods and services that the Company provides and social commitments in terms of sustainable development, of sustainable development, of circular economy, of food waste.	Chap. 15.4
Social commitments in terms of combating food insecurity, in terms of respect of animal wellbeing and in favour of a responsible, fair and sustainable food	Identified as not relevant.

15

## 15.9 REPORT BY ONE OF THE STATUTORY AUDITORS, DESIGNATED INDEPENDENT THIRD PARTY, ON THE CONSOLIDATED STATEMENT OF NON-FINANCIAL PERFORMANCE

Year ended 31 December 2019

To the Shareholders,

In our capacity as Statutory Auditor of Aéroports de Paris, appointed as independent third party and accredited by COFRAC under number 3-1048 (scope of accreditation available at [www.cofrac.fr](http://www.cofrac.fr)), we hereby report to you on the consolidated non-financial performance statement for the year ended December 31, 2019 (hereinafter the "Statement"), presented in the Group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

### Company's responsibility

The Board of Directors is responsible for preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented with respect to these risks as well as the results of these policies, including key performance indicators. The Statement was prepared by applying the company's procedures (hereinafter the "Guidelines"), summarised in the Statement and available on request from its headquarters.

### Independence and quality control

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and the French Code of Ethics for Statutory Auditors (Code de déontologie). In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with the ethical requirements, French professional standards and applicable legal and regulatory requirements.

### Responsibility of the statutory auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- ◆ the compliance of the Statement with Article R. 225-105 of the French Commercial Code;
- ◆ the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information".

However, it is not our responsibility to express an opinion on the entity's compliance with other applicable laws and regulations, particularly with regard to due diligence, the fight against corruption and taxation, or on the compliance of products and services with applicable regulations.

### Nature and scope of procedures

We performed our work in accordance with Articles A. 225-1 et seq. of the French Commercial Code defining the conditions under which the independent third party performs its engagement and the professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement and with ISAE 3000 (Assurance engagements other than audits or reviews of historical financial information).

We conducted procedures in order to assess the Statement's compliance with regulatory provisions, and the fairness of the Information:

- ◆ We familiarised ourselves with the Group's business activity, the report on the main risks;
- ◆ We assessed the suitability of the Guidelines in terms of their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector;
- ◆ We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, the respect for human rights and the fight against corruption and tax evasion;
- ◆ we have verified that the Statement presents the information provided for in section II of Article R. 225-105 when it is relevant with regard to the main risks and includes, where appropriate, an explanation of the reasons justifying the absence of the information required by paragraph 2 of section III of Article L. 225-102-1;
- ◆ We verified that the Statement presents the business model and a description of the main risks relating to the Group's business activity, including, where relevant and proportionate, the risks generated by its business relations, products or services as well as policies, measures and outcomes, including key performance indicators;
- ◆ We consulted documentary sources and conducted interviews in order to:
  - ◆ assess the process for selecting and validating the main risks as well as the consistency of the results, including the key performance indicators retained, with regard to the main risks and policies presented, and
  - ◆ corroborate the qualitative information (actions and results) that we considered the most important<sup>1</sup>. For those relating to the risk of corruption and other selected qualitative information, our work was carried out at the level of the consolidating entity;

<sup>1</sup> Economic and social cooperation programme in Ile-de-France, 2018 CO<sub>2</sub> emissions report (scopes 1-2-3) and measures to combat climate change. Change in the organisation of human resources linked to the Group's international development. Deployment of the ethics and compliance program.

- ◇ We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement;
- ◇ We have read the internal control and risk management procedures put in place by the entity and have assessed the collection process put in place by the entity in regards to the completeness and fairness of the Information;
- ◇ For the key performance indicators and other quantitative outcomes<sup>1</sup> we carried out that in our judgment were of most significance:
  - ◆ analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes;
  - ◆ substantive tests, on a sampling basis, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. This work was carried out with a selection of contributing entities<sup>2</sup> and cover between 23% and 44% of the consolidated data for the key performance indicators and results selected for these tests;
- ◇ We assessed the overall consistency of the Statement in relation to our knowledge of the Group.

We believe that the procedures we have performed, based on our professional judgment, are sufficient to provide a basis for a limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

## Means and resources

Our work engaged the skills of six people between November 2019 and February 2020.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around ten interviews with people responsible for preparing the Statement.

## Conclusion

The social indicators (other than the average staff number), the frequency rate and the severity rate of work accidents do not cover TAV Airports (representing 61% of Groupe ADP's average staff number). The reporting system for these other indicators still needs to be made more reliable within the scope of TAV Airports. The two health and safety indicators (frequency rate and severity rate) published on the scope of TAV Airports were established late and therefore could not be verified by us.

Based on our work, except for the matter described above, nothing has come to our attention that cause us to believe that the non-financial statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

## Comments

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comments:

- ◇ certain policies associated with the main identified risks still need to be strengthened by integrating all of the Group's activities, in France and abroad (scope limited to Aéroports de Paris for certain policies in 2019);
- ◇ as indicated in the methodological note of the Statement, the reporting scope of certain social indicators is limited to Aéroports de Paris, ADP International, ADP Engineering, Média Aéroports de Paris, Relay@ADP, covering 28% of Groupe ADP's average staff numbers.

15

Paris-La Défense, 3 March 2020

One of the statutory auditors,

DELOITTE & ASSOCIÉS

Olivier BROISSAND

<sup>1</sup> Social indicators: Average staff number, Appointments, Departures, Percentage of trained employees, Absence rate, Frequency rate and Severity rate of workplace accidents.

Environmental indicators: Total energy consumption, Energy production from renewable sources, CO<sub>2</sub> emissions scopes 1 and 2, Total water withdrawals, Material recovery rate of non-hazardous waste, Share of renewable energy in internal final energy consumption, Gain in energy efficiency compared to 2015 (reference year) in primary energy consumed per m<sup>2</sup>.

<sup>2</sup> For social indicators: AIG, TAV Airports (only the average staff numbers of the three entities TAV Security, BTA and Havas). For environmental indicators: Amman Queen Alia airport, Ankara Esenboğa airport, Paris-Orly airport.

## MAIN SHAREHOLDERS

<b>16.1</b>	<b>SHAREHOLDING OF THE COMPANY <sup>[RFA]</sup></b>	<b>180</b>	<b>16.3</b>	<b>SHAREHOLDER AGREEMENT</b>	<b>182</b>
				Alliance with Schiphol Group	182
<b>16.2</b>	<b>CHANGE IN THE CONTROL OF THE COMPANY <sup>[RFA]</sup></b>	<b>182</b>			
	Staff shareholder structure	182			
	Double voting rights	182			

### 16.1 SHAREHOLDING OF THE COMPANY <sup>[RFA]</sup>

In accordance with article L. 6323-1 of the French Transport Code, the French government must hold the majority of the capital. At 31 December 2019, the French government held 50.6% of the company's capital and voting rights. The PACTE law, promulgated on May 23 2019 and published in the French Official Journal on the same day, has provisions that authorizes the State to hold less 50% of the capital and the voting rights of the company.

Aéroports de Paris identified its shareholders by carrying out an Identifiable Bearer Shares inquiry as of 31 December 2019 on the basis of the following thresholds: intermediaries holding a minimum of 20,000 shares, shareholders holding a minimum of 50 shares. By adding these shareholders to the registered list, 96.7% of the capital was identified. 339 institutional investors were identified in this way.





Distribution of capital as percentage of the capital and voting rights:

Shareholders	As of 31/12/2019			As of 31/12/2018		
	% of capital	% of voting (including double voting rights) <sup>1</sup>	Number of shares	% of capital	% of voting (including double voting rights)	Number of shares
French government authorities	50.6%	58.4%	50,106,687	50.6%	58.4%	50,106,687
Schiphol Group	8.0%	9.2%	7,916,848	8.0%	9.2%	7,916,848
Vinci group subsidiary	8.0%	9.2%	7,916,848	8.0%	9.2%	7,916,848
Predica/ Crédit Agricole Assurances	5.1%	5.8%	5,052,591	5.1%	5.8%	5,052,591
French institutional investors	5.3%	3.0%	5,228,199	6.1%	3.5%	6,076,560
Non-resident institutional investors	16.7%	9.6%	16,501,905	15.8%	8.9%	15,346,441
French individuals and unidentified shareholders	4.6%	2.8%	4,583,135	4.3%	3.0%	4,922,295
Employees <sup>2</sup>	1.7%	1.9%	1,654,389	1.6%	1.9%	1,622,332
Treasury shares <sup>3</sup>	0.0%	0.0%	0	0.0%	0.0%	0
<b>TOTAL</b>	<b>100.0%</b>	<b>100.0%</b>	<b>98,960,602</b>	<b>100.0%</b>	<b>100.0%</b>	<b>98,960,602</b>

<sup>1</sup> Includes shares held by employees and former employees of Aéroports de Paris and its subsidiaries through the mutual fund of the Plan d'Épargne Groupe (Group savings scheme), FCPE ADP Actionnariat Salarié of Aéroports de Paris.

<sup>2</sup> As part of the share buyback programme. These shares have no voting rights.

<sup>3</sup> Pursuant to article L. 225-123 of the French Commercial Code, certain shareholders will automatically be entitled to double voting rights as of 3 April 2016.

## 16.2 CHANGE IN THE CONTROL OF THE COMPANY

To the best of the Company's knowledge, there is currently no agreement, the implementation of which could later result in a change of control of the Company.

The legal shareholder thresholds that have been breached and of which the Company has been informed since the IPO in June 2006 are as follows:

- ◇ undershooting by the French government authorities of the legal threshold of two-thirds of the Company's share capital and the voting rights therein on 1 December 2008. The State had a 60.4% holding following this event;
- ◇ overshooting by NV Luchthaven Schiphol (the Schiphol Group) of the legal threshold of 5% of the Company's capital and voting rights therein on 1 December 2008. NV Luchthaven Schiphol (the Schiphol Group) had an 8% holding following this event;
- ◇ overshooting by *Caisse des dépôts et consignations*, via the intermediary of the French limited company Fonds Stratégique d'Investissement (FSI) of the legal threshold of 5% of the Company's capital on 15 July 2009. The *Caisse des dépôts et consignations* had a direct and indirect holding of 8.63% following this event;
- ◇ overshooting by the French government authorities and the Fond Stratégique d'Investissement (FSI), acting jointly, of the legal thresholds of 5%, 10%, 15%, 20%, 25%, 33.3% and 50% of the Company's share capital and voting rights therein on 25 November 2009. The government authorities and the FSI had a 60.13% holding following these events;
- ◇ undershooting by the FSI, controlled by *Caisse des dépôts et consignations*, of the legal threshold of 5% of the Company's capital and voting rights on 5 July 2013. The FSI no longer had any holding and the *Caisse des dépôts et consignations* held 0.7% of the Company's share capital and voting rights following the event;
- ◇ overshooting by SOC 15, a company controlled by Vinci, of the legal threshold of 5% of the Company's share capital and voting rights on 5 July 2013. SOC 15 held 8.0% of the Company's share capital and voting rights following this event;
- ◇ overshooting by Crédit Agricole SA, via the intermediary of the French limited company Predica, of the legal threshold of 5% of the Company's voting rights on 4 April 2016. Predica held 4.81% of the Company's share capital and 5.55% of its voting rights following this event;
- ◇ overshooting by Crédit Agricole SA, via the intermediary of the companies it controls, of the legal threshold of 5% of the Company's share capital on 3 August 2016. It held 5.04% of the Company's share capital and 5.63% of its voting rights following this event;
- ◇ overshooting by Predica of the legal threshold of 5% of the Company's share capital on 5 August 2016. It held 5.01% of the Company's share capital and 5.62% of the voting rights following this event. Crédit Agricole SA's holding, via the intermediary of companies it controls, is therefore 5.14% of the share capital.

### Staff shareholder structure

A company investment fund (FCPE), FCPE Aéroports, was created for the purposes of holding and managing shares acquired by rights-holders linked to companies included within the Group Savings Plan (PEG). The Fund's Supervisory Board comprises four employee shareholders representing the employee shareholders enrolled in the Plan, and four representatives of Aéroports de Paris and the company's party to the Group Savings Scheme. Employee-shareholder representatives are elected by employee shareholders, and the Supervisory Board includes at least one shareholder from each segment. In particular, the Supervisory Board exercises the voting rights attached to the shares contained within the fund, and in connection with this appoint one or more authorised representatives to represent the fund at General Meetings of Shareholders of the Company.

### Double voting rights

Pursuant to article L. 225-123 of the French Commercial Code, certain shareholders have been automatically entitled to double voting rights since 3 April 2016<sup>1</sup>.

## 16.3 SHAREHOLDER AGREEMENT

### Alliance with Schiphol Group

As part of the implementation of an industrial cooperation agreement ("the Cooperation Agreement") signed between Aéroports de Paris and the Schiphol Group on 14 November 2008 for a duration of 12 years starting from 1 December 2008, and making provision for cross-acquisitions between Aéroports de Paris and the Schiphol Group<sup>2</sup>, two agreements have been signed:

- ◇ a shareholder agreement concerning Aéroports de Paris, signed by the French government authorities and the Schiphol Group, in the presence of Aéroports de Paris;
- ◇ an exit agreement ("the Exit Agreement") signed by Aéroports de Paris and the Schiphol Group.

The terms of these agreements with regard to the transfer or acquisition of Aéroports de Paris shares are as follows.

### Inalienability of the shares ("lock up")

Schiphol Group undertakes not to transfer ownership of the shares that it holds in Aéroports de Paris for the entire duration of the cooperation agreement except in certain limited cases; the duration of the inalienability may not, excluding exceptional cases, be less than two years.

### Aéroports de Paris' right of first offer/ pre-emptive rights of the French government authorities and Aéroports de Paris

Following termination of the cooperation agreement, Aéroports de Paris has a right of first offer for a limited period of time from the termination of the cooperation agreement, enabling it to make an offer to Schiphol Group

<sup>1</sup> See also section 19.2 "Provisions of the Articles of Association" of this Universal Registration Document.

<sup>2</sup> See also the paragraph "Partnership with Royal Schiphol Group" in section 5.4 "Description of activities by segment".



for the stock it holds in Aéroports de Paris or to designate a third party to make an offer for the Aéroports de Paris stock. If Aéroports de Paris fails to exercise its right of first offer, or if the Schiphol Group fails to accept its acquisition offer, the Schiphol Group will have the right to alienate its Aéroports de Paris shares, either on the market or to one or more identified persons, it being specified that the French government authorities and Aéroports de Paris will then have a right of pre-emption. The State's right of pre-emption must be exercised within a period set by the parties, and takes precedence over the right of pre-emption held by Aéroports de Paris.

## Veto rights of the French government authorities and Aéroports de Paris

In the case of a planned transfer to identified persons of Aéroports de Paris shares held by Schiphol Group, the French government authorities and Aéroports de Paris have a right of veto to oppose this transfer, which may be exercised once per planned transfer and within a timeframe agreed between the parties.

## Commitment to maintain holdings (“standstill”)

Schiphol Group and its affiliates must obtain approval from the French government authorities before increasing their stake in Aéroports de Paris, and cannot act in concert with one or more third parties except under certain circumstances to prevent the dilution of Schiphol Group's stake in Aéroports de Paris.

## Squeeze-out rights of the French government authorities

The Government authorities have squeeze-out rights on Aéroports de Paris shares held by Schiphol Group, which may be exercised, within a timeframe agreed between the parties, in the case of transfer by the Government authorities of Aéroports de Paris shares leading to the third-party purchaser having to launch a public offer or a stock price guarantee for all of the Aéroports de Paris shares. The purchase price for Aéroports de Paris shares held by the Schiphol Group will be the price per share paid by the third-party purchaser to the State, or the public offer price, or the share-price guarantee, if this is higher. If all or part of the compensation paid by the third-party purchaser is not in cash, this compensation will be assessed at its market value and, in the case of disagreement between the Schiphol Group and the State, an assessment procedure will be implemented to determine this market value in line with the mechanism provided for within the shareholder agreement.

## Termination of Agreements

The Shareholders' Agreement is part of the Cooperation Agreement and is valid for the same term of 12 years, which may be extended. The Shareholders' Agreement will be terminated if the Cooperation Agreement is terminated pursuant to one of the termination conditions listed below, after the provisions governing the sale of the Schiphol Group's shares in Aéroports de Paris have been implemented. Thus, in the event that one of the following “causes for termination” occurs, Aéroports de Paris and/or the Schiphol Group can implement the terms of the Exit Agreement:

- ◇ there is a change in control of either the Schiphol Group or Aéroports de Paris;
- ◇ the Schiphol Group is admitted to trading on a regulated market;

- ◇ the Schiphol Group or Aéroports de Paris loses its right to operate certain airports;
- ◇ a significant failure on the part of the Schiphol Group or Aéroports de Paris to meet its obligations under the Shareholders' Agreements;
- ◇ the Schiphol Group or Aéroports de Paris is placed into liquidation, bankruptcy, or administration (or an analogous procedure);
- ◇ the Schiphol Group or Aéroports de Paris is in significant breach of the Cooperation Agreement;
- ◇ there is an irreconcilable difference of opinion and/or permanent stalemate between Schiphol Group and Aéroports de Paris;
- ◇ the French government exercises its right of forced exit as stipulated in the Shareholders' Agreement;
- ◇ Aéroports de Paris sells its stake in the Schiphol Group through a joint or forced sale, as stipulated in the Schiphol Group Shareholders' Agreement;
- ◇ the Schiphol Group becomes excessively diluted; or
- ◇ the conclusion, either by Aéroports de Paris or by the Schiphol Group, of an industrial cooperation agreement with a European airport company that has substantially the same objectives as those described within the Cooperation Agreement, and which raises significant doubts about the achievement of the objectives contained within this Cooperation Agreement.

## Exit terms and conditions

Mutual withdrawals from the capital of Aéroports de Paris and Schiphol Group will take place in a reciprocal manner over a maximum timeframe of 18 months following the occurrence of one of the causes for withdrawal described above. The Schiphol Group will transfer the ADP shares that it holds first, and will keep the proceeds from this transfer, if Aéroports de Paris and Schiphol Group consider this appropriate, in an escrow account, guaranteeing payment of the transfer price for the Schiphol Group shares held by Aéroports de Paris. Finally, in the event of a failure to transfer the Aéroports de Paris shares held by the Schiphol Group at the end of the 18-month period (which may in certain cases be extended to 24 months), Aéroports de Paris may exercise, with a right of substitution, a purchase option for its own shares held by the Schiphol Group under the contractual conditions agreed between the parties (the formula for calculating the price will be based on the average stock-exchange price).

## No joint action between the Government authorities and Schiphol Group

The French government authorities and Schiphol Group have indicated that they do not act and do not intend to act jointly with regard to Aéroports de Paris.

As part of the implementation of an industrial cooperation agreement (“the Cooperation Agreement”) signed between Aéroports de Paris and the Schiphol Group on 14 November 2008 for a duration of 12 years starting from 1 December 2008, and making provision for cross-acquisitions between Aéroports de Paris and the Schiphol Group, two agreements have been signed: a shareholders agreement regarding Aéroports de Paris, signed by the French State and the Schiphol Group in the presence of Aéroports de Paris and an exit agreement between Aéroports de Paris and the Schiphol Group.



17

## OPERATIONS WITH RELATED PARTIES

17.1 RELATIONS WITH GOVERNMENT  
AUTHORITIES AND ADMINISTRATIVE  
AUTHORITIES

184

17.2 OPERATIONS WITH RELATED PARTIES 185

### 17.1 RELATIONS WITH GOVERNMENT AUTHORITIES AND ADMINISTRATIVE AUTHORITIES

The public authorities supervise the activities of Aéroports de Paris by virtue of its state-owned status and its business, in particular its public service activities. This last feature of the relations existing between Aéroports de Paris and the administrative authorities is described in Chapter 5, "Legal and regulatory environment".

#### Economic and financial supervision

Article 3 of Decree No. 53-707 of 9 August 1953, as amended, regarding the government's control over national corporations and certain corporate bodies with an economic and social purpose specifies the terms and conditions for government control over the components of corporate officers' compensation; the other provisions of this Decree do not apply to Aéroports de Paris.

Equally, Decree No. 55-733 of 26 May 1955 amended, relative to economic and financial control of the government authorities, applies to the Company.

#### French Court of Auditors (*Cour des comptes*)

In addition to the control exercised by the two Statutory Auditors, the Company's financial statements and management report and, where

relevant, those of its direct majority subsidiaries, fall within the control of the Court of Auditors, in accordance with articles L. 133-1 and L. 133-2 of the French Code of Financial Jurisdiction. Therefore, after inspecting the accounts, the Court of Auditors may also request all the documents required to complete its audit mission and to hear any person that it may choose.

#### General Inspectorate of Finance (*Inspection Générale des Finances*)

The decree-law of 30 October 1935 organising the Government authorities' control of companies, trade unions and associations or corporations of all kinds that have had recourse to Government authority financial support, enables the Minister responsible for the Economy to subject Aéroports de Paris to inspections by the general inspectorate of Finance.

#### French General Council for the Environment and Sustainable Development

Pursuant to Decree No. 2008-679 of 9 July 2008 on the General Council for the Environment and Sustainable Development, the Council may conduct the studies and investigations required by the Minister responsible for Public Works.



## 17.2 OPERATIONS WITH RELATED PARTIES

Aéroports de Paris has entered into the following agreements:

- ◆ on 31 August 2015, Aéroports de Paris signed a new Economic Regulation Agreement with the French government for the 2016-2020 period (see the paragraph in Chapter 6, "Fees");
- ◆ an agreement signed on 30 March 2006 between the government authorities and Aéroports de Paris setting forth the terms and conditions of retrocession by Aéroports de Paris to the government authorities of a portion of the real estate capital gain in the event of a closure to public air traffic of all or part of an airfield operated by Aéroports de Paris (see the paragraph in Chapter 8 entitled "Real estate property and facilities");
- ◆ four financial agreements with the government authorities were drawn up in 2006 pursuant to article 2 of the law of 20 April 2005, setting the amounts and terms of payment of sums owed by the government authorities in consideration for the retrocession of properties necessary to its public service missions (see the paragraph in Chapter 8 entitled "Real estate property and facilities").

Two agreements were also signed between Aéroports de Paris and the French government regarding the organisation of fire and rescue emergency services: the first agreement, regarding Paris-Charles de Gaulle airport, was signed in October 2009, and the second agreement, regarding Paris-Orly airport, was signed in February 2012. Furthermore, Aéroports de Paris and the relevant government authorities (notably the French Civil Aviation Authority and the Regional Health Agency) have resumed discussions in order to determine the conditions under which emergency medical assistance should be provided at both airports.

Aéroports de Paris is in partnership with the French government and Réseau Ferré de France, in a consultancy firm, CDG Express Études, which aims to conduct, or appoint third parties to conduct, all the required research studies with a view to creating a direct rail link between Paris and Paris-Charles de Gaulle airport and to take all necessary steps with French and European authorities to ensure the viability of the CDG Express link.

This company's activity will end during 2019 given the completion of its missions and the content of Ruling no. 2016-157 of 18 February 2016 on the development of rail infrastructure between Paris and Paris-Charles de Gaulle airport.

Pursuant to this ruling, GI CDG Express, owned by Aéroports de Paris, SNCF Réseau and the *Caisse des dépôts et consignations* was constituted on 10 October 2018.

On 11 February 2019, the French State granted a concession to this company for the design, financing, development or construction, operation and maintenance, including the maintenance and renovation, of a rail infrastructure destined for the operation of a public transport service between Paris and Paris-Charles de Gaulle airport for a term of 50 years.

For information on related parties, see Note 14 to the consolidated financial statements presented in Chapter 18.

Related-party agreements and commitments, and the Statutory Auditors' special report on regulated agreements and commitments for the 2019, 2018 and 2017 financial years are presented in Appendix 1 of this Universal Registration Document, and of the 2018 and 2017 Registration Documents.





18

# FINANCIAL INFORMATION ON THE ASSETS, FINANCIAL POSITION AND CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2019 <sup>RFA</sup>

<b>18.1 GROUPE ADP CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2019</b>	<b>187</b>	<b>18.4 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS</b>	<b>303</b>
Key figures	187	<b>18.5 PRO FORMA FINANCIAL DATA</b>	<b>306</b>
Glossary	188	<b>18.6 INTERIM FINANCIAL DATA</b>	<b>306</b>
Consolidated Income Statement	189	<b>18.7 DIVIDEND DISTRIBUTION POLICY</b>	<b>306</b>
Consolidated Statement of Comprehensive Income	190	Amount of dividends distributed during the course of the last three financial years:	306
Consolidated Statement of Financial Position	191	Dividend distribution policy	306
Consolidated Statement of Cash flows	192	Statute of limitation	306
Consolidated Statement of Changes in Equity	193	<b>18.8 LEGAL AND ARBITRATION PROCEEDINGS</b>	<b>306</b>
Notes to the consolidated financial statements	194	JSC Investissements	306
<b>18.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS</b>	<b>268</b>	Registered office	307
<b>18.3 COMPANY FINANCIAL STATEMENTS AND NOTES OF AÉROPORTS DE PARIS SA AT 31 DECEMBER 2019</b>	<b>272</b>	<b>18.9 MATERIAL CHANGE IN THE FINANCIAL OR COMMERCIAL POSITION SINCE 31 DECEMBER 2019</b>	<b>307</b>

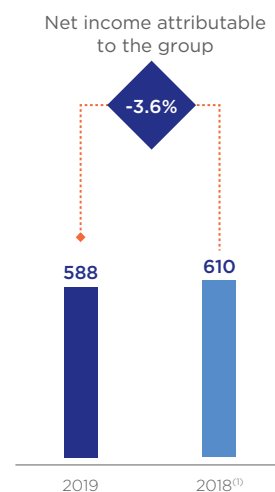
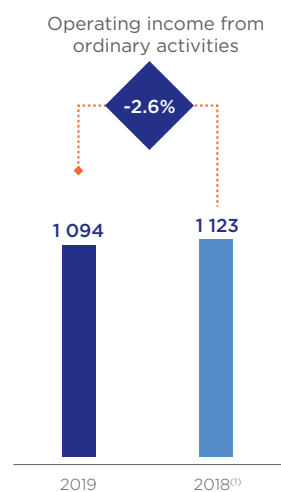
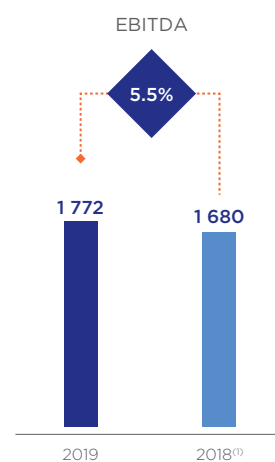
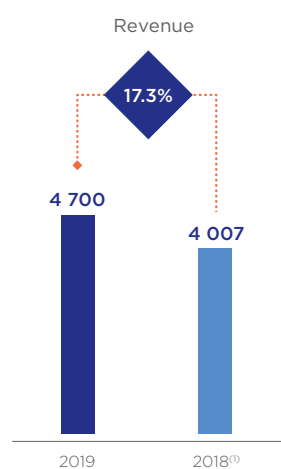


## 18.1 GROUPE ADP CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2019

### Key figures

(in millions of euros)	Notes	2019	2018 <sup>1</sup>
<b>Revenue</b>	4	<b>4,700</b>	<b>4,007</b>
<b>EBITDA</b>		<b>1,772</b>	<b>1,680</b>
<i>EBITDA/Revenue</i>		37.7%	41.9%
<b>Operating income from ordinary activities</b>		<b>1,094</b>	<b>1,123</b>
<b>Operating income</b>		<b>1,081</b>	<b>1,121</b>
<b>Net income attributable to the Group</b>		<b>588</b>	<b>610</b>
<b>Operating cash flow before change in working capital and tax</b>		<b>1,647</b>	<b>1,576</b>
<b>Purchase of property, plant, equipment and intangible assets</b>	13	<b>(1,203)</b>	<b>(1,077)</b>
<b>Equity</b>	7	<b>6,007</b>	<b>5,801</b>
<b>Net financial debt</b>	9	<b>5,254</b>	<b>4,942</b>
<i>Gearing</i>		87%	85%

<sup>1</sup> Restated figures as described in notes 1.4, 2.2 & 12.



(1) Restated figures as described in notes 1.4, 2.2 & 12.

## Glossary

- ◆ **Revenue** refers to revenues from the ordinary activities of selling goods and services and leasing activities as a lessor. It also includes financial revenue linked to operational activity.
- ◆ **EBITDA** is an accounting measure of the operating performance of fully consolidated Group subsidiaries. It is comprised of revenue and other ordinary income less purchases and current operating expenses excluding depreciation and impairment of property, plant and equipment and intangible assets.
- ◆ **Operating income from ordinary activities** is intended to present the Group's recurring operational performance excluding the impact of non-current operations and events during the period. It is composed of EBITDA, depreciation and impairment of tangible and intangible assets, the share of profit or loss in associates and joint, and gain or loss from disposal of assets from real estate sector.
- ◆ **The share of profit or loss in associates and joint ventures** concerns the share of profit or loss from investments in associates and joint ventures over which the Group exercises significant influence or joint control.
- ◆ **Operating income** is the addition of Operating income from ordinary activities and other operating income and expenses, as they are non-recurring and significant in terms of consolidated performance. This may involve the disposal of assets or activities, costs incurred related to a business combination, restructuring costs or costs related to a one-off operation.
- ◆ **Net result from discontinued activities**, in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", Groupe ADP disclose a single amount in the statement of comprehensive income on the line net income from discontinued operations, all components that have been disposed by the Group (shutdown of operations) or which are classified as held for sale.
- ◆ **Operating cash flow before change in working capital and tax** refers to all the internal resources generated by the company in its operating activities that enable its funding. It includes operating income and expenses that have an effect on cash. This can be found in the consolidated statement of cash flows.
- ◆ **Purchase of property, plant, equipment** corresponds to the acquisition or construction of tangible assets that the Group expects to be used over more than one year and that are recognized only if it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.
- ◆ **Purchase of intangible assets** corresponds to the acquisition of identifiable non-monetary assets without physical substance, controlled by the entity and which future economic benefits are expected.
- ◆ **Gross financial debt** as defined by Groupe ADP includes long-term and short-term borrowings and debts (including accrued interests and hedge of the fair value of liabilities related to these debts), debts related to the minority put option (presented in other non-current liabilities).
- ◆ **Net financial debt** as defined by Groupe ADP refers to gross financial debt less receivables and current accounts from associates, hedge of the fair value of assets, cash and cash equivalents and restricted bank balances.
- ◆ **Gearing** is the ratio corresponding to: Net financial debt / Shareholders' Equity (including non-controlling interests).
- ◆ **Minority interests** are non-controlling interests. As part of shareholders' equity in the consolidated result, they are presented separately from shareholders' equity – Group share (shareholders' equity of the parent company).
- ◆ **Non-current assets** defined as opposed to **current assets** (these assets intended to be consumed, sold or realized during the financial year, being held to be sold within twelve months or considered as cash) comprise all assets held over a long period, including tangible, intangible and financial assets and all other non-current assets.
- ◆ **Non-current liabilities** defined as opposed to **current liabilities** include any liability that will not be settled within a normal operating cycle and within twelve months.



## Consolidated Income Statement

<i>(in millions of euros)</i>	Notes	2019	2018 <sup>1</sup>
<b>Revenue</b>	<b>4</b>	<b>4,700</b>	<b>4,007</b>
Other operating income	4	80	57
Consumables	4	(520)	(195)
Employee benefit costs	5	(930)	(861)
Other operating expenses	4	(1,535)	(1,382)
Net allowances to provisions and Impairment of receivables	4 & 8	(23)	54
<b>EBITDA</b>		<b>1,772</b>	<b>1,680</b>
<i>EBITDA/Revenue</i>		37,7%	41,9%
Amortisation and impairment of tangible and intangible assets	6	(768)	(638)
Share of profit or loss in associates and joint ventures	4	90	81
<b>OPERATING INCOME FROM ORDINARY ACTIVITIES</b>		<b>1,094</b>	<b>1,123</b>
Other operating income and expenses	10	(13)	(2)
<b>OPERATING INCOME</b>		<b>1,081</b>	<b>1,121</b>
Financial income		99	71
Financial expenses		(305)	(303)
<b>FINANCIAL INCOME</b>	9	<b>(206)</b>	<b>(232)</b>
<b>INCOME BEFORE TAX</b>		<b>875</b>	<b>889</b>
Income tax expense	11	(293)	(297)
<b>NET RESULTS FROM CONTINUING ACTIVITIES</b>		<b>582</b>	<b>592</b>
Net results from discontinued activities	12	55	103
<b>NET INCOME</b>		<b>637</b>	<b>695</b>
<b>NET INCOME ATTRIBUTABLE TO THE GROUP</b>		<b>588</b>	<b>610</b>
Net income attributable to non-controlling interests		49	85
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY</b>			
Basic earnings per share <i>(in €)</i>	7	5.95	6.16
Diluted earnings per share <i>(in €)</i>	7	5.95	6.16
<b>EARNINGS PER SHARE FROM CONTINUING ACTIVITIES ATTRIBUTABLE TO THE GROUP</b>			
Basic earnings per share <i>(in €)</i>	7	5.69	5.68
Diluted earnings per share <i>(in €)</i>	7	5.69	5.68

<sup>1</sup> Restated figures as described in notes 1.4, 2.2 & 12.

## Consolidated Statement of Comprehensive Income

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
<b>Net income</b>	<b>637</b>	<b>695</b>
Translation adjustments	(7)	8
Change in fair value of cash flow hedges	(24)	15
Income tax effect of above items	6	(1)
Share of other comprehensive income of associates, net after income tax	(7)	6
Share of other comprehensive income linked to discontinued activities	(1)	(6)
<b>Recyclable elements to the consolidated income statement</b>	<b>(33)</b>	<b>22</b>
Actuarial gains/losses in benefit obligations of fully consolidated entities	(67)	(17)
Income tax effect of above items	17	3
Actuarial gains/losses in benefit obligations of associates	(1)	-
Actuarial gains/losses in benefit obligations linked to discontinued activities	(1)	(1)
<b>Non-recyclable elements to the consolidated income statement</b>	<b>(52)</b>	<b>(15)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>552</b>	<b>702</b>
Attributable to non-controlling interests	27	81
Attributable to the Group	525	621

<sup>1</sup> Restated figures as described in notes 2.2 & 12.





## Consolidated Statement of Financial Position

### Assets

<i>(in millions of euros)</i>	Notes	As at Dec 31, 2019	As at Dec 31, 2018
Intangible assets	6	3,304	3,560
Property, plant and equipment	6	7,930	7,272
Investment property	6	510	509
Investments in associates	4	1,019	1,146
Other non-current financial assets	9	682	403
Deferred tax assets	11	37	-
<b>NON-CURRENT ASSETS</b>		<b>13,482</b>	<b>12,890</b>
Inventories		94	38
Contract assets		3	9
Trade receivables	4	609	628
Other receivables and prepaid expenses	4	382	239
Other current financial assets	9	176	201
Current tax assets	11	65	6
Cash and cash equivalents	13	1,982	2,056
<b>CURRENT ASSETS</b>		<b>3,310</b>	<b>3,177</b>
<b>TOTAL ASSETS</b>		<b>16,793</b>	<b>16,067</b>

### Shareholders' equity and liabilities

<i>(in millions of euros)</i>	Notes	As at Dec 31, 2019	As at Dec 31, 2018
Share capital		297	297
Share premium		543	543
Retained earnings		4,341	4,096
Other equity items		(149)	(86)
<b>Shareholders' equity - Group share</b>		<b>5,032</b>	<b>4,850</b>
Non-controlling interests		975	951
<b>Shareholders' equity</b>	7	<b>6,007</b>	<b>5,801</b>
Non-current debt	9	6,077	5,970
Provisions for employee benefit obligations (more than one year)	5	511	484
Other non-current provisions	8	47	39
Deferred tax liabilities	11	371	383
Other non-current liabilities	8	798	780
<b>NON-CURRENT LIABILITIES</b>		<b>7,804</b>	<b>7,656</b>
Contract liabilities		2	6
Trade payables	4	679	590
Other debts and deferred income	4	812	793
Current debt	9	1,362	1,159
Provisions for employee benefit obligations (less than one year)	5	14	9
Other current provisions	8	5	16
Current tax liabilities	11	107	37
<b>CURRENT LIABILITIES</b>		<b>2,982</b>	<b>2,610</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>16,793</b>	<b>16,067</b>

## Consolidated Statement of Cash flows

<i>(in millions of euros)</i>	Notes	2019	2018 <sup>1</sup>
<b>Operating income</b>		<b>1,081</b>	<b>1,121</b>
Income and expense with no impact on net cash	13	619	519
Net financial income other than cost of debt		(53)	(64)
<b>Operating cash flow before change in working capital and tax</b>		<b>1,647</b>	<b>1,576</b>
<b>Change in working capital</b>	13	<b>145</b>	<b>(44)</b>
Tax expenses		(321)	(215)
Impact of discontinued activities	12	82	234
<b>Cash flows from operating activities</b>		<b>1,553</b>	<b>1,551</b>
Purchase of tangible assets, intangible assets and investment property	13	(1,203)	(1,077)
Change in debt and advances on asset acquisitions		-	50
Acquisitions of subsidiaries and investments (net of cash acquired)	13	(35)	(630)
Proceeds from sale of subsidiaries (net of cash sold) and investments	13	-	1
Change in other financial assets		(102)	(20)
Proceeds from sale of property, plant and equipment		19	2
Dividends received	13	173	39
Impact of discontinued activities	12	-	(1)
<b>Cash flows from investing activities</b>		<b>(1,148)</b>	<b>(1,636)</b>
Capital grants received in the period		4	3
Dividends paid to shareholders of the parent company	7	(366)	(342)
Dividends paid to non controlling interests in the subsidiaries		(79)	(65)
Proceeds from long-term debt	9	877	1,064
Repayment of long-term debt	9	(749)	(254)
Repayments of lease debts and related financial charges		(10)	-
Change in other financial liabilities		(2)	66
Interest paid		(209)	(179)
Interest received		43	17
Impact of discontinued activities	12	2	(83)
<b>Cash flows from financing activities</b>		<b>(489)</b>	<b>227</b>
Impact of currency fluctuations		2	3
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>(82)</b>	<b>145</b>
Net cash and cash equivalents at beginning of the period		2,055	1,910
Net cash and cash equivalents at end of the period	13	1,973	2,055
<i>Of which Cash and cash equivalents</i>		1,982	2,056
<i>Of which Bank overdrafts</i>		(9)	(1)

<sup>1</sup> Restated figures as described in notes 2.2 & 12.



## Consolidated Statement of Changes in Equity

Number of shares	(in millions of euros)	Share capital	Share premium	Treasury shares	Retained earnings	Other equity items	Group share	Non-controlling interests	Total
98,960,602	As at Jan 1, 2018	297	543	-	3,834	(97)	4,577	857	5,434
	Cumulative effect of new accounting principles <sup>1</sup>	-	-	-	(10)	-	(10)	(2)	(12)
	As at Jan 1, 2018 restated <sup>1</sup>	297	543	-	3,824	(97)	4,567	855	5,422
	Net income	-	-	-	610	-	610	85	695
	Other equity items	-	-	-	-	11	11	(4)	7
	<b>Comprehensive income -2018</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610</b>	<b>11</b>	<b>621</b>	<b>81</b>	<b>702</b>
	Dividends paid	-	-	-	(342)	-	(342)	(65)	(407)
	Change in consolidation scope	-	-	-	4	-	4	80	84
<b>98,960,602</b>	<b>As at Dec 31, 2018</b>	<b>297</b>	<b>543</b>	<b>-</b>	<b>4,096</b>	<b>(86)</b>	<b>4,850</b>	<b>951</b>	<b>5,801</b>
98,960,602	As at Jan 1, 2019	297	543	-	4,096	(86)	4,850	951	5,801
	Cumulative effect of new accounting principles <sup>2</sup>	-	-	-	(2)	-	(2)	(1)	(3)
	As at Jan 1, 2019 restated <sup>2</sup>	297	543	-	4,094	(86)	4,848	950	5,798
	Net income	-	-	-	588	-	588	49	637
	Other equity items	-	-	-	-	(63)	(63)	(22)	(85)
	<b>Comprehensive income -2019</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>588</b>	<b>(63)</b>	<b>525</b>	<b>27</b>	<b>552</b>
	Dividends paid	-	-	-	(366)	-	(366)	(79)	(445)
	Change in consolidation scope	-	-	-	25	-	25	77	102
<b>98,960,602</b>	<b>As at Dec 31, 2019</b>	<b>297</b>	<b>543</b>	<b>-</b>	<b>4,341</b>	<b>(149)</b>	<b>5,032</b>	<b>975</b>	<b>6,007</b>

<sup>1</sup> The method used by the Group for the application of IFRS 9 and IFRS 15 standards was the retrospective method with cumulative effects as of 1<sup>st</sup> January 2018.

<sup>2</sup> The method used by the Group for the application of IFRS 16 standard is the retrospective method with cumulative effects as of 1<sup>st</sup> January 2019. The Group uses the partial retrospective method for the first application of IFRIC 23 standard. Details of change in consolidated shareholder's equity and the detail of other equity items are given in note 7.

## Notes to the consolidated financial statements

### // DETAILED SUMMARY OF THE NOTES TO THE COMPANY FINANCIAL STATEMENTS

<b>NOTE 1</b>	<b>BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS</b>	<b>188</b>	<b>NOTE 11</b>	<b>INCOME TAX</b>	<b>241</b>
<b>NOTE 2</b>	<b>SIGNIFICANT EVENTS</b>	<b>190</b>	<b>NOTE 12</b>	<b>NET RESULT FROM DISCONTINUED ACTIVITIES</b>	<b>244</b>
<b>NOTE 3</b>	<b>SCOPE OF CONSOLIDATION</b>	<b>194</b>	<b>NOTE 13</b>	<b>CASH AND CASH EQUIVALENTS AND CASH FLOWS</b>	<b>245</b>
<b>NOTE 4</b>	<b>INFORMATION CONCERNING THE GROUP'S OPERATING ACTIVITIES</b>	<b>195</b>	<b>NOTE 14</b>	<b>RELATED PARTIES DISCLOSURE</b>	<b>249</b>
<b>NOTE 5</b>	<b>COST OF EMPLOYEE BENEFITS</b>	<b>208</b>	<b>NOTE 15</b>	<b>OFF-BALANCE SHEET COMMITMENTS</b>	<b>251</b>
<b>NOTE 6</b>	<b>INTANGIBLE ASSETS, TANGIBLE ASSETS AND INVESTMENT PROPERTY</b>	<b>213</b>	<b>NOTE 16</b>	<b>LITIGATIONS, LEGAL AND ARBITRATION PROCEEDINGS</b>	<b>252</b>
<b>NOTE 7</b>	<b>EQUITY AND EARNINGS PER SHARE</b>	<b>222</b>	<b>NOTE 17</b>	<b>SUBSEQUENT EVENTS</b>	<b>253</b>
<b>NOTE 8</b>	<b>OTHER PROVISIONS AND OTHER NON-CURRENT LIABILITIES</b>	<b>224</b>	<b>NOTE 18</b>	<b>AUDITOR'S FEES</b>	<b>253</b>
<b>NOTE 9</b>	<b>FINANCING</b>	<b>225</b>	<b>NOTE 19</b>	<b>SCOPE OF CONSOLIDATION AND NON-CONSOLIDATED COMPANIES</b>	<b>254</b>
<b>NOTE 10</b>	<b>OTHER OPERATING INCOME AND EXPENSES</b>	<b>241</b>			

## NOTE 1 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

### 1.1 Basis of preparation of financial statements

#### Statement of compliance

The group's financial statements at 31 December 2019 were approved by the Board of Directors on 10 February 2020. They will be submitted for approval by the shareholders during the Annual General Meeting to be held on 12 May 2020.

Aéroports de Paris SA is a company domiciled in France. The group's shares have been traded on the Paris stock exchange since 2006 and are currently listed on Euronext Paris Compartiment A.

The consolidated financial statements comprise Aéroports de Paris SA financial statements and its subsidiaries as well as the group's interests in associates and jointly controlled entities. The companies included in the consolidation scope prepared their individual statements for the year or interim period ended 31 December 2019.

The consolidated financial statements currency is euro. The values in the tables are in millions of euros. The use of rounded figures may sometimes leads to an insignificant gap on the totals or the variations.

#### Basis for the preparation of the financial statements

Preparing financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions which affect the application of accounting policies and the amounts of assets and liabilities, income and expenses or disclosures in the notes.

The underlying estimates and assumptions are based on historical experience and on the basis of the information available, or situations prevalent at the date of preparation of the accounts. Depending on changes in those assumptions and situations, estimated amounts accounted in the financial statements could differ from actual values.

Such estimates and assumptions used for the preparation of the financial statements concern essentially:

- ◆ measurement of fair value of assets and liabilities taken back on a business combination (cf. note 2.1);



- ◇ impairment of intangible and tangible assets and other non-current assets in particular (cf note 4.9.2);
- ◇ analysis and assessment of the nature of the control in investments (cf. note 2.1);
- ◇ qualification and valuation of pension plans, termination benefits and other post-employment benefits (cf. note 5);
- ◇ evaluation of provisions for risks and litigation (cf. note 8);
- ◇ qualification in investment property and measurement at fair value (cf. note 6.3.2).

## 1.2 Accounting policies

### Adopted IFRS as endorsed by the EU

The Group's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union as at 31 December 2019.

These standards are available on the European Commission's web site at the following address:

[http://ec.europa.eu/finance/company-reporting/ifrs-financial-statements/index\\_en.htm](http://ec.europa.eu/finance/company-reporting/ifrs-financial-statements/index_en.htm)

These accounting principles do not differ from the International Financial Reporting Standards issued by the IASB, insofar as the standards and interpretations published by the IASB, but have not yet been approved by the European Union, do not have any significant impact on the consolidated financial statements of Groupe ADP.

### Standards, amendments and interpretations that have been endorsed by the EU and mandatory effective on January 1, 2019

Standards, standards amendments and interpretations effective on 1 January 2019 and that have not been applied earlier by the group are the following:

- ◇ IFRS 16 - Leases (issued in January 2016). This standard replaces the standard IAS 17 as well as related IFRIC 4 Interpretation, SIC 15 and SIC 27;
- ◇ IFRIC 23 - Uncertainty over income tax treatment (issued in June 2017). This interpretation adopted by Europe as at 23 October 2018 clarifies

the application of IAS 12 - Income taxes regarding the accounting and valuation of income tax when it is subject to uncertainty;

- ◇ Amendments to IAS 28 - Long-term interests in associates and joint. These amendments have been endorsed by the UE on February 8, 2019;
- ◇ Annual improvements to IFRS Standards 2015-2017 Cycle (issued in December 2017); These amendments have been endorsed by the EU on March 14, 2019;
- ◇ Amendments to IAS 19 - Plan Amendment, Curtailment or Settlement (issued in February 2018). These amendments have been endorsed by the EU March 13, 2019;
- ◇ Amendments to IFRS 9 - Prepayment features with negative compensation (issued in October 2017). These amendments have been endorsed by the EU on March 22, 2018.

The analysis of the impacts of IFRS 16 for the Group as at January 1, 2019 is presented in note 1.3.

The remaining standards, interpretations and amendments mentioned above do not have a significant impact on the consolidated financial statements of the Group.

### Standards, amendments and interpretations that have been endorsed by the EU and applicable after January 1, 2019 and not adopted early by the Group

The Group has not applied the following standards, amendments and interpretations that are not applicable in 2019 but should subsequently be mandatory:

- ◇ Amendments to references to the conceptual framework in IFRS standards (issued in March 2018). These amendments must be applied as from 1 January 2020 subject to their endorsement by the EU. These amendments must be applied as from 1 January 2020 subject to their endorsement by the EU;
- ◇ Amendments to IFRS 3 - "Business combinations, definition of a Business" (issued in October 2018). These amendments clarify the application guide to help stakeholders differentiate between a company and a group of assets. They should be mandatory as of 1 January 2020 subject to its endorsement by Europe;
- ◇ Amendments to IAS 1 and IAS 8: "definition of material" (issued on October 2018). These amendments should be mandatory as at 1 January 2020 subject to its endorsement by the EU.

18

## 1.3 Impact related to the first application of IFRS 16

The impacts related to the first application of IFRS 16 are presented below:

<i>(in millions of euros)</i>	As at Dec 31, 2018 published	IFRS 16	As at Jan 1, 2019
<b>Non-current assets</b>	<b>12,890</b>	<b>51</b>	<b>12,941</b>
<b>Current assets</b>	<b>3,177</b>	<b>(15)</b>	<b>3,162</b>
<b>TOTAL ASSETS</b>	<b>16,067</b>	<b>36</b>	<b>16,103</b>

<i>(in millions of euros)</i>	As at Dec 31, 2018 published	IFRS 16	As at Jan 1, 2019
<b>Shareholders' equity - Group share</b>	<b>4,850</b>	<b>-</b>	<b>4,850</b>
Non-controlling interests	951	951	951
<b>Shareholders' equity</b>	<b>5,801</b>	<b>-</b>	<b>5,801</b>
<b>Non-current liabilities</b>	<b>7,656</b>	<b>27</b>	<b>7,683</b>
<b>Current liabilities</b>	<b>2,610</b>	<b>9</b>	<b>2,619</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>16,067</b>	<b>36</b>	<b>16,103</b>



The Group has analyzed all identified lease contracts and the impacts of IFRS 16 are relatively limited. As a consequence, the Group decided to apply IFRS 16 according to the "modified" retrospective method, *i.e.* by recognizing the cumulative effect of the initial application of the standard at the date of initial application (1 January 2019).

The impact of the application of this standard as described below relates to lease contracts for which the Group is a lessee, as the effects of the application of the standard are limited for leases in which the Group is a lessor.

Restated lease contracts are mainly related to real state and vehicles.

The impacts of the first application of IFRS 16 on the opening balance sheet are:

- ◆ an increase of €51 million in property, plant and equipment (mainly because of the recognition of a right of use) which corresponds to less than 1% of the Group's non-current assets as of 31 December 2019) of which the reclassification of pre-paid rents into rights of use amounts of €15 million;
- ◆ and the recognition of a lease liability of €36 million (representing less than 1% of the Group's financial debt on 31 December 2019).

The reconciliation of lease obligations recognized at the date of transition to off-balance sheet commitments as at 31 December 2018 breaks down as follows:

*(in millions of euros)*

Commitments given related to operating leases as at 31 December 2018	74
Effects linked to delay in the date of delivery of the assets	(35)
Other effects (including actualization effect)	(3)
Lease obligations as at 1 January 2019 after first application of IFRS 16	36

The required disclosures by the IFRS 16 standard are mentioned in more detail in Note 6.2.1. Change in disclosure of share of profit or loss in associates and joint ventures.

## 1.4 Change in disclosure of share of profit or loss in associates and joint ventures

Until 31 December 2018, the Group disclosed the share of profit or loss in associates and joint ventures on two separate lines "Share of profit or loss in associates and joint ventures from operating activities" and "Share of profit or loss in associates and joint ventures from non-operating activities".

For non-materiality reasons of indicators "Share of profit or loss in associate and joint ventures from non-operating activities", the Group discloses since 1 January 2019 the share of profit or loss in associates and joint ventures on one single line included within the operating income.

## NOTE 2 SIGNIFICANT EVENTS

### 2.1 Takeover of SDA, SDA Croatia and Relay@ADP

"Société de Distribution Aéroportuaire" (SDA) and "Relay@ADP" companies were jointly controlled up to April 2019. Groupe ADP decided to take control of these companies in order to control the entire value chain. Groupe ADP obtained control through a statutory amendment that grants the final decision to Groupe ADP in case of deadlock between the two shareholders. As a consequence, Groupe ADP has not changed its holding percentage in these entities (percentage being 50%), however

the Group now holds an executory call option to buy shares from co-shareholder in case of deadlock.

In accordance with IFRS 3 'Business combinations', shares previously held were revaluated at fair value through the income statement on the date the Group took control (11 April 2019). This revaluation has an impact of €43 million on income statement as of 31 December 2019, as detailed in the following table:



(in millions of euros)

		SDA	Relay@ADP
<b>Fair value of shares at 50%</b>	<b>A</b>	<b>31</b>	<b>22</b>
Value of shares accounted for by the equity method as at 1 April 2019	B	4	6
<b>Capital gain recognized related to the sale of the shares in associates<sup>1</sup></b>	<b>(A-B)</b>	<b>27</b>	<b>16</b>

<sup>1</sup> Recognized in Share of profit or loss in associates and joint ventures.

At the date of takeover, the Groupe ADP identified and measured the identifiable assets and liabilities of SDA and Relay@ADP in order to allocate the fair value between these various items. The estimation work is in progress of finalization. The following table presents the first preliminary estimates.

(in millions of euros)

		SDA	Relay@ADP
<b>Assets and liabilities acquired - at 100%</b>		<b>SDA</b>	<b>Relay@ADP</b>
<b>Total non-current assets</b>		<b>124</b>	<b>56</b>
<b>Total current assets</b>		<b>81</b>	<b>16</b>
<b>Total non-current liabilities</b>		<b>21</b>	<b>-</b>
<b>Total current liabilities</b>		<b>122</b>	<b>28</b>
<b>Net assets at 100%</b>	<b>A</b>	<b>62</b>	<b>44</b>
<b>Acquisition-date fair value of the total consideration transferred</b>	<b>B</b>	<b>62</b>	<b>44</b>
Of which remeasurement to fair value of shares previously held		31	22
<b>Preliminary Goodwill</b>	<b>B-A</b>	<b>-</b>	<b>-</b>

As at 31 December 2019, the contribution of SDA, Relay@ADP and SDA Croatie in the Group consolidated revenue, EBITDA and net income since 11 April 2019, date of control acquisition, is as follows:

(in millions of euros)	SDA	Relay@ADP	SDA Croatie	Total	Fees ADP SA	Impact net of eliminations
Revenue	628	78	13	719	(261)	458
EBITDA	15	11	1	27	-	27
<b>Net income</b>	<b>(8)</b>	<b>-</b>	<b>-</b>	<b>(8)</b>	<b>-</b>	<b>(8)</b>
<b>Net income attributable to the Group</b>	<b>(4)</b>	<b>-</b>	<b>-</b>	<b>(4)</b>	<b>-</b>	<b>(4)</b>

18

If the transaction had taken place on 1 January 2019, revenue, EBITDA and net income of SDA, Relay@ADP and SDA Croatie for the year 2019 would be as follows:

(in millions of euros)	SDA	Relay@ADP	SDA Croatie	Total	Fees ADP SA	Impact net of eliminations
Revenue	799	97	16	912	(338)	574
EBITDA	14	13	-	27	-	27
<b>Net income</b>	<b>(14)</b>	<b>(2)</b>	<b>-</b>	<b>(16)</b>	<b>-</b>	<b>(16)</b>
<b>Net income attributable to the Group</b>	<b>(7)</b>	<b>(1)</b>	<b>-</b>	<b>(8)</b>	<b>-</b>	<b>(8)</b>

## 2.2 End of the Atatürk International Airport concession

TAV Istanbul had the right to operate, in application of a contract signed with the National Airports Authority ("DHMI"), the national and international airport of Atatürk, the car park and the general aviation terminal from 03/07/2005 to 02/01/2021, for 15 and a half years.

Following a decision by the Turkish authorities, all commercial flights were transferred to the new Istanbul airport from 6 April 2019.

By official letter sent to TAV Airports by the DHMI, the DHMI had declared that it would compensate to TAV Airports the loss of profit that could result from the opening of the New Istanbul Airport before the end of the contract on 3 January 2021 and that independent accounting firms may be consulted on the calculation of the total amount of profit losses. After many months of exchanges on the calculation of this compensation and joint expert opinions by international accounting firms, a proposal of compensation of an amount of €389 million was made and agreed by TAV Airports.

This receivable, to be settled in part in 2020 and for the balance in 2021, was recognized for its discounted amount of the agreed compensation, *i.e.* € 385 million. This income is offset by the disposal of the operating right and the other assets and liabilities of TAV Istanbul recognized on assets and liabilities in the consolidated balance sheet.

The overall impact of the operation is presented on the line "Net profit from discontinued operations" in the consolidated income statement and amounts to €55 million. This result includes the net profit realized for the early termination of the activity (€ 31 million) as well as the net income from TAV Istanbul's activity until April 6, 2019 (€ 24 million).

The effect on net income attributable to the Group amounted to €26 million. The detailed analysis of this result and of the cash flows linked to the end of operations at Istanbul Atatürk Airport is presented in note 12.

## 2.3 Amendments to defined benefit pension plans

Law n° 2019-486 of May 22, 2019 known as "loi PACTE", provides the transposition of the European directive of April 16, 2014 covering the supplementary pension rights portability. Decree 2019-697 taken pursuant to this law was published in the Official Journal on July 4, 2019. This decree prohibits setting up from July 4, 2019 of any new defined benefit pension plans "with random rights" (article L. 1 37-11 of social security code, known as "Article 39").

This decree also provides for the freezing or crystallization of rights on the two schemes concerned as of January 1, 2020:

For Aéroports de Paris SA two defined benefit pension plans are impacted by this reform:

- ◆ the supplementary pension scheme for all eligible Aéroports de Paris SA employees fixed by an agreement dated February 12, 2007 and based on the payment of an annuity equivalent to the annual cost of mutual cover with a basic option; and
- ◆ the PARDA early retirement scheme set by an agreement dated on October 18, 2019 for an indefinite period based on the arduous nature of the firefighter profession.

For these two schemes, Aéroports de Paris SA has entered into negotiations with a view to meeting this obligation to crystallize rights.

In addition, for the supplementary pension scheme, negotiations led to the signature of an agreement with the trade unions on December 20, 2019 leading to:

- ◆ maintaining acquired rights for the retired population;

- ◆ limit rights to this scheme to employees present at 31 December 2019 and at least 50 years of age, provided that they are employees of Aéroports de Paris at the time of their retirement.

This mechanism led the company to reduce the provision for retirement commitments by €40 million for the year. The impact of this change is presented within recurring operating income.

## 2.4 Provisions related to Aéroports de Paris in the PACTE law

The law n°2019-486 of 22 May 2019 concerning business growth and transformation ("PACTE law") was promulgated on 23 May 2019 and was published in the French Official Journal the same day. The provisions stipulated in the articles 130 to 136 of the PACTE law concern Aéroports de Paris only.

This law authorizes the State to transfer the majority of the capital of Aéroports de Paris from the public to the private sector. As of the transfer date, conditions of exercise of Aéroports de Paris activity in Île-de-France will be modified. To that extent, the ADP right to operate the Parisian airports will be limited to 70 years as of the transfer date, after which the State will acquire the full ownership of the land and infrastructures in Île-de-France.

As a compensation, the law stipulates the payment, by the State to Aéroports de Paris, of a two component compensation - a first component which should be paid at the time of the transfer of the majority of ADP's capital to the private sector a second one paid at the end of the Parisian airports operations by Aéroports de Paris.

The law legislatively consecrates the regulation model applicable to Aéroports de Paris. Thus, the law confirms the principle of fair return on capital employed estimated on the weighted average cost of capital (WACC), the rule of the intangibility of Aéroports de Paris' WACC under an given Economic Regulation Agreement, the WACC calculation method which is estimated in accordance to the capital asset pricing model, the financial markets available data and parameters taken into account from peers, and lastly the use of French accounting standards for the regulation.

Furthermore, the PACTE law provisions grants powers hitherto exercised by the Independent Supervisory Authority (ASI) to the Rail and Road Activities Regulation Authority (ARAFER), which on this occasion became the Transport Regulation Authority (ART). It is therefore to the ART that the pricing proposition of Aéroports de Paris for the 2020-2021 period has been addressed for approval and it is also now the ART which is charged to release its assent to the next Economic Regulation Agreement which will cover the 2021-2025 period.

These provisions related to the sector regulation came into effect on 24 May 2019, as well as the provisions related to the framework of the potential call for tenders for the allocation of capital securities, as well as the principle and terms of payment of the first part of the compensation paid by the State to Aéroports de Paris in the event of privatization.

For the rest, the provisions will be implemented at the transfer date of the majority of Aéroport de Paris capital to the private sector, if applicable. It concerns, notably, the 70 years limitation of Aéroport de Paris' operation rights, Aéroport de Paris' new specifications content reinforcing the operational control of the State, the provisions concerning Aéroport de Paris adjusted till, or the setting of the airport fees tariffs by the Stat in the absence of economic regulation agreement.

Several texts have been enacted in the application of the PACTE Law, notably ordinance n°2019-761 of the 24 July 2019 related to the airport charges fees and the decree n°2019-1016 of the 3 October 2019 related to airport charges and modifying the French civil aviation code. These texts notably provides for the ART to be addressed by the State during the Economic Regulation Agreement elaboration process to release a simple opinion over the WACC level.



## 2.5 TAV Tunisia restructuring

Following the events of 2011 and the attacks of 2015 dropping the traffic of Enfidha-Hammamet and Monastir airports, TAV Tunisia has begun negotiations with the Tunisian authorities and lenders to restore the economic balance of these airports. Following these negotiations, two amendments to the concession agreements for the Enfidha-Hammamet and Monastir Habib Bourguiba airports were signed on November 7, 2019.

These amendments provide a reduction of the liability towards the grantor with respect to unpaid historical fees and a new repayment schedule. Thus, the new Grantor's debt unpaid recognized for its discounted amount stands at €27 million against €40 million previously recorded. This debt reduction generates a €13 million income presented in current operating income.

With regard to concession fees after January 1, 2019, the amendments provide for variable fees depending on the evolution of traffic with minimum guaranteed payments over the remaining concession term (until 2047). The discounted minimum payments until the concession term are recorded as an increase of the operating right together with an increase of a debt due to the grantor for an amount of €79 million. This operating right is depreciated over the term of the concession based on the forecasted traffic of passenger in compliance with the method used by the Group for its airport concessions.

Regarding lenders debt for an amount of €341 million, a coordinated solution among all Lenders in line with the Restructuring Agreement is currently being finalized and is expected to be sign early 2020.

## 2.6 Groupe ADP contributes to the CDG Express project

CDG Express, the Infrastructure management company ("GI CDG Express in french") created at the end of 2018 and co-owned by Groupe ADP, SNCF Réseau and the *Caisse des Dépôts et Consignations*, signed on February 14, 2019 a concession agreement with the French Government relating to all works to be performed for the CDG Express project.

Under this contract, the GI CDG Express has committed to finance, design, build and maintain the CDG Express railway for 50 years. Design and construction have been delegated, to ADP and SNCF Réseau under two construction contracts. Each company will carry out respectively 11% and 89% of the works.

At the end of June 2019, the Group received a letter from the French Government confirming their wish to postpone CDG Express line commissioning from end 2023 to end 2025. In accordance with the provisions of the concession contracts, the Group expects that the additional cost of this postponement (estimated to date at €4 million for ADP) will be fully covered by the French state. Revenues recognized in 2019 for this operation are presented in note 14.

## 2.7 Approval of the airport fees by the ISA

On 11 January 2019 (decision n°1810-D1), the Independent Supervisory Authority (ISA) decided not to approve the airport charges proposed by

Aéroports de Paris, with the exception of fees for assistance to disabled passengers and passengers with reduced mobility. In accordance to the French civil aviation code, Aéroports de Paris submitted a new pricing proposal which has been approved by the ASI on 6 February 2019 (decision n°1810-D2). These charges are applicable for the 2019-2020 period, and increased by 1% for Paris-Charles de Gaulle and Paris-Orly airports and by 3.52% for Paris-Le Bourget airport. These came into force on 1<sup>st</sup> April 2019.

In December 2019, Aéroports de Paris filled its request for the approval of the 2020-2021 airport fees pricing period, which is the last pricing period under the 2016-2020 Economic Regulation Agreement. The request for approval has been declared complete on the same day by the Transport Regulation Authority (ART) which now replaces the ISA (Independent Supervisory Authority) as from now.

Aéroports de Paris submitted to the ART's approval the yearly pricing evolution of the following fees:

- ◇ +1.595% for Paris-Charles de Gaulle and Paris-Orly airports;
- ◇ +2.02% for Paris-Le Bourget airport.

By decree n°2020-001 of 9 January 2020, the ART has approved the airport fees pricing applicable to Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports as of 1 April 2020, subject to modification in the cap of the price discount on the fee per passenger for its base on Origin/Destination passengers from €3.29 million to €5.29 million.

## 2.8 2021-2025 Economic Regulation Agreement – Availability of the public consultation document

Aéroports de Paris has published, the 2 April 2019, the document which presents its detailed proposals for the development of Parisian platforms for the next Economic Regulation Agreement, which will cover the 2021-2025 period.

As a reminder, the Economic Regulation Agreement, concluded with the State, constitutes the predictive regulatory framework for Parisian airports. It sets for a five-year period the pricing evolution of airport charges by taking into account forecasts in costs, revenues, investments as well as expected quality service level.

This document reflects Aéroports de Paris' ambition for the development of Parisian platforms. The conviction that the investments quality it realizes for the benefit of passengers, airlines and partners bases Parisian platforms competitiveness. Consequently, the proposed investment plan represents a new step, both in terms of amounts and development horizons. It will not only cover the needs of the 2021-2025 period but also launch structuring operations in favor of the long-term development of the three Parisian platforms.

For this, Aéroports de Paris proposes to carry out an investment plan on the regulated scope of €6 billion over the 2021-2025 period (as a reminder, the Economic Regulation Agreement for the 2016-2020 period retained an investment plan of €3 billion).

## NOTE 3 SCOPE OF CONSOLIDATION

### 3.1 Accounting principles related to the scope

#### Consolidation principles

The consolidated accounts comprise financial statements of Aéroports de Paris SA, and its subsidiaries controlled exclusively or de facto.

In accordance with IFRS 11, joint arrangements are accounted differently depending on whether it involves joint operations or joint ventures. The Group records its interests in joint operations by integrating its shares of assets, liabilities, income and expenses. Investments in joint ventures that are jointly controlled as well as those in which the Group exercises significant influence are accounted for under the equity method.

Under this method, the investment is recognized:

- ◇ initially at acquisition cost (including transaction costs); and
- ◇ is subsequently increased or decreased to recognize the Group's share of profit or loss and other movements in equity in the investee after the acquisition. The Group's share of profit or loss is recognized in the income statement, in a specific line within the operating income.

If there is objective evidence that an impairment loss has been incurred with respect to the net investment in an investee, an impairment test is performed. An impairment loss is recognized if the recoverable value of the investment falls below its book value.

#### Control, joint-control or significant influence analysis procedure

In order to determine if the Group has accounting control over an entity according to IFRS 10, the Group reviews all contractual elements, facts and circumstances, in particular:

- ◇ substantive rights allowing the Group to direct the relevant activities of the investee, therefore to determine the nature of decisions taken by the governing bodies of the entity (general meeting, board meeting) and the presence of the Group in these bodies;
- ◇ rights of veto of the minority interests and the rules in case of a disagreement;
- ◇ the Group exposure to variable returns from its involvement with the investee;
- ◇ the ability of the Group to affect these returns.

If the Group is not able to prove control, it determines if control is shared with one or more partners. Joint-control is proven if the Group and the partner(s), considered collectively, have control over the entity according to IFRS 11, and if the decisions related to relevant activities require unanimous consent. If the partnership is qualified as a joint-venture and confers rights on the investee's assets and obligations on its liabilities, the Group accounts for the share of assets and liabilities that it is entitled to.

Furthermore, if the Group is able to prove control or joint-control, it determines if it has a significant influence on the investee. Significant influence being the power to participate to decisions linked to financial and operational policies, the Group reviews notably the following elements: representation of the Group within the board, participation to policy development process, or existence of significant transactions between the Group and the investee.

#### Conversion of the financial statements of foreign subsidiaries, joint ventures and associated companies

The financial statements of foreign companies, whose functional currency is not the euro, are converted in euro as follows:

- ◇ assets and liabilities of each balance sheet presented are converted according to the closing rate in effect on each balance sheet date;
- ◇ income and expenditure and cash flows for each income statement are converted at exchange rates close to those in effect on the dates of transactions;
- ◇ the resulting exchange differences are accounted for as other elements on the comprehensive income statement and are reported on the balance sheet as equity in translation reserves.

None of the significant companies included within the scope of consolidation are situated in a hyperinflationary economy.

#### Conversion of transactions denominated in foreign currencies

Transactions denominated in foreign currencies are recognized as follows:

- ◇ foreign currency transactions are initially recorded at the rate of exchange on the transaction date;
- ◇ at each closing balance sheet date, foreign currency monetary amounts are converted using the rate at the closing date, non-monetary items which are assessed at their historical cost are reported using the initial exchange rate, and non-monetary items assessed at fair value are reported at the rate in effect when the fair value was determined;
- ◇ exchange differences arising from settling or converting monetary items are reported in income under net financial charges.

#### Business combinations

All business combinations are accounted for according to the acquisition method in accordance with IFRS 3. This method consists in assessing the fair value of the identifiable assets and liabilities of acquire at the acquisition date. The difference between the acquisition price and the share acquired in the fair value of the net identifiable assets and liabilities is recognised:

- ◇ in balance sheet, as goodwill (assets) if this difference is positive;
- ◇ in the income statement as an "Other operating income" if this difference is negative.

Non-controlling interests may be valued either at fair value (full goodwill method) or at their share in the fair value of the net assets of the acquired company (partial goodwill method). In accordance with IFRS 3, the decision is made individually for each transaction.

In case of a put option held by non-controlling interests, interests held by non-controlling interests are reclassified from equity to liability. The put liability is measured initially at the present value of the exercise price. Subsequent changes are recognised:

- ◇ in equity share of the group for the estimated put change in the period price;
- ◇ in financial expenses to the extent of the discounting effect.

After the business combination, subsequent changes in interests that do not modify the control over the acquired entity are considered as a transaction between shareholders and are accounted for directly in equity.





## 3.2 Changes in the scope of consolidation

### 3.2.1 Main changes in the scope of consolidation for 2019

Changes in the scope of consolidation of the year are the following:

- ◇ in January 2019:
  - ◆ acquisition of 70% of share GIS Trade Center company by TAV Airport. GIS Trade Center is fully consolidated since this date,
  - ◆ additional acquisition of 50% of the share's BTA Denizyollari by TAV Airports, 100%-owned. Recognised for using the equity method until this date, since January 2019 BTA Denizyollari is fully consolidated;
- ◇ in April 2019, Groupe ADP reviewed its links with SDA, MZLZ-TRGOVINA D.o.o (SDA Croatie) and Relay@ADP and considers it exercises the control over these entities. Accounted until this date by the equity method, since Avril 2019 these entities are fully consolidated (see note 2.1);
- ◇ in August 2019, merger by absorption of Coeur d'Orly Commerces by Coeur d'Orly Bureaux, effective 1 January 2019;
- ◇ in October 2019, merger by absorption of Hub One Mobility by Hub One, effective 1 January 2019;
- ◇ in December 2019, creation of the entity Future Stewart Partners, held at 50% by ADP International Americas LLC.

### 3.2.2 Reminder of the changes in the scope for 2018

In 2018, the significant changes in the scope of consolidation were:

- ◇ in April 2018, 41.5% additional acquisition of AIG by ADP International, bringing the holding percentage to 51%. Consolidated until this date according to the equity method, AIG has been fully consolidated since April 2018;
- ◇ acquisition of 49% of the shares of Turkish company TAV Antalya by TAV Airports;
- ◇ additional acquisition of a 30%-share in BTA Erus by TAV airports, which brings its shareholding to 100%, and subsequent liquidation of the entity in June 2018;
- ◇ acquisition of 100% of the shares of Sysdream;
- ◇ acquisition of 100% of the shares of Merchant Aviation LLC;
- ◇ acquisition of a 17% share in InnovATM;
- ◇ creation of BTA France SAS, wholly owned by TAV Airports;
- ◇ creation of the entity Gestionnaire d'Infrastructure CDG Express, held at 33% and consolidated according to the equity method;
- ◇ liquidation of BTA Danışmanlık company.

## NOTE 4 INFORMATION CONCERNING THE GROUP'S OPERATING ACTIVITIES

### 4.1 Segment reporting

In accordance with IFRS 8 "Operating segments", sectoral information described below is consistent with internal reporting and sector indicators presented to the Group's operation decision maker (the CEO), in order to take decisions concerning resources to be dedicated to the sector and to evaluate the performance.

The sectors identified in the Groupe ADP in five activities are as follows:

**Aviation:** this sector includes all goods and services provided by Aéroports de Paris in France as an airport operator. Airport services are mainly paid for by the airport fees (landing, parking and passengers), ancillary fees (check-in and boarding counters, baggage sorting facilities, de-icing facilities and the supplying of electricity to aircraft, etc.) and the revenue from security and airport safety services such as security checkpoints and screening systems, aircraft rescue and fire-fighting services.

**Retail and services:** this sector is dedicated to retail activities in France provided to the general public. It includes rental income from retail activities in terminals (retails shops, bars and restaurants, banks and car rentals), activities of joint ventures involved in commercial distribution (Société de Distribution Aéroportuaire and RELAY@ADP), revenue from advertising (Média Aéroports de Paris) and restaurants (EPIGO), revenue from car parks, rental revenue, leasing of space within terminals and revenue from industrial services (production and supply of heat, drinking water, access to the chilled distribution networks...). This sector also includes the agreement related to the construction of the Paris-Orly metro station on behalf of the company "Société du Grand Paris".

**Real estate:** this sector includes all the Group's mainly in France property leasing services except for operating leases within airport terminals. These activities are operated by Aéroports de Paris SA and dedicated subsidiaries, or investments in associates and joint ventures (see list in note 18) and encompass the construction, commercialisation and lease management of office buildings, logistic buildings and freight terminals. This sector also includes the rent of serviced land.

**International and airport developments:** this sector includes subsidiaries and holdings which design and operate airport activities and are managed together to create synergies and support the Group's ambition. It includes TAV Airports, ADP International and its subsidiaries, including AIG in full consolidation since 18 April 2018, and the ADP Ingénierie sub-group (including Merchant Aviation LLC since July 2018) and Schiphol Group.

**Other activities:** this sector comprise all activities carried out by Aéroports de Paris SA subsidiaries, which operate in areas as varied as telecoms (Hub One) and cybersecurity services (Sysdream). This operating segment also includes the project entity Gestionnaire d'Infrastructure CDG Express created in October 2018. This sector also includes the security services with the sub-group Hub Safe and the activities dedicated to the Group's innovation via the company ADP Invest. Key indicators used and reviewed internally by the operation decision-maker of the Group are:

- ◇ revenue;
- ◇ EBITDA;
- ◇ share of profit or loss in associates and joint ventures;
- ◇ operating income from ordinary activities.

Revenue and net income of Groupe ADP break down as follows:

(in millions of euros)	Revenue				EBITDA	
	2019	of which inter-sector revenue	2018 <sup>1</sup>	of which inter-sector revenue	2019	2018 <sup>1</sup>
Aviation	1,929	-	1,890	1	611	603
Retail and services	1,505	155	1,000	142	638	580
Including SDA	628	-	-	-	15	-
Including Relay@ADP	78	-	-	-	11	-
Real estate	274	47	265	48	169	148
International and airport developments	1,081	18	941	14	326	304
Including TAV	746	-	695	-	277	268
Including AIG	250	-	175	-	77	54
Other activities	168	37	156	40	29	46
Eliminations and internal results	(257)	(257)	(245)	(245)	(1)	(1)
<b>TOTAL</b>	<b>4,700</b>	<b>-</b>	<b>4,007</b>	<b>-</b>	<b>1,772</b>	<b>1,680</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

(in millions of euros)	Amortisation net of reversals		Share of profit or loss in associates and joint ventures		Operating income from ordinary activities	
	2019	2018 <sup>1</sup>	2019	2018 <sup>1</sup>	2019	2018 <sup>1</sup>
Aviation	(328)	(295)	-	-	283	307
Retail and services	(166)	(124)	41	2	513	458
Including Capital gain related to sale of SDA & Relay@ADP shares	-	-	43	-	-	-
Including SDA	(27)	-	(1)	-	(13)	-
Including Relay@ADP	(11)	-	-	4	-	4
Real estate	(48)	(49)	1	3	122	102
International and airport developments	(211)	(157)	48	76	164	223
Including TAV	(150)	(112)	33	49	160	205
Including AIG	(60)	(43)	-	23	17	33
Other activities	(15)	(13)	-	-	13	34
Eliminations and internal results	-	-	-	-	(1)	(1)
<b>TOTAL</b>	<b>(768)</b>	<b>(638)</b>	<b>90</b>	<b>81</b>	<b>1,094</b>	<b>1,123</b>

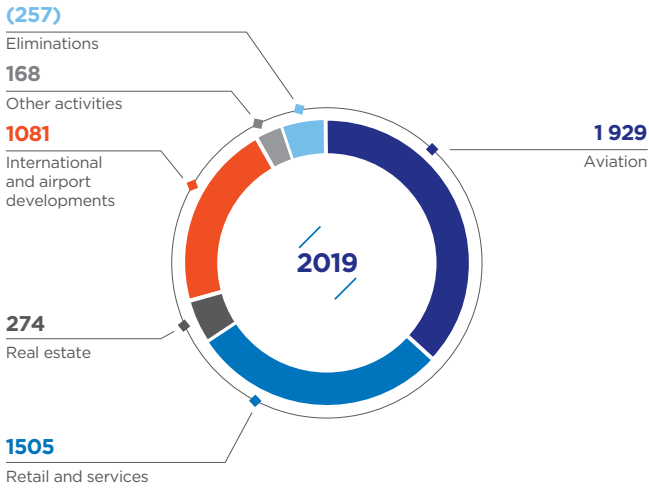
<sup>1</sup> Restated figures as described in notes 1.4, 2.2 & 12.

Over 2019, Groupe ADP consolidated revenue stood at €4,700 million, up by €693 million, mainly thanks to:

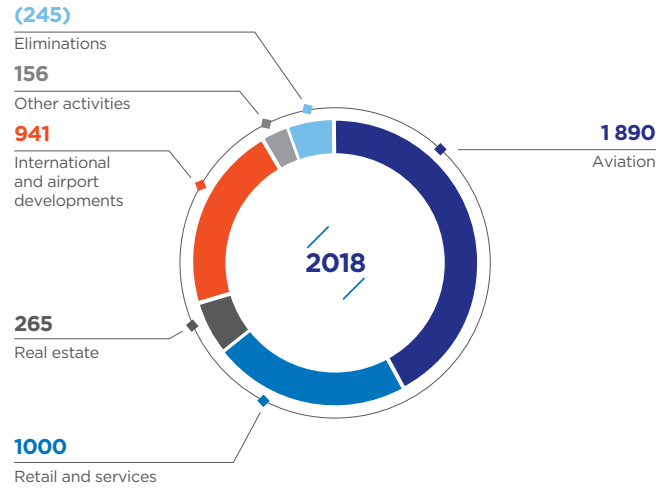
- ◆ the growth in airport fees in Paris Aéroport (+4.1%, at €1,160 million), driven by the passenger traffic dynamics (+2.5%);
- ◆ Société de Distribution Aéroportuaire and Relay@ADP full consolidation since April 2019 which contribute to consolidated revenue up to €706 million (before elimination of fees received by Aéroports de Paris S.A. which amount €261 million);
- ◆ AIG revenues increase by €75 million including €53 million related to full consolidation of AIG since April 2018 (corresponding to the 1<sup>st</sup> quarter 2019 revenues), and €22 million over the period from April to December driven by the good performance of international traffic (+5.9%) and a positive currency effect;
- ◆ increase by 7.5% of TAV Airports revenue at €52 million, driven by the growth in international traffic in Turkey;
- ◆ the amount of inter-sector eliminations stood at -€257 million over 2019 vs. -€245 million over 2018.



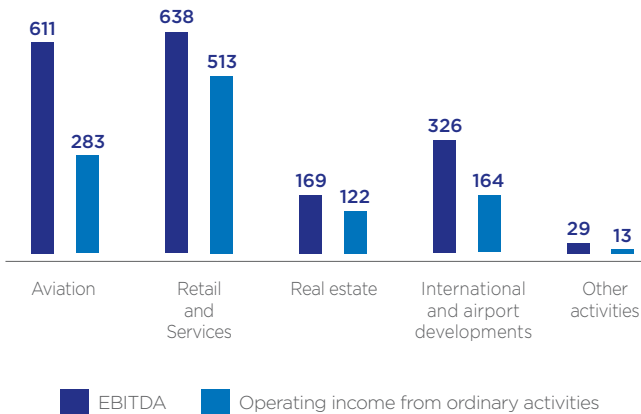
## Revenue 2019



## Revenue 2018

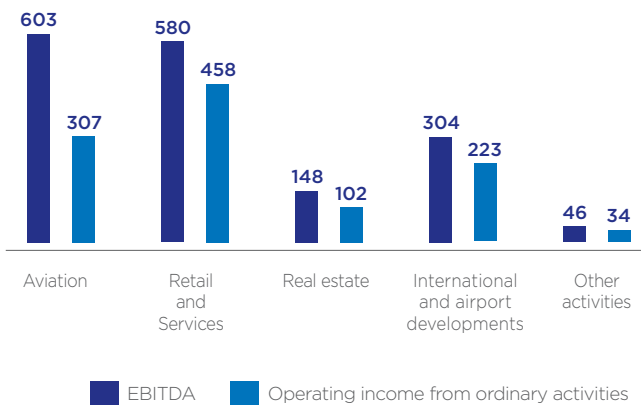


## EBITDA and 2019 operating income from ordinary activities



18

## EBITDA and 2018 operating income from ordinary activities<sup>1</sup>



<sup>1</sup> Restated figures as described in note 1.4, 2.2 & 12.

## 4.2 Revenue

Groupe ADP applies IFRS 15 “Revenue from Contracts with Customers” since 1 January 2018. This standard:

- ◇ replaces IAS 18 “Revenue” and IAS 11 “construction contracts” and related interpretations;
- ◇ introduces a unique revenue recognition model for all types of contracts;
- ◇ is based on the principle of revenue from contracts with customer’s recognition when the transfer of control of the good or service to the customer occurs, and for the amount the entity expects to be entitled to;
- ◇ enforces that variable consideration is only be included in the transaction price to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur;
- ◇ provides details on the recognition of goods and services provided depending on whether the company acts as principal or as an agent.

The revenue of Groupe ADP according to its five sectors breaks down as follows:

### 1. Aviation sector

**Airport and ancillary fees:** the pricing of these fees is governed by the Economic Regulation Agreement (ERA) for the 2016-2020 period signed with the French State (except for the service fee for assistance to the disabled people and those with reduced mobility). This multi-annual agreement sets the cap for airport fees for the 2016-2020 period. Under these regulations, the airport operator receives a fair return on capital invested as part of its missions within the regulated scope. In the case where the investment plan would not be observed (see note 6.2), Aéroports de Paris SA will be impacted by a penalty. This scope includes all Aéroports de Paris activities at airports in the Paris region with the exception of activities related to retail and services, land and real estate activities that are not aviation-related, activities linked to security and safety financed by the airport tax. Also included in this scope is the management by Aéroport de Paris SA of assistance with soundproofing for local residents, and other activities carried out by subsidiaries.

**Airport fees** include fees per passenger, landing fees and parking fees, calculated respectively according to the number of boarded passengers, the weight of the aircraft and parking time. These fees are recorded as revenue when the corresponding services are used by the airline.

**Ancillary fees** include fees for the provision of facilities such as check-in and boarding desks, baggage sorting facilities and fixed installations for the supply of electricity. They also include fees for support services for disabled people and those with reduced mobility and other ancillary fees linked to check-in and boarding technology, airport circulation (badges), and the use of solid waste shredding and de-icing stations. These fees are recognized as revenue when the corresponding services are used by the airline.

**Revenue from airport safety and security services:** Aéroports de Paris SA receives revenue within the context of its public service mission for security, air transport safety, rescue and firefighting of aircrafts. This revenue covers the costs incurred in this mission. It is paid by the

*Direction Générale de l’Aviation Civile (DGAC)* which funds it through the airport security tax levied on airlines companies. Until April 1, 2019, Aéroports de Paris SA recognized this revenue up to the eligible costs incurred for these missions. From this date, the airport tax rate is now set so as to cover only 94% of the eligible costs incurred by Aéroports de Paris SA. As a consequence, from this date, only 94% of costs are recognized as revenues when they are incurred. The Group proceeds to an analytical allocation of the costs in order to determine the part incurred in relation with its missions, considering that certain costs may not be exclusive to these missions, notably certain rental costs, certain amortisation and maintenance charges as well as taxes.

### 2. Retail and services sector

**Revenue from retail and services** is comprised of variable rents paid by retail activities (shops, bars and restaurants, advertising, banks and currency exchange, car rental agencies, other terminal rentals) that are accounted for as income for the financial year in which it was generated; and rental income which corresponds to the fixed income received attached to leased areas in airports and is recognised on a straight-line basis over the term of the lease in accordance with IFRS 16 “Lease contracts”.

Revenue from Retail and services sector also includes revenue of the subsidiary **Media Aéroports de Paris**, which offers advertisers an advertising exhibition at Paris airports via digital, connected and interactive solutions.

Since the control acquisition of SDA and Relay@ADP on 1 April 2019, revenue from the retail also included revenue generated in the commercial areas managed by these two entities in land side and airside as well as revenue from affiliate commission. SDA exercises the direct management and rental of commercial spaces, and specialised in the sale of alcohol, tobacco, perfumes and cosmetics, gastronomy, fashion and accessories and photo-video sound. Relay@ADP’s activity is dedicated to press, bookshop, amenities and souvenirs.

**Revenue from car parks and access routes** concerns mainly the management of car parks and access (roads, shuttles, bus stations etc.) and is recorded when the customer is using the service.

**Revenue from industrial services**, such as the production and supply of heat for heating purposes, the production and supply of cool air for air-conditioned facilities and chilled water distribution networks, the supply of drinking water and waste water collection, waste collection and the supply of electrical current. This revenue is accounted for during the period in which the service was provided.

**Revenue from long term contracts**, this aggregate includes the revenue related to the construction of a metro station in Paris-Orly on behalf of the company “Société du Grand Paris”. As studies and works of the metro station in Paris-Orly will be carried out over the period from 2015 to 2024, Groupe ADP has recognized the revenue using the percentage of completion method whereby revenue and profit are based on a ratio of costs incurred to total estimated costs of the project in accordance with IFRS 15 – Revenue from contracts with customers. Insofar as the overall profit or loss on completion of this project cannot be reliably determined, revenue recognition is limited to cost incurred.



### 3. Real estate sector

**Real estate revenue** is comprised of rental income from real-estate shares related to airport activity (except for airport terminals) and diversified real estate. This revenue is derived from operating leases. Fixed payments are on a straight-line basis over the term of the lease in accordance with IFRS 16 (Lease contracts). Rental charges due from tenants are accounted for as rental income. Revenue from Real estate sector also includes interest income from lease contract as lessor.

### 4. International and airport developments sector

Revenue from this sector combines revenue of **TAV Airports, ADP International** and its subsidiaries in particular **AIG** since 18 April 2018 and the subgroup **ADP Ingénierie**:

**Airport fees:** Airport fees include passenger fees, aircraft circulation fees, revenues related to the provision of common terminal equipment (CUTE), as well as other revenues (ground handling, fuel charges). Airport fees are recognized based on the daily reports obtained from the related airline companies for terminal service income charged to passengers, as well as for ramps utilized by aircraft and check-in counters utilized by the airlines. These revenues are recognized when it is probable that the economic benefits will be perceived by the Group and that they can be quantified as reliable;

**Retail activities:** These revenues come mainly from the Concession activities of Catering in terminals by the BTA sub-group, passenger lounge services by the TAV Operations services sub-group as well as the commercial fees collected by AIG at Queen Alia International Airport from Jordan. These revenues are recognized as and when the services rendered are performed;

**Car parks and access roads:** these revenue result primarily from the car parks, access and valet services operated as part of the concession contracts. They are recognized when the services are provided to the client;

**Fixed rental income:** rental income is recognized on a straight line basis over the term of the rental contract, or on the basis of invoices issued monthly in accordance with the rental contracts relating to the occupation of space in the terminals;

**Revenue from long term contracts:** Construction revenue is recognized

using the percentage-of-completion method and included in the 'revenue from long term contracts' according to IFRS 15. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer. Where the outcome of a construction contract cannot be estimated reliably, revenue is recognized to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognized as expenses in the period in which they are incurred and as intangible or financial assets on the balance sheet. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately;

**Operating financial revenue:** it corresponds to the Interest income related to the discounting of financial receivable related to the concession of Ankara Esenboga Airport: they are recognized in accordance with IFRIC 12 Interpretation (see note 6.1);

**Other revenue of international sector** include primarily:

- ◇ ground handling services by TAV Operations Services and Havas, bus and car parking operations, airline taxi services, software and system sales. They are recognized when services are provided,
- ◇ sale of IT solutions and software by TAV Information Technologies. They are recognized when services are provided or products delivered,
- ◇ revenue related to airport design missions, consultancy services, assistance to the project owner and prime contractor: these services are mainly carried by ADP Ingénierie out internationally over periods covering several months and/or years. The income from these long-term services are for the majority recognized contracts in according with the method of progress through costs,
- ◇ revenue generated by ADP International, mainly related to its international airport management activity and related to the investment securities in the airport companies.

### 5. Other activities sector

Revenue from this sector comprises revenue generated by the subgroup **Hub One**. **Hub One** offers telecom operator services, as well as traceability and mobility solutions of goods. Its revenue is presented in others incomes.

The breakdown of the Group's revenue per sector after eliminations is as follows:

(in millions of euros)	2019					Total
	Aviation	Retail and services	Real estate	International and airport developments	Other activities	
Airport fees	1,160	-	-	365	-	1,525
Ancillary fees	250	8	-	4	-	262
Revenue from airport safety and security services	482	-	-	-	-	482
Retail activities (i)	-	968	3	242	-	1,213
Car parks and access roads	-	172	-	22	-	194
Industrial services revenue	-	42	-	4	-	46
Fixed rental income	14	106	209	35	-	364
Ground-handling	-	-	-	216	-	216
Revenue from long term contracts	-	43	-	31	4	78
Operating financial revenue	-	-	13	6	-	19
Other revenue	23	11	2	138	127	301
<b>TOTAL</b>	<b>1,929</b>	<b>1,350</b>	<b>227</b>	<b>1,063</b>	<b>131</b>	<b>4,700</b>
(i) of which Variable rental income	-	271	3	127	-	401



<i>(in millions of euros)</i>	2018 <sup>1</sup>					Total
	Aviation	Retail and services	Real estate	International and airport developments	Other activities	
Airport fees	1,114	-	-	297	-	1,411
Ancillary fees	239	10	-	3	-	252
Revenue from airport safety and security services	499	-	-	-	-	499
Retail activities (i)	-	490	2	245	-	737
Car parks and access roads	-	173	-	19	-	192
Industrial services revenue	-	41	-	3	-	44
Fixed rental income	14	109	198	38	-	359
Ground-handling	-	-	-	183	-	183
Revenue from long term contracts	-	20	-	28	-	48
Operating financial revenue	-	-	14	7	-	21
Other revenue	23	15	3	104	116	261
<b>TOTAL</b>	<b>1,889</b>	<b>858</b>	<b>217</b>	<b>927</b>	<b>116</b>	<b>4,007</b>
<i>(i) of which Variable rental income</i>	-	490	2	112	-	604

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

The breakdown of the Group's revenue per major client is as follows:

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
<b>Revenue</b>	<b>4,700</b>	<b>4,007</b>
Air France	794	777
Turkish Airlines	59	61
Pegasus Airlines	43	45
VUELING AIRLINES SA	39	35
FEDERAL EXPRESS CORPORATION	35	34
DELTA AIRLINES INC	32	31
EASY JET	30	76
Other airlines	949	837
<b>TOTAL AIRLINES</b>	<b>1,981</b>	<b>1,896</b>
Direction Générale de l'Aviation Civile	502	517
Société de Distribution Aéroportuaire (i)	69	285
ATU	61	51
Société du Grand Paris	40	21
EPIGO	22	13
Other customers	2,025	1,224
<b>TOTAL OTHER CUSTOMERS</b>	<b>2,719</b>	<b>2,111</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

(i) Revenue of SDA until 1 April 2019 (see note 3.2).



### 4.3 Other current operating income

Other current operating income mainly includes indemnities, operating subsidies and the share of investment grants transferred to the result at the same pace as depreciation of subsidised assets.

The breakdown of other current operating income is as follows:

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
Investment grants recognized in the income statement	3	2
Net gains on disposals	7	3
Other income	70	52
<b>TOTAL</b>	<b>80</b>	<b>57</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

Other current operating income consists mainly of indemnities recognized for €46 million both under the indemnification agreement with the Société du Grand Paris relating to the project to build a metro station in Paris-Orly and under the CDG Express project (€42 million as of 31 December 2018).

### 4.4 Receivables and related accounts

Trade receivables and related accounts break down as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Trade receivables	627	645
Doubtful receivables	78	46
Accumulated impairment	(96)	(63)
<b>NET AMOUNT</b>	<b>609</b>	<b>628</b>

Impairment losses applied in accordance to the IFRS 9 have changed as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
<b>Accumulated impairment at beginning of period</b>	<b>(63)</b>	<b>(70)</b>
Increases	(41)	(14)
Decreases	8	38
Change in consolidation scope	-	(13)
Other changes	-	(4)
<b>Accumulated impairment at closing of period</b>	<b>(96)</b>	<b>(63)</b>

The increase in impairment losses on receivables at 31 December 2019 is mainly due to the judicial liquidation of two airlines (Aigle Azur €12 million, XL Airways €8 million) during the year.

## 4.5 Current operating expenses

Current operating expenses are reported according to their nature and comprise raw material and consumables used, external services and charges, taxes other than income taxes and other operating charges. With regards to taxes, the Group considers that the company value-added contribution (Cotisation sur la Valeur Ajoutée des Entreprises - CVAE) cannot be analyzed as an income tax.

### 4.5.1 Consumed purchases

The consumed purchases are detailed as follows:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Cost of goods	(356)	(67)
Electricity	(43)	(35)
Studies, research and remuneration of intermediaries	(14)	(17)
Gas and other fuels	(16)	(16)
Operational supplies	(12)	(12)
Winter products	(7)	(10)
Operating equipment and works	(50)	(12)
Other purchases	(22)	(26)
<b>TOTAL</b>	<b>(520)</b>	<b>(195)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

The variation of cost of goods is almost due to Société de Distribution Aéroportuaire and Relay@ADP consolidated by full consolidation method since April 2019.

### 4.5.2 Other current operating expenses

The other current operating expenses are detailed as follow:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
External services	(1,150)	(1,018)
Taxes other than income taxes	(316)	(263)
Other operating expenses	(69)	(101)
<b>TOTAL</b>	<b>(1,535)</b>	<b>(1,382)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.



## // BREAKDOWN OF OTHER SERVICES AND EXTERNAL CHARGES

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
Sub-contracting	(554)	(523)
◆ Security	(241)	(236)
◆ Cleaning	(85)	(81)
◆ Persons with restricted mobility	(62)	(59)
◆ Transport	(34)	(32)
◆ Recycling trolleys	(14)	(13)
◆ Caretaking	(18)	(17)
◆ Other	(100)	(85)
Maintenance and repairs	(162)	(151)
Concession rent expenses <sup>2</sup>	(140)	(101)
Studies, research and remunerations of intermediaries	(69)	(68)
Insurance	(18)	(18)
Travel and entertainment	(21)	(20)
Advertising, publications, public relations	(34)	(28)
Rental and leasing expenses	(54)	(52)
Other external services	(9)	(8)
External personnel	(22)	(6)
Other external expenses & services	(67)	(43)
<b>TOTAL</b>	<b>(1,150)</b>	<b>(1,018)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

<sup>2</sup> Concession rent expenses are mainly incurred by AIG for the operation of Queen Alia Airport.

## // BREAKDOWN OF TAXES OTHER THAN INCOME TAXES

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
Territorial financial contribution	(71)	(54)
Property tax	(128)	(97)
Other taxes other than income taxes	(58)	(55)
Non-refundable taxes on safety expenditure	(59)	(57)
<b>TOTAL</b>	<b>(316)</b>	<b>(263)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

The increase in taxes other than income taxes is mainly due to the regularization of territorial financial contribution for the year 2018 and 2019 for an amount of €25 million, as well as an unfavorable basis effect compared to the year 2018 linked to the positive conclusion of litigations for an amount of €19 million.

## // BREAKDOWN OF OTHER OPERATING CHARGES

Other operating expenses include in particular the amount of fees for concessions, patents, licenses, rights and similar items, losses on bad debts and subsidies granted.

## 4.6 Trade payables and related accounts

Trade payables and related accounts are detailed below:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Operating payables	374	289
Accounts payable	305	301
<b>TOTAL</b>	<b>679</b>	<b>590</b>

## 4.7 Other receivables and prepaid expenses

The details of other receivables and prepaid expenses are as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Prepaid concession expenses < 1 year (i)	-	42
Advances and deposit paid on orders	19	12
Tax receivables	98	74
Receivables related to employees and social charges	2	2
Prepaid expenses	27	34
Other receivables (ii)	236	75
<b>TOTAL</b>	<b>382</b>	<b>239</b>

(i) Prepaid concession expenses only relate to Atatürk airport, operated by TAV Istanbul, whose activity was discontinued on 6 April 2019 (see note 2.2).

(ii) Other receivables include the current portion (€192 million) of compensation corresponding to the end of the TAV Istanbul concession (see note 2.2).

## 4.8 Other payables and deferred income

The details of other payables and deferred income are as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Advances and deposits received on orders	19	13
Employee-related liabilities	274	278
Tax liabilities (excl. current income tax)	89	64
Credit notes	34	28
Deferred income	165	138
Concession rent payable < 1 year	90	90
Debt related to the minority put option	14	38
Other debts	127	144
<b>TOTAL</b>	<b>812</b>	<b>793</b>

Deferred income are mainly related to Aéroports de Paris SA and consist mainly in:

- ◇ fixed rent revenue, i.e. €79 million as of 31 December 2019 (€78 million as of 31 December 2018);
- ◇ car park: subscription and reservation, i.e. €15 million as of 31 December 2019 (€14 million as of 31 December 2018).

The debt of the concession rent payables relate to TAV Airport for TAV Tunisia, TAV Macedonia, TAV Milas Bodrum and TAV Ege:

- ◇ TAV Tunisia: the concession fee is based on the annual revenue of Monastir and Enfidha airports on which a rate between 5% and 39% is applied;

- ◇ TAV Macedonia: the concession rent of TAV Macedonia is 15% of the annual income turnover until the number of passengers using the two airports (Skopje and Ohrid) reaches to 1 million, and when the number of passengers exceeds 1 million, this rent percentage shall change between 2% and 4% depending on the number of passengers;

- ◇ TAV Milas Bodrum and TAV Ege: the fixed concession rents are defined in the concession contract for the operation of international and domestic terminals of Milas Bodrum and Izmir Adnan Menderes airports (see note 8.2).

The debt related to the minority put option relates to TAV Airports for the minority interests in TAV Tunisia (see note 9.4.2).





## 4.9 Investment in associates and joint ventures

Since 1 January 2019, the share of profit or loss of associates and joint ventures is entirely disclosed under a line identified in the income statement, that fall within the operating income (see note 1.4).

Investments in companies over which the Group exercises significant influence or joint control are described below:

### International and airport developments:

**TAV Airports**, a joint venture of TAV Airports, 50% of whose shares were acquired in May 2018 and which operates Antalya International Airport.

**TGS and ATU**, 50%-owned joint ventures by TAV Airports, specialising in ground handling and duty-free respectively.

**Tibah Development and Tibah Operation**, respectively 33% and 51% owned and operating Medina Airport in Saudi Arabia.

**BTA Denizyollari**, 50% owned until 1 January 2019, and fully consolidated since that date following an additional acquisition (see Note 3.2.1).

**Royal Schiphol Group N.V (“Schiphol Group”)**, which operates Amsterdam Airport Schiphol, created with Aéroports de Paris SA a long-term industrial cooperation and capital 8% cross-equity investment agreement at the end of 2008 that created a leading alliance in the global airport industry. This industrial cooperation agreement between two of Europe’s leading airport groups for an initial duration of 12 years represents a bold strategic move that has generated significant mutual benefits for both companies in all their core areas of business.

**Sociedad Concesionaria Nuevo Pudahel**, joint-venture 45%-owned by ADP International, 40%-owned by Vinci Airports and 15%-owned by Astaldi, operating the concession of Santiago International Airport for a period of 20 years and with the objective to ensure the financing, design and construction of a new 175,000-square meter terminal.

**Société de gestion et d’exploitation de l’aéroport de Conakry (“Sogecac”)**, 29%-owned.

**Airport Terminal Operations LTD (“ATOL”)**, company whose main purpose is the management and operation of Sir Seewoosagur International Airport in Mauritius. Although holding only 10% of the capital of this company, ADP International actively participates in the governance as well as the financial and operational decision making policies of the company.

### Retail and services:

The Groupe ADP exercises a joint control on EPIGO. This company, 50%-owned, is intended to construct, operate and develop the fast food sale outlets in the terminals.

Transactions between Aéroports de Paris SA and EPIGO relate to:

- ◇ fees collected under the operational rights granted by Aéroports de Paris SA;
- ◇ rents for the occupation of sales areas.

Until 11 April 2019, the Retail and service sector also included result of the joint ventures **Société de Distribution Aéroportuaire** and **Relay@ADP**, fully consolidated since this date (see note 2.1).

### Real estate:

The main companies consolidated under equity method in the Real estate sector are the following:

**Coeur d’Orly Bureaux**, Aéroports de Paris is a 50%-co-investor of the Coeur d’Orly project for retail outlets and offices, along with Covivio ex Foncière des Régions.

**Transport Beheer and Transport CV**, companies which are 40%-owned along with Schiphol Group, with the objective to own an office building.

### 4.9.1 Share of profit or loss of associates and joint ventures

The amounts included in the income statement are broken down by sector as follows:

(in millions of euros)	2019	2018 <sup>1</sup>
<b>International and airport developments (i)</b>	<b>48</b>	<b>76</b>
<b>Retail and services (ii)</b>	<b>41</b>	<b>2</b>
<b>Real estate</b>	<b>1</b>	<b>3</b>
<b>Share of profit or loss in associates and joint ventures</b>	<b>90</b>	<b>81</b>

<sup>1</sup> Restated figures as described in note 1.4.

(i) In 31 December 2018, this amount includes the share of profit or loss in associates and joint ventures of AIG until 18 April 2018, equivalent to a loss of less than €1 million, and the profit recognized as part of the disposal of 9.5% of AIG shares for the total amount of €22 million.

(ii) In 31 December 2019, this amount includes the share of profit or loss in associates and joint ventures of SDA and Relay@ADP until 1 April 2019, equivalent to a loss of less than €1 million, and the profit recognized as part of the disposal of 50% of SDA and Relay@ADP shares for the total amount of €43 million (see note 2.1).

#### 4.9.2 Impairment tests on investments in associates and joint ventures

Investments in associates are tested for impairment when the Group identifies one or more indices of impairment likely to have an impact on the future estimated cash flows from these associates. An impairment loss is recognized if the recoverable value of the investment falls below its carrying value.

In 2019, the Group did not recognize the depreciation on investments in associates and joint ventures. As a reminder, in 2018, a provision for depreciation on international investments was recognized for €20 million.

#### 4.9.3 Breakdown of balance sheet amounts

The amounts relating to the stakes recognized with the equity method can be analysed as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
<b>International and airport developments</b>	<b>975</b>	<b>1,091</b>
<b>Retail and services</b>	<b>3</b>	<b>12</b>
<b>Real estate</b>	<b>30</b>	<b>32</b>
<b>Other activities</b>	<b>11</b>	<b>11</b>
<b>TOTAL INVESTMENT IN ASSOCIATES</b>	<b>1,019</b>	<b>1,146</b>

The goodwill recognized and included within the shares consolidated under the equity method above amounts to:

- ◇ €147 million for the International and airport developments sector, including €120 million for Schiphol, €22 million preliminary goodwill for TAV Antalya and €5 million for TGS;
- ◇ €3 million for the other activities sector.

#### 4.9.4 Changes in share of net assets

Changes in the Group's share of the net asset value of associates and joint ventures at the beginning and ending of the periods are as follows:

<i>(in millions of euros)</i>	<b>Net amount as at Jan 1, 2019</b>	<b>Share of net profit (loss) for the period</b>	<b>Change in consolidation scope<sup>1</sup></b>	<b>Change in translation adjustment reserves</b>	<b>Change in other reserves and reclassifications</b>	<b>Dividends paid<sup>2</sup></b>	<b>Net amount as at Dec 31, 2019</b>
<b>International and airport developments</b>	<b>1,091</b>	<b>48</b>	<b>-</b>	<b>(4)</b>	<b>(4)</b>	<b>(156)</b>	<b>975</b>
<b>Retail and services</b>	<b>12</b>	<b>41</b>	<b>(53)</b>	<b>-</b>	<b>3</b>	<b>-</b>	<b>3</b>
<b>Real estate</b>	<b>32</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3)</b>	<b>30</b>
<b>Other activities</b>	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11</b>
<b>TOTAL INVESTMENT IN ASSOCIATES</b>	<b>1,146</b>	<b>90</b>	<b>(53)</b>	<b>(4)</b>	<b>(1)</b>	<b>(159)</b>	<b>1,019</b>

<sup>1</sup> See note 2.1.

<sup>2</sup> Including the results of tax-transparent real estate companies.



#### 4.9.5 Summary Financial Information

The following accounting aggregates of Schiphol and TAV Antalya have been drawn up in accordance to IFRS as adopted by Europe, homogenized according to Group accounting policies.

<i>(in millions of euros)</i>	Schiphol		TAV Antalya	
	As at Dec 31, 2019	As at Dec 31, 2018	As at Dec 31, 2019	As at Dec 31, 2018
Tangible, Intangible assets and Investment property	5,791	5,240	470	558
Investments in associates	1,133	961	-	-
Other non-current financial assets	214	138	2	1
Deferred tax assets	69	96	29	29
<b>Non-current assets</b>	<b>7,207</b>	<b>6,435</b>	<b>501</b>	<b>588</b>
Inventories	-	-	2	2
Trade receivables	169	458	13	10
Other receivables and prepaid expenses	14	14	109	156
Cash and cash equivalents	155	387	16	86
<b>Current assets</b>	<b>338</b>	<b>859</b>	<b>140</b>	<b>254</b>
<b>TOTAL ASSETS</b>	<b>7,545</b>	<b>7,294</b>	<b>641</b>	<b>842</b>

<i>(in millions of euros)</i>	Schiphol		TAV Antalya	
	As at Dec 31, 2019	As at Dec 31, 2018	As at Dec 31, 2019	As at Dec 31, 2018
<b>Shareholders' equity - Group share</b>	<b>4,121</b>	<b>4,024</b>	<b>30</b>	<b>119</b>
Non-controlling interests	55	49	-	-
<b>Shareholders' equity</b>	<b>4,176</b>	<b>4,073</b>	<b>30</b>	<b>119</b>
Non-current debt	2,676	2,370	103	137
Provisions for employee benefit obligations (more than one year)	55	53	2	3
Other non-current liabilities	103	142	456	534
<b>Non-current liabilities</b>	<b>2,834</b>	<b>2,565</b>	<b>561</b>	<b>674</b>
Other current liabilities	527	403	15	14
Current debt	9	254	35	35
<b>Current liabilities</b>	<b>536</b>	<b>657</b>	<b>50</b>	<b>49</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>7,545</b>	<b>7,294</b>	<b>641</b>	<b>842</b>

<i>(in millions of euros)</i>	Schiphol		TAV Antalya	
	2019	2018	2019	2018
<b>Revenue</b>	<b>1,613</b>	<b>1,509</b>	<b>391</b>	<b>324</b>
<b>Operating income</b>	<b>390</b>	<b>368</b>	<b>237</b>	<b>277</b>
<b>Financial income</b>	<b>(84)</b>	<b>(90)</b>	<b>(42)</b>	<b>(56)</b>
Share of profit or loss in associates and joint ventures	102	97	-	-
<b>Income before tax</b>	<b>408</b>	<b>375</b>	<b>195</b>	<b>123</b>
Income tax expense	(73)	(90)	(45)	(32)
<b>Net income</b>	<b>335</b>	<b>285</b>	<b>150</b>	<b>91</b>
<b>Net income attributable to the Group</b>	<b>328</b>	<b>278</b>	<b>150</b>	<b>91</b>
Net income attributable to non-controlling interests	7	7	-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>329</b>	<b>290</b>	<b>150</b>	<b>91</b>

## NOTE 5 COST OF EMPLOYEE BENEFITS

Groupe ADP offers benefits to employees such as end-of-career indemnities and health coverage to some of its retiring employees. The main benefit plans are described below. These benefits are classified and accounted for in accordance with IAS 19 applicable since 1 January 2013 "Employee benefits".

### Post-employment benefits - Defined contributions plans

Defined contributions plans are post-employment benefit plans under which the Group's commitment is limited solely to the payment of contributions. The contributions paid are expensed in the period in which they occur.

### Post-employment benefits - Defined benefit plans

Defined benefit plans entail an obligation for the Group to pay an amount or a level of defined benefits. This obligation is recognized as a provision based on an actuarial estimate.

The measurement method used is the projected unit credit method. It consists in estimating the amount of future benefits acquired by employees in exchange for services rendered in the current and prior periods.

Estimates are performed at least once a year by an independent actuary. They rely on assumptions such as life expectancy, staff turnover, and wages forecasts. The discount rate used at year-end is based on first-class bonds of which the maturity date is close to that of the Group's commitments. When these plans are funded by external funding and meet the definition of plan assets, the provision is reduced by the fair value of plan assets.

This provision is broken down into:

- ◇ service costs: they are recognized in the operating income together with other staff expenses;

- ◇ net interest on the net defined liability (including interests from the plan's assets), which include the accretion expense of the liability and the implicit revenue of return on assets;

- ◇ re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, and the difference between the return on plan assets and interest income on plan assets (included in net interests). They are recognized immediately and fully in other comprehensive income (OCI).

In case of a plan amendment, a curtailment or a liquidation, past service costs are recognized immediately in income.

### Other long term employee benefits

Other long term employee benefits include items such as aeronautics industry long-service awards payable to employees of Aéroports de Paris SA, and the corresponding distinguished service bonuses. These are benefits of which the settlement date is expected to exceed 12 months after the end of the reporting period in which the employees render the related services. Measurement and accounting methods are similar to those used for defined benefit plans except for re-measurements that are recognized immediately in income, and not OCI (equity).

### Termination benefits

Termination benefits payable as a result of voluntary redundancy plan are recognized as a liability and expense at the earlier of the following dates:

- ◇ date on which the Group can no longer withdraw the offer of those benefits; or
- ◇ date on which the Group recognizes costs for restructuring that involves the payment of termination benefits.

Concerning the non-recurring elements, the expense is recognized as other operating income and expenses in the income statement. Actuarial hypotheses are presented in note 5.2.1.

## 5.1 Staff expenses and number of employees

Staff expenses can be analysed as follows:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Salaries and wages	(705)	(619)
Social security expenses	(298)	(264)
Salary cost capitalised	77	69
Employees' profit sharing and incentive plans	(40)	(42)
Net allowances to provisions for employee benefit obligations	36	(5)
<b>TOTAL</b>	<b>(930)</b>	<b>(861)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

Capitalised production which amounts to €77 million, represents mainly internal cost related to employees who are involved in construction projects of the company assets including studies, overseeing of construction activities and assistance to the contracting authority.

The Competitiveness Employment Tax Credit ("CICE"), deleted since the 1 January 2019. It amounted to €4 million as of 31 December 2018.

Change in allowances to provisions for employee benefit obligations is mainly explained by modifications on defined benefit plans (cf. note 2.3).



The average number of employees can be broken down as follows:

	2019	2018 <sup>1</sup>
<b>Average number of employees</b>	<b>26,122</b>	<b>22,797</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

The average number of employees of TAV Istanbul was 3,120 in 2018 and 618 from 1 January to 7 April 2019. This amount from discontinued activities is excluded of the total.

The average number of employees takes into account the takeover SDA and Relay@ADP on April 2019 (see note 3.2). If the transaction had taken place on 1 January, the average number of employees would have been 26,933.

## 5.2 Post-employment employee benefits and other long term obligations

### 5.2.1 Description of the various benefits

#### A. END-OF-CAREER INDEMNITIES

The Group offers end-of-career indemnities to employees entitled to assert their right to retire. Benefit paid is in the form of a capital in months of salary based on seniority within the Group at the date of the retirement leave. Employer contributions are due on this amount.

For TAV Airports, the computation of the fixed compensation for employees of entities operating in Turkey is performed in accordance with the existing labour law in Turkey. These indemnities are paid to employees who have completed one year of service and whose employment is terminated without cause or whose entity reaches the end of the concession or who retire, are called up for military service or die.

This year, the end date of the TAV Istanbul concession, initially scheduled on 2 January 2021 was brought forward to 6 April 2019. Consequently, several legal indemnities, considered as IAS 19 provision reversals, were paid in first half-year 2019. As of 31 December 2019, 48 employees of TAV Istanbul is still present within this entity. The IAS 19 commitment relating to these employees in respect of legal indemnities is therefore still in provision.

In addition to these legal indemnities recognized under IAS 19, TAV Istanbul has offered those employees additional support measures for the end of the concession: payment of not performed notice, payment of unused vacations, cooperation allowance and other contractual and discretionary bonuses.

#### B. HEALTH COVERAGE

Aéroports de Paris SA contributes to financing the contribution of two mutual insurance agreements covering two closed populations of employees who are currently retired.

The main risks identified are the risk of:

- ◇ increase in employers' contributions applicable to the financial participation of Aéroports de Paris SA;
- ◇ increase in medical costs incurred by the mutual, as they have an impact on the financial participation of Aéroports de Paris SA.

#### C. DEFINED BENEFIT PLAN

There are two defined benefit plans:

- ◇ a defined benefit plan - This plan is of additional type and relates to all employees;
- ◇ a supplementary pension plan - This annuity pension plan is of additional type and relates to all members of the PARDA Hors Escalé Pompiers scheme for firefighters.

Aéroports de Paris SA has closed these two supplemental defined benefits pension plans to new entrants since July 2019, and the rights of remaining eligible employees have been frozen as at 31 December 2019: then, Aéroports de Paris SA is compliant with the Ordinance n°2019-697 3 July 2019.

Aéroports de Paris SA provides additional pensions and has insurance contracts to support the management of annuity payments. Then, Aéroports de Paris SA is compliant with the law n° 2015-839 dated 9 July 2015 on minimum requirements for securing current annuities applicable to pension plans falling under article L. 137-II of the French Social Security Code.

In this context, Aéroports de Paris SA has opted for the Fillon tax on the premiums paid into the collective fund of the insurer (24%) for the defined benefit plan, and the tax on annuities paid by the insurer (32% for liquidations occurred from the 1 January 2013) for the second scheme.

#### D. OTHER BENEFITS

Aéroports de Paris SA provides other benefits to its employees generating a commitment:

- ◇ an early retirement scheme PARDA ("Protocole d'Accord de Régime de Départ Anticipée"): this early retirement scheme consists of paying income replacement benefits during a temporary period before retirement of fire-fighters as well as the corresponding social contributions and the Fillon tax of 50%;
- ◇ a long service award for its employees.



## 5.2.2 Breakdown of obligations under the various benefits

Breakdown of obligations, changes in assets and liabilities and reconciliation in the balance sheet, and in the income statement:

<i>(in millions of euros)</i>	Post-employment benefits					Total as at 31/12/2019	Total as at 31/12/2018
	Retirement Plan	Additional retirement benefits	PARDA	Long- service medals	Health cover		
Net Defined Benefit Asset / (Liability) as of the Prior Period End Date	355	76	13	2	47	493	468
(Cost / Profit) Recognised in P&L (excl Reimbursement Rights)	26	(37)	3	-	1	(7)	33
Remeasurement Gain / (Loss) Recognised in OCI (excl Reimbursement Rights) <sup>1</sup>	49	17	-	-	2	68	17
Employer Contributions	-	(3)	-	-	-	(3)	(3)
Disbursements Paid Directly by the Employer	(23)	(1)	-	-	(3)	(27)	(38)
Acquisition / Divestiture	3	-	-	-	-	3	-
Others adjustments	-	-	-	-	-	-	33
Currency Gain / (Loss)	(2)	-	-	-	-	(2)	(17)
<b>Net Defined Benefit Asset / (Liability) as of the Period End Date</b>	<b>408</b>	<b>52</b>	<b>16</b>	<b>2</b>	<b>47</b>	<b>525</b>	<b>493</b>
Defined Benefit Obligation as of the Prior Period End Date	355	76	13	2	47	493	468
Current Service Cost	22	3	3	-	-	28	24
Interest Cost on the DBO	7	1	-	-	1	9	9
Net Actuarial (Gain) / Loss	49	17	-	-	2	68	17
Disbursements from Plan Assets	-	(3)	-	-	-	(3)	(3)
Disbursements Directly Paid by the Employer	(23)	(1)	-	-	(3)	(27)	(38)
Past Service Cost - Plan Amendments	-	(40)	-	-	-	(40)	(2)
Past Service Cost - Curtailments	(3)	(1)	-	-	-	(4)	2
Acquisition / Divestiture	3	-	-	-	-	3	-
Others adjustments	-	-	-	-	-	-	33
Currency Gain / (Loss)	(2)	-	-	-	-	(2)	(17)
<b>Defined Benefit Obligation as of the Period End Date</b>	<b>408</b>	<b>52</b>	<b>16</b>	<b>2</b>	<b>47</b>	<b>525</b>	<b>493</b>

<sup>1</sup> The total actuarial losses generated on the pension obligation for €68 million is mainly due to the decrease of the discount rate higher than the decrease of the long-term inflation rate; furthermore, experience gains/losses (update of individual data) cancel each other out over all pension plans.



The flows explaining the changes in provision are as follows:

<i>(in millions of euros)</i>	Present value of employee benefit obligation	Fair value of plan assets	Net actuarial liability
<b>As at Jan 1, 2018</b>	<b>468</b>	<b>-</b>	<b>468</b>
Service costs for the period	33	-	33
Interest costs	(17)	-	(17)
Actuarial gain/(loss) in the period	17	-	17
Cash flows:			
Payments to beneficiaries	(38)	-	(38)
Contributions paid	(3)	-	(3)
Other changes	33	-	33
<b>As at Dec 31, 2018</b>	<b>493</b>	<b>-</b>	<b>493</b>
Service costs for the period	28	-	28
Interest costs	9	-	9
Actuarial gain/(loss) in the period	68	-	68
Reduction/curtailment	(44)	-	(44)
Change in consolidation scope	3	-	3
Cash flows:			
Payments to beneficiaries	(27)	3	(24)
Contributions paid	(3)	(3)	(6)
Payments received from third parties	-	-	-
Other changes	(2)	-	(2)
<b>AS AT DEC 31, 2019</b>	<b>525</b>	<b>-</b>	<b>525</b>

### 5.2.3 Assumptions and sensitivity analysis

The main assumptions used are as follows:

<b>As at Dec 31, 2019</b>	<b>France</b>	<b>Turkey</b>	<b>Jordan</b>
Discount rate / Expected rate of return on plan assets	0.70%	11.70%	5.60%
Inflation rate	1.60%	8.20%	2.50%
Salary escalation rate (inflation included)	1.60% -3.40%	9.20%	3,20%
Future increase in health care expenses	2,50%	N/A	N/A
Average retirement age	62 -65 years	51-52 years	55-60 years

<b>As at Dec 31, 2018</b>	<b>France</b>	<b>Turkey</b>	<b>Jordan</b>
Discount rate / Expected rate of return on plan assets	1.50%	18.00%	5.60%
Inflation rate	1.75%	10.0%	2.50%
Salary escalation rate (inflation included)	1.75% -3.55%	11.0%	3,20%
Future increase in health care expenses	2,50%	N/A	N/A
Average retirement age	62 -65 years	51-52 years	55-60 years

*For the rates used in France:*

The rate used for discounting the commitment is representative of the rate of return for first-class bonds in euros with duration comparable to those of the commitments involved (weighted average duration of 12.0 years).

*Mortality assumptions used are those defined by:*

- ◇ mortality tables of men/women INSEE prospective 2007-2060 on the service period of beneficiaries; and
- ◇ generational tables of men/women TGH05-TGF-05 on the annuity phase.

The table below shows the sensitivity of the commitment to the main actuarial assumptions:

<i>(in millions of euros)</i>	Low assumption	Impact on present value of obligation at 31/12/2019	High assumption	Impact on present value of obligation at 31/12/2019
Drift in medical costs	-1.00%	(5)	1.00%	5
Discount rate / Expected rate of return on plan assets	-0.50%	30	0.50%	(27)
Mortality rate	-1 year	4	+1 year	(4)
Salary escalation rate (inflation included)	-0.50%	(21)	0.50%	23

<i>(in millions of euros)</i>	Low assumption	Impact on present value of obligation at 31/12/2018	High assumption	Impact on present value of obligation at 31/12/2018
Drift in medical costs	-1.00%	(5)	1.00%	5
Discount rate / Expected rate of return on plan assets	-0.50%	28	0.50%	(26)
Mortality rate	-1 year	4	+1 year	(4)
Salary escalation rate (inflation included)	-0.50%	(19)	0.50%	20

### 5.3 Provisions for employee benefit commitments on the balance sheet

Provisions for employee benefit obligations have evolved as follows on the liabilities of the balance sheet:

<i>(in millions of euros)</i>	2019	2018
<b>Provisions as at 1 January</b>	<b>493</b>	<b>468</b>
<b>Increases</b>	<b>108</b>	<b>66</b>
Operating allowances	28	24
Financial allowances	9	9
Recognition of actuarial net losses	68	17
Increase due to changes in consolidation scope	3	-
Other changes	-	16
<b>Decreases</b>	<b>(76)</b>	<b>(41)</b>
Provisions used	(30)	(41)
Recognition of actuarial net gains	-	-
Reduction/curtailment	(44)	-
Other changes	(2)	-
<b>Provisions at 31 December</b>	<b>525</b>	<b>493</b>
Non-current portion	511	484
Current portion	14	9

#### 5.3.1 Best estimate of the contributions to be paid

The amount of contributions that the Group believes will need to be paid for the defined benefits plans on the assets side in 2019 is not significant.



## NOTE 6 INTANGIBLE ASSETS, TANGIBLE ASSETS AND INVESTMENT PROPERTY

### 6.1 Intangible assets

Intangible assets include:

- ◇ airports operation rights (see note 6.1.1);
- ◇ goodwill generated by business combinations in accordance with the principles outlined in note 3.1;
- ◇ patents and licenses;
- ◇ contractual relationships;
- ◇ computer software;

- ◇ right of way servitudes.

The identifiable intangible assets acquired in a business combination are measured at fair value. Intangible assets acquired or produced outside of a business combination are measured initially at their historic cost in accordance with IAS 38, Intangible assets.

Intangible assets are depreciated using the straight-line method according to their estimated useful life and estimated traffic:

Software	4 to 10 years
Patent and licenses	4 to 10 years
Airport operation right <sup>1</sup>	Concession agreement period and traffic
Right of way servitudes	15 years

<sup>1</sup> See note 6.1.1.

Intangible assets are detailed as follows:

<i>(in millions of euros)</i>	Goodwill <sup>1</sup>	Airport operation right <sup>2</sup>	Software	Other	Fixed assets in progress, related advances & prepayments	Total
Gross value	206	2,938	351	700	37	4,232
Accumulated amortisation & depreciation	(7)	(165)	(261)	(239)	-	(672)
<b>Carrying amount as at Jan 1, 2019</b>	<b>199</b>	<b>2,773</b>	<b>90</b>	<b>461</b>	<b>37</b>	<b>3,560</b>
Purchases	-	120	6	-	37	163
Depreciation and Amortisation, net of reversals	(12)	(167)	(30)	(66)	-	(275)
Changes in consolidation scope	2	-	-	(152)	-	(150)
Translation adjustments	1	7	-	-	-	8
Transfers to and from other headings	-	5	39	-	(46)	(2)
<b>Carrying amount as at 31 December 2019</b>	<b>190</b>	<b>2,738</b>	<b>105</b>	<b>243</b>	<b>28</b>	<b>3,304</b>
Gross value	209	3,071	393	317	28	4,018
Accumulated amortisation & depreciation	(19)	(333)	(288)	(74)	-	(714)

<sup>1</sup> See note 6.1.2.

<sup>2</sup> See note 6.1.1.

Variation between 01/01/2019 and 31/12/2019 of other intangible assets is mainly due to:

- ◇ the disposal of the remaining operating right from TAV Istanbul for €279 million (cf. significant events);
- ◇ the recognition of an intangible asset due to the renegotiation of minimum payments to be made to the grantor under the concession contracts of Monastir and Enfidha; and

- ◇ the recognition of an intangible asset corresponding essentially to the leasehold right of SDA and Relay@ADP which, as a result of the takeover, was re-acquired by Aéroports de Paris SA. This lease right is amortised over the lease term (until 2022).

The net amount of transfers from other headings relates in particular to the assets reclassification in progress as intangible assets.

18

## 6.1.1 Airport operation rights

Under the terms of IFRIC 12 Service Concession Arrangements, a concession operator has a twofold activity, for which revenue is recognized in accordance with IFRS 15:

- ◊ a construction activity in respect of its obligations to design, build and finance a new asset that it delivers to the grantor: revenue is recognized in progression;
- ◊ an operating and maintenance activity in respect of concession assets;

in return for its activities, the operator receives remuneration either from:

**The users - intangible asset model:** The Group recognizes an intangible asset arising from a service concession agreement when it receives a right (a license) to charge the public service users. In this model, the right to receive a remuneration is recognized as an intangible asset and is accounted at fair value at initial recognition. This right corresponds to the fair value of the concession sold. Subsequent to initial recognition the intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses.

The estimated useful life of an intangible asset in a service concession arrangement is the period from when the Group is able to charge the public for the use of the infrastructure to the end of the concession

period. Amortisation of airport operation right is calculated based on units of production method over passenger figures for all airports except Monastir and Enfidha Airport for which the amortisation is calculated on a straight-line basis over the concession period, as traffic forecasts could not be estimated reliably.

**The grantor - financial asset model:** The Group holds an unconditional contractual right to receive payments from the grantor, independently of the user attendance of the airport. In this model, the activity of the concessionaire lead to the recognition of a financial asset giving right to interests. In balance sheet, these financial assets are classified under "Other financial assets" and are initially recognised at fair value. Subsequently, the financial assets are accounted for at amortised costs and recovered according to the lease payments received from the grantor. The income computed based on the effective interest rate is accounted for as operating revenue.

The Group applies the financial asset model to the concession agreement signed between TAV Esenboga and the DHMI which terminates in May 2023. The financial asset was initially recognized at fair value. As at 31 December 2019, the current part of this financial asset amounts to €22 million and the non-current part amounts to €63 million (see note 9.5.1 Liquidity risks).

Movements in airport operating rights are as follows:

<i>(in millions of euros)</i>	Izmir Adnan Menderes International Airport	Tbilisi and Batumi International Airport	Monastir and Enfidha International Airport	Skopje and Ohrid International Airport	Milas- Bodrum Airport	Queen Alia International Airport	Other	Total
	December 2032	February 2027 and August 2027	May 2047	March 2030	December 2035	November 2032		
<b>End of contract date</b>								
Gross value	619	373	415	105	444	919	63	2,938
Accumulated amortisation & depreciation	(37)	(40)	(20)	(10)	(6)	(46)	(6)	(165)
<b>Carrying amount as at Jan 1, 2019</b>	<b>582</b>	<b>333</b>	<b>395</b>	<b>95</b>	<b>438</b>	<b>873</b>	<b>57</b>	<b>2,773</b>
Purchases	-	-	79	-	-	41	-	120
Transfers to and from other headings	3	-	-	-	-	2	-	5
Depreciation and Amortisation, net of reversals	(28)	(32)	(13)	(7)	(22)	(60)	(5)	(167)
Translation adjustments	-	(14)	-	-	-	21	-	7
<b>Carrying amount as at 31 December 2019</b>	<b>557</b>	<b>287</b>	<b>461</b>	<b>88</b>	<b>416</b>	<b>877</b>	<b>52</b>	<b>2,738</b>
Gross value	622	357	495	105	444	984	64	3,071
Accumulated amortisation & depreciation	(65)	(70)	(34)	(17)	(28)	(107)	(12)	(333)



The main features of concession agreements concerning Izmir Adnan Menderes International Airport, Tbilissi and Batumi International Airport, Monastir and Enfidha International Airport, Skopje and Ohrid International Airport and Milas Bodrum Airport are as follows:

- ◆ the fee schedule is defined in the concession agreements and price increases are subject to agreement by the grantor;
- ◆ the remuneration is paid by users and airlines;
- ◆ no grant or guarantee is given by the concession grantor;
- ◆ infrastructures are returned to the grantor with no consideration at the end of the contract.

BOT (Build - Operate - Terminate) and BTO (Build - Transfer - Operate) operations and management contracts include the following activities:

- ◆ **terminal and airport services**, which includes passenger, ramp and check-in counter services and services for parking-apron-taxi ways (for airport operations). A fee is charged to each airline based on the number of passengers that utilise the airport, based on the number of aircrafts that utilise ramps and runways and based on the number of check-in counters utilised by the airlines;
- ◆ **duty free goods** - The Group has the right to manage duty free operations within the terminals which the Group entities operate. Duty free shopping is available to both arriving and departing passengers. The duty free shops are subcontracted either to Group's joint ventures or to other companies in exchange for a commission based on sales;
- ◆ **catering and airport hotel services** - The Group has the right to manage all food and beverage operations within the terminals both for the passengers and the terminal personnel. The Group subcontracts certain food and beverage operations in exchange for a commission based on sales;
- ◆ **area allocation services** - As a lessor, the Group leases office space in the airport terminal including the offices leased to the airlines for ticket office and banks;
- ◆ **ground handling** - The Group has the right to provide all ground handling operations for domestic and international flights under the Civil Aviation Legislation License (traffic, ramp, flight operation, cargo, etc.);
- ◆ **other activities** operated by the Group under these concession agreements include security services within the domestic terminals, bus and car parking services, software and system services, lounge services, airline taxi services.

The main features of concession agreements of Queen Alia International Airport (AIG) are as follows:

- ◆ the tariff regulation applicable to the concessionaire, concerning airport fees and other charges, is included in the concession agreement

(Rehabilitation, Expansion and Operation Agreement). The aeronautical tariffs can only be increased by inflation, with the conditions of adjustment provided for in the concession contract;

- ◆ the users and the airlines are at the origin of the remuneration of the contracts;
- ◆ subsidies were granted by the grantor as part of acceleration measures related to the construction contract. No warranty from the grantor is provided in the contracts;
- ◆ the infrastructures are returned to the grantor at the end of the concession without compensation.

#### IMPAIRMENT LOSS TEST OF AIRPORT CONCESSIONS:

As indicated in the highlights of the year (see note 2.5), the restructuring agreement relating to TAV Tunisia's bank debts is being finalized (signature expected in early 2020). As a result, Groupe ADP performed an impairment test on airport operations rights concerning Tunisian concessions, taking into account the residual duration of the concession (May 2047) and the assumption of debt restructuring in 2020. The recoverable amount being higher than the book value of the tunisian concession, no impairment loss was recognised for TAV Tunisia as a result of the test. According to the sensitivity analysis, an increase of 100 basis points in the discount rate would not question the result of the impairment test.

#### 6.1.2 Goodwill

Goodwill is not amortizable. In compliance with IAS 36, Impairment of assets, goodwill is subject to an annual impairment test or more frequently if there is objective evidence that an impairment loss has been incurred. An impairment loss is recognized if the recoverable value falls below its carrying value. Impairment loss are irreversible.

As of 31 December 2019, the goodwill relates mainly to TAV Airports Holding for €125 million and AIG for €44 million.

#### IMPAIRMENT LOSS TEST OF GOODWILL

No impairment was recorded on the Goodwill of TAV Airports Holding and AIG. Sensitivity analysis show that an increase of 100 basis points in discount rates would not result in an impairment loss on these Goodwill.

With regard to Hub One Mobility, Market slowdown on Hub One mobility solutions, in particular in the large retail sector, have conducted to a significant decrease of Hub One Mobility revenues and profitability forecasts. As a consequence an impairment of all the residual goodwill related to this entity has been recognized for €12 million in 2019.



## 6.2 Tangible assets

The identifiable tangible assets acquired in a business combination are measured at fair value from the date of the business combination. Tangible assets acquired or produced outside of a business combination are recognized at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an asset produced by the Group itself includes exclusively direct labor costs.

Subsequent costs are included in the asset's carrying amount when it is probable that these costs generate future economic benefits and can be reliably measured. Current maintenance costs are recorded when they are incurred.

The borrowing costs are capitalised for eligible assets according to IAS 23.

Since 1 January 2019, The Group as a lessee holds lease contracts related to real property and vehicles covered by IFRS 16 "Leases". Assets related to the right of use are classified as property, plant and equipment (see Note 6.2.1).

As part of the CRE 2016-2020 signed with the French State, the Group pursues an investment program on the regulated scope (see note 4.2.1 which defines the term "regulated scope"), which must comply with the effective implementation of an investment allowance of €2,978 million over the period as well as an investment calendar constraint.

Depreciable tangible assets, which have been purchased outright or under finance lease agreements, are depreciated using the straight-line method according to their estimated useful life:

Airport terminal and underground car park buildings	30 to 60 years
Non-terminal buildings	20 to 50 years
Development/layout of terminal and non-terminal buildings	10 to 20 years
Land development	20 years
Turning areas, aprons, bridges, tunnels, roads	10 to 50 years
Baggage handling facilities/equipment	10 to 20 years
Airbridges	20 to 25 years
Safety and security facilities/equipment	5 to 20 years
Computer hardware	5 years

The residual value and useful life of an asset are reviewed at least at each financial year end and adjusted if appropriate, in order to reflect the foreseen usage period.

When it is probable or highly probable that an asset or a group of asset will be recovered principally through a sale transaction rather than through continuing use, the asset or the group of asset is reclassified on a separate line in the balance sheet, Non-current assets held for sale. Non-current assets or disposal groups that are classified as held for sale are measured at the lower carrying amount and fair value less costs to sell and the carrying amount is no longer amortized. A tangible asset is derecognized when withdrawn or when no future economic benefit

is expected from its use or disposal. Any gain or loss resulting from derecognition of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement (disclosed in a separate line "Other operating income and expenses").

In accordance with IFRS 5, in the event of discontinuation of operations, assets intended to be scrapped or abandoned are not classified as assets held for sale. When non-current assets are discontinued during the year, the results and cash flows are presented as those of a discontinued operation when they meet the criteria for a discontinued operation (see note 12).



Property, plant and equipment are detailed as follows:

<i>(in millions of euros)</i>	Land and improvements of land	Buildings	Plant and equipment	Right-of-use assets <sup>1</sup>	Other	Fixed assets in progress, related advances & prepayments	Total
Gross value	74	11,329	508	51	644	1,265	13,871
Accumulated amortisation & depreciation	(17)	(5,815)	(326)	-	(390)	-	(6,548)
<b>Carrying amount as at Jan 1, 2019<sup>2</sup></b>	<b>57</b>	<b>5,514</b>	<b>182</b>	<b>51</b>	<b>254</b>	<b>1,265</b>	<b>7,323</b>
Purchases	-	3	43	57	24	1,019	1,146
Disposals and write-offs	-	-	(2)	(1)	(3)	-	(6)
Depreciation and Amortisation	(1)	(424)	(48)	(12)	(88)	-	(573)
Changes in consolidation scope	-	-	34	-	9	7	50
Translation adjustments	-	(1)	-	-	(1)	-	(2)
Transfers to and from other headings	1	920	15	-	32	(976)	(8)
<b>Carrying amount as at 31 December 2019</b>	<b>57</b>	<b>6,012</b>	<b>224</b>	<b>95</b>	<b>227</b>	<b>1,315</b>	<b>7,930</b>
Gross value	75	12,095	652	106	490	1,315	14,733
Accumulated amortisation & depreciation	(18)	(6,083)	(428)	(11)	(263)	-	(6,803)

<sup>1</sup> See note 6.2.1.

<sup>2</sup> After first application of IFRS 16 (see note 1.3).

The net amount of transfers from other headings mainly concerns the assets reclassification in progress as tangible assets. This reclassification focuses in particular on the following implemented items:

- ◆ the completion of the Orly 3 junction building, located between Orly 2 (formerly Orly West) and Orly 4 (formerly Orly South);
- ◆ the renovation of Orly runway 3;
- ◆ the extension of the Golf areas and the compliance of the LGN-LJS bend at Orly;
- ◆ the bringing the rainwater treatment systems at CDG up to standard;
- ◆ the redevelopment of road accesses in CDG;
- ◆ the resumption of waterproofing and the reinforcement of the bridge n°2 under runway 3 at Orly;

- ◆ the rehabilitation of the RER station CDG1 in Roissy-pôle;
- ◆ the first phase of the project to extend the India areas in CDG;
- ◆ the completion of the construction of a departure baggage sorter under Hall L of Terminal 2E (TDS3);
- ◆ the construction of an AFMAE apprentice training center;
- ◆ the resumption of the satellite facades in Terminal 1;
- ◆ the overhaul of the atmosphere in Hall L of Terminal 2E.

The borrowing costs capitalised as of 31 December 2019 in according to IAS 23 revised amounted to €13 million, based on an average capitalization rate of 2,26%.

## 6.2.1 IFRS 16 Lease contracts, Groupe ADP as Lessee

The Group applies IFRS 16 "Leases" with effect from January 1, 2019. This standard requires for each lease agreement in which the Group is a lessee, with some exceptions, the recognition of an asset related to the right of use for lease contracts previously classified as operating leases pursuant to IAS 17 and a lease debt equivalent to the present value of the remaining payments of the lease. The Group discounts the lease obligations of the contracts at the marginal borrowing rate taking into account the remaining term of the contracts at the date of first application of the standard. The options selected by the Group for the transition are described in Note 1.3.

The Group assesses whether a contract is a lease under the new IFRS 16 standard at the contract's inception. This valuation requires the exercise of judgment to assess whether the contract relates to a specific asset, and if the Group obtains substantially all the economic benefits associated with the use of the asset and has the ability to control the use of that asset.

Contracts on the scope of this standard mainly concern real estate and vehicles lease contracts.

In accordance with the provisions of the standard, the Group has chosen to use the two practical expedients offered to to lease agreements and not apply IFRS 16 restatement to contracts which:

- ◇ the underlying asset is of low value; the Group has adopted €5,000 as a threshold;
- ◇ the initial duration of the contract is less than or equal to 12 months.

The right of use related to lease contracts restated according to IFRS 16 are included in tangible fixed assets and the lease debt is included in the other depts and deferred income for the part less than one year, and in non-current dept for the part higher than one year (see note 9.4.1). Interest expense on lease obligations is presented in the financial result in Note 9.3.

The assets related to the use right are detailed as follows:

<i>(in millions of euros)</i>	Land and improvements of land	Buildings	Plant and equipment <sup>1</sup>	Other	Total
<b>Carrying amount as at Jan 1, 2019<sup>2</sup></b>	<b>7</b>	<b>38</b>	<b>6</b>	<b>-</b>	<b>51</b>
Purchases	42	13	2	-	57
Disposals and write-offs	-	(1)	-	-	(1)
Depreciation and Amortisation	(3)	(6)	(3)	-	(12)
<b>Carrying amount as at 31 December 2019</b>	<b>46</b>	<b>44</b>	<b>5</b>	<b>-</b>	<b>95</b>
Gross value	49	49	8	-	106
Accumulated amortisation & depreciation	(3)	(5)	(3)	-	(11)

<sup>1</sup> Including vehicles.

<sup>2</sup> After first application of IFRS 16 (see note 1.3).



## 6.3 Investment property

Investment properties are real estate (land, building, building complex or part of one of these elements) whether held in full ownership or through a ground lease contract and to be leased to third parties and / or in the prospect of a capital gain.

Investment properties are defined as opposed to buildings occupied by Aéroports de Paris for its own needs (head offices, administrative buildings or operating buildings.) Those buildings are valued in the balance sheet under the item Tangible fixed assets.

Vacant buildings that are not intended to be used by Aéroports de Paris for its own needs are treated as investment properties.

If more than half of a building areas meet the definition of investment properties, then the whole building is considered as an investment property.

Investment properties appear on a specific line of the balance sheet and, as allowed by IAS 40, are valued using the historical cost method, that is to say their cost diminished by the accumulated depreciation and cumulative impairment losses. Such buildings are depreciated on a straight-line basis over their use duration ranging from 20 to 50 years.

Investment properties fair value, which is indicated in note 6.3.2, is annually assessed by independent real estate appraisal firms for almost 100% of its total value (excluding land reserves):

- ◇ all buildings that are not used by Aéroports de Paris for its own needs have been valued on the Paris-Orly, Paris-Charles de Gaulle and Paris-Le-Bourget platforms;
- ◇ ground leases are valued by external appraisers except those located on General Aviation Aerodromes that were internally appraised by rents capitalization;
- ◇ development projects (through direct investment or through ground lease) are externally valued as soon as a pre-leasing contract or a firm

contract with a building contractor is signed even under suspensive conditions. The valuation of the projects land is maintained in the land reserves until the asset is delivered. A discount rate is applied in order to assess the risk of not obtaining the building permit during the appeal period. If the project is held in full property, the retained method is to assess the property as delivered and rented, then to subtract all the unpaid costs (residual work, marketing, free rents) from this value;

- ◇ the valuation of land reserves is internally carried out and results from a differentiation of plots by destination into five categories according to their mutability period (immediately available reserves, under aeronautical constraints, evolution of PLU, mutable in the short term after demolition / depollution and under commercial and technical constraints). It results from the product of their theoretical market value per square meter by the area in square meters available or from capacity studies when they exist, to which a discount is applied corresponding to the regulatory and environmental risk likely to impact the value of the property portfolio ADP. The discount rate applied to cash flows corresponds to the cost of capital of Aéroports de Paris SA plus a risk premium in order to take into account the cost of carrying the land before it is used. Analysis of investment property;
- ◇ lease contracts (where Groupe ADP is a lessor) are analysed according to IFRS 16 "Leases" in order to determine whether they are operating leases or finance leases and taking into account separately the building and land components. Under finance lease agreements, the asset sold is then written off from the balance sheet and a financial receivable is recorded for the present value of fixed payments. Result of disposal of assets is recognized in current operating income.

### 6.3.1 Analysis of investment property

Investment property is detailed as follows:

<i>(in millions of euros)</i>	Land, improvements of land and substructure	Buildings	Fixed assets in progress, related advances & prepayments	Total
Gross value	118	627	84	829
Accumulated amortisation & depreciation	(58)	(262)	-	(320)
<b>Carrying amount as at Jan 1, 2019</b>	<b>60</b>	<b>365</b>	<b>84</b>	<b>509</b>
Purchases and change in advances and prepayments	-	14	14	28
Depreciation and Amortisation	(2)	(19)	-	(21)
Transfers to and from other headings	1	47	(54)	(6)
<b>Carrying amount as at as at 31 December 2019</b>	<b>59</b>	<b>407</b>	<b>44</b>	<b>510</b>
Gross value	119	695	44	858
Accumulated amortisation & depreciation	(60)	(288)	-	(348)

### 6.3.2 Fair value of investment property

External valuations led to the main immediate returns on investments properties presented below:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018 restated</b>	<b>As at Dec 31, 2018</b>	<b>Rate of immediate return</b>
<b>Buildings</b>				
Offices Paris-Charles de Gaulle	392	370	382	4,4% -9,0%
Cargo Paris-Charles de Gaulle	227	212	329	5,4% -10,0%
Hangars Paris-Charles de Gaulle	92	91	91	5,2% -13,0%
Hotels/shops Paris-Orly and Charles de Gaulle	64	48	48	4,0% -6,5%
Hangars/freight Paris-Orly	72	52	140	9,3% -11,5%
Activity Paris-Orly and Charles de Gaulle	137	133	28	7,0% -12,0%
Paris-Le Bourget	132	129	129	7,25% -13,25%
<b>TOTAL OF EXTERNAL RENTED BUILDINGS</b>	<b>1,116</b>	<b>1,035</b>	<b>1,147</b>	
<b>Ground leases</b>				
Offices Paris-Charles de Gaulle	73	69	93	6,0% -7,5%
Cargo Paris-Charles de Gaulle	555	519	345	6,0% -8,0%
Hangars Paris-Charles de Gaulle	59	48	115	8,0% -10,0%
Hotels/shops Paris-Orly and Charles de Gaulle	292	272	238	4,0% -6,5%
Hangars/freight Paris-Orly	98	93	44	13,0% -16,0%
Logistic/activity Paris-Orly and Charles de Gaulle	149	148	202	6,0% -9,0%
Paris-Le Bourget and AAG	134	134	134	5,75% -7,90%
<b>TOTAL OF EXTERNAL GROUND LEASES</b>	<b>1,360</b>	<b>1,283</b>	<b>1,171</b>	
<b>TOTAL OF LAND RESERVES</b>	<b>409</b>	<b>306</b>	<b>306</b>	
<b>TOTAL OF INVESTMENT PROPERTY</b>	<b>2,885</b>	<b>2,624</b>	<b>2,624</b>	

Investment properties fair value amounts to €2,885 million as of 31 December 2019 compared to €2,624 million as of 31 December 2018, growing by almost 10%.

At constant scope and excluding new projects, the value increases by 8%.

#### RENTED BUILDINGS AND GROUND LEASES

The coverage rate of valuations conducted by external appraisers is close to 100%. These appraisals were carried out by a group of independent real estate experts from the following firms:

- ◇ CBRE Valuation;
- ◇ Cushman & Wakefield Valuation & Advisory;
- ◇ Crédit Foncier Expertises.

Property experts use for their assessments (i) confidential data communicated by the Group (such as rental statements) and (ii) appropriate assumptions, including discount or capitalization rates, market rental values and tenants discounts.

The fair value of buildings not used for Aéroports de Paris' own needs, including their right-of-way, amounts to €1,116 million and increases by €81 million compared to 2018. This increase is mainly due to a downward trend in rates on office assets at the continuation of a compression of rates on the assets of the Cargo zone and the progress of works on the projects under construction of the SC4 and DHL freight stations. The delivery of the fully owned Inside Méliá hotel and the resumption of aircraft maintenance activity in the Orly Industrie Zone also contributed to an increase in the value at the end of 2019.

In addition, the year was marked by a healthy trend in the logistics sector with a strong investor appetite for this activity justifying a drop in rates from 20 to 50 bps.

Ground leases fair value amounts to €1,360 million, representing an increase in growth by 6.1%. This is partly explained by a perimeter effect for nearly €23 million valued this year by real estate experts of land leased on the Paris-Charles de Gaulle platform, which weren't in 2018, a further rate compression on land assets in the Cargo zone and the signing of contracts for new equipment areas within the Fedex Hub combined with lower rates.

#### LAND RESERVES

The value of land reserves increased by €103 million to €409 million in 2019. The main components of their development are detailed as follows:

- ◇ an impact from surfaces of nearly €30 million. Although they globally remain stable, transfers of mutable reserves in the short term and under strong aeronautical constraints to immediately available reserve. Furthermore, some of them, under the effect of a better understanding of the rights to build thanks to the carrying out of capacity studies, allowed us to increase their value;
- ◇ new 2019 projects increase the value of reserves by around €53 million. These are a hotel complex project in the Cœur d'Orly district, the construction project for a tertiary campus in Paris Orly and the developments envisaged in the City of Bonneuil;



- ◇ a progress of projects that already existed in 2018 leads to an increase in net valuation of €19 million. An increase of the value by almost €40 million, corresponding to plots intended to receive new projects (notably freight stations, hotels south of Aeroville and the RoissyPole Ouest district, and an office building within Coeur d'Orly), and a decrease by €20 million following the deliveries of Ininside Melia, Moxy, Loxam and Grand Frais projects that come out of land reserves.

In 2019, the Group proceeded to a more precise classification of assets by nature and by zone generated several movements of values from one asset category to the other, for rented buildings and ground leases. In order to compare more easily, 2018 figures have been retreated according to the same classification, and disclosed in the column "As at Dec 31, 2018 restated".

Moreover, the Fedex land value in Charles de Gaulle that was classified in the category "Buildings" in 2018, has been reclassified and is part of the category "Ground leases" in 2019 and in the column "As at Dec 31, 2018 restated" (reclassification amounting to €112 million).

### VALUATION HYPOTHESES AND SENSITIVITY ANALYSES

Considering the limited available public data, the complexity of the real estate assets and the fact that real estate experts use for their valuation (i) the Group's confidential rent reports, (ii) non-observable published data e.g. rent increase rates forecasts or capitalization rates; the Group considered the classification under level 3 of these assets to be best suited (see note 9.5.2 regarding fair value hierarchy).

A combined variation of +25 to +75 basis points in the discount rates and the rate of return on resale, applied to the entire portfolio of investment properties, would decrease by €82 million (or -3%) at €233 million (or -10%) the value of property excluding transfer taxes and costs (excluding development assets and land reserves or assets accounted for using the equity method).

### 6.3.3 Additional information

The 3<sup>rd</sup> article of the law n° 2005-357 promulgated on the 20 of April 2005 provides that, in the event of a partial or total closure of one of the aerodromes operated by Groupe ADP, a percentage of at least 70% of the difference existing between, firstly, the market value at that date of the buildings situated within the enclosure of that aerodrome that are no longer used for the airport public service and secondly, the value of those buildings on the date on which they were allocated to the airport plus the associated costs. Their rehabilitation and the closure of airport facilities is paid to the State.

The relevant buildings and fields are mentioned in the article 53-1° of Aéroports de Paris' specifications and appear in the blue area on the maps provided in the specifications, whereas buildings and fields appear in the grey area.

Those provisions apply in the case where Groupe ADP decides that a building or a field is no longer used for the airport public service.

## 6.4 Impairment of intangible, tangible and investment properties

Intangible assets, property, plant and equipment and investment properties are tested for impairment when the Group identifies indices of impairment.

For intangible assets with an indefinite useful life, a test is performed at least once a year and whenever an indication of impairment appears. For land that is assumed non-depreciable, it is tested for impairment if there is an indication of impairment.

Intangible assets, property, plant and equipment and investment properties are tested at the level of the relevant asset group determined in accordance with the requirements of IAS 36. In the case where the recoverable amount is less than net book value, an impairment loss is recognized for the difference between these two amounts. The recognition of an impairment loss results in a review of the base and the schedule of amortization/depreciation of the assets concerned.

In accordance with IAS 36, the criteria used to assess impairment indicators may include underperformance, a decrease in traffic, a significant change in market data or the regulatory environment, or obsolescence or material deterioration not initially foreseen in the amortization/depreciation plan.

Impairment losses on property, plant and equipment or intangible assets may be reversed later if the recoverable amount becomes higher than the net book value. The value of the asset after reversal of the impairment loss is capped at the carrying amount that would have been determined net of amortization if no impairment loss had been recognized in prior years.

18

The Group has not observed any significant impairment losses, regarding impairment tests related to airport concessions see note 6.1.1 and for goodwill see note 6.1.2.



## NOTE 7 EQUITY AND EARNINGS PER SHARE

### 7.1 Equity

Equity breaks down as follows:

<i>(in millions of euros)</i>	Share capital	Share premium	Treasury shares	Retained earnings	Other equity items	Group share	Non-controlling interests	Total
<b>AS AT DEC 31, 2019</b>	<b>297</b>	<b>543</b>	<b>-</b>	<b>4,341</b>	<b>(149)</b>	<b>5,032</b>	<b>975</b>	<b>6,007</b>

#### 7.1.1 Share capital

Aéroports de Paris SA<sup>1</sup> aggregate share capital amounts to €296,881,806 divided into 98,960,602 fully paid shares of €3 each, which were not subject to any change during the year 2019.

The share capital is accompanied by a share premium of €542,747 thousands pertaining to the issuance of shares in 2006.

#### 7.1.2 Treasury shares

Treasury shares held by the Group are booked as a deduction from equity at their cost of acquisition. Any gains or losses connected with the purchase, sale or cancellation of treasury shares are recognized directly in equity without affecting the income statement.

As part of its liquidity contract and in accordance with the authorization given by the shareholders at the ordinary general meeting of 20 May 2019, during the period, the company repurchased 292,520 shares and sold 292,520 shares.

Thus, the number of treasury shares that was nil as at 31 December 2018 is also nil as at 31 December 2019 under this contract.

#### 7.1.3 Other equity items

Other equity items break down as follows:

<i>(in millions of euros)</i>	As at Jan 1, 2018	Comprehensive income -2018	As at Dec 31, 2018	As at Jan 1, 2019	Comprehensive income -2019	As at Dec 31, 2019
Translation adjustments	(10)	12	2	2	(10)	(8)
Actuarial gain/(loss) <sup>1</sup>	(84)	(11)	(95)	(95)	(47)	(142)
Fair value reserve	(3)	10	7	7	(6)	1
<b>TOTAL</b>	<b>(97)</b>	<b>11</b>	<b>(86)</b>	<b>(86)</b>	<b>(63)</b>	<b>(149)</b>

<sup>1</sup> Cumulative losses on variances, net of deferred tax.

#### 7.1.4 Legal and distributable reserves of Aéroports de Paris SA

Legal and distributable reserves of Aéroports de Paris may be analysed as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Legal reserve	30	30
Other reserves	839	839
Retained earnings	1,554	1,356
Net income for the period	497	564
<b>TOTAL</b>	<b>2,920</b>	<b>2,789</b>

#### 7.1.5 Dividends paid

Dividends paid amounted to:

◇ €366 million in 2019, i.e. €3.70 per share, in compliance with Resolution 3 of the 20 May 2019 Ordinary General Meeting of Shareholders;

◇ €342 million in 2018, i.e. €3.46 per share, in compliance with Resolution 3 of the 04 May 2018 Ordinary General Meeting of Shareholders.



## 7.1.6 Proposed dividends

During the Ordinary General Meeting of Shareholders of the Group approving the 2019 accounts, the payment of a dividend amounting to €3.70 per share *i.e.* a total amount of €366 million will be proposed, on the basis of the number of shares existing as at 31 December 2019.

The Board of Directors of the Group authorized the payment of an interim dividend until the financial year ending on 31 December 2020. For the 2019

financial year, this interim dividend represents an amount of €69 million, or an amount per share of €0.70. The dividend payment of the interim dividend was made on 6 December 2019 and the payment of the interim dividend for 2019 was made on 10 December 2019.

## 7.1.7 Earnings per share

The calculation of earnings per share is as follows at the closing date:

	2019	2018 <sup>1</sup>
Weighted average number of outstanding shares (without own shares)	98,954,765	98,958,460
Net income attributable to owners of the parent company ( <i>in M€</i> )	588	610
Basic earnings per share ( <i>in €</i> )	5.95	6.16
Diluted earnings per share ( <i>in €</i> )	5.95	6.16
<b>Including continuing activities</b>		
Net profit of continuing activities attributable to owners of the parent company ( <i>in M€</i> )	563	562
Basic earnings per share ( <i>in €</i> )	5.69	5.68
Diluted earnings per share ( <i>in €</i> )	5.69	5.68
<b>Including discontinued activities</b>		
Earnings per share from discontinued activities attributable to owners of the parent company	26	48
Basic earnings per share ( <i>in €</i> )	0.26	0.48
Diluted earnings per share ( <i>in €</i> )	0.26	0.48

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

Basic earnings per share correspond to the income attributable to holders of equity in the parent company.

The weighted average number of shares corresponds to the number of shares making up the share capital of the parent company, less the average

self-owned shares held during the period, *i.e.* 5,837 as at 31 December 2019 and 2,142 as at 31 December 2018.

There are no diluting equity instruments.

## 7.2 Minority interests

Minority interests break down as follows:

( <i>in millions of euros</i> )	As at Dec 31, 2019	As at Dec 31, 2018
<b>Non-controlling interests</b>		
TAV Airports	848	857
Airport International Groupe (AIG)	75	87
Média Aéroport de Paris	7	7
Société de Distribution Aéroportuaire	27	-
Relay@ADP	18	-
<b>TOTAL</b>	<b>975</b>	<b>951</b>

## NOTE 8 OTHER PROVISIONS AND OTHER NON-CURRENT LIABILITIES

### 8.1 Other provisions

Other provisions set up by Groupe ADP concern essentially commercial and social litigation, as well as country and environmental risks. A provision is recognized as soon as a liability of uncertain timing or amount occurs. A provision is recognized when the three following conditions are satisfied:

- ◆ the Group has a present legal or constructive obligation resulting from a past event;
- ◆ it is probable that future outflows of resources embodying economic benefits will be necessary to settle the obligation;
- ◆ the amount of the obligation can be estimated reliably.

Other provisions evolved as follows:

<i>(in millions of euros)</i>	Litigation and claims	Other provisions	2019	Litigation and claims	Other provisions	2018
<b>Provisions as at 1 January</b>	<b>14</b>	<b>41</b>	<b>55</b>	<b>14</b>	<b>75</b>	<b>89</b>
<b>Increases</b>	<b>1</b>	<b>22</b>	<b>23</b>	<b>5</b>	<b>18</b>	<b>23</b>
◆ Additions	1	4	5	5	6	11
◆ Increase due to changes in consolidation scope	-	8	8	-	7	7
◆ Other changes	-	10	10	-	4	4
<b>Decreases</b>	<b>(4)</b>	<b>(22)</b>	<b>(26)</b>	<b>(5)</b>	<b>(52)</b>	<b>(57)</b>
◆ Provisions used	(1)	(12)	(13)	(1)	(16)	(17)
◆ Provisions reversed	(3)	(10)	(13)	(4)	(36)	(40)
<b>Provisions at closing</b>	<b>11</b>	<b>41</b>	<b>52</b>	<b>14</b>	<b>41</b>	<b>55</b>
Of which						
◆ Non-current portion	11	36	47	14	25	39
◆ Current portion	-	5	5	-	16	16

Provisions for disputes relate to various supplier, employee and commercial issues.

Other provisions include in particular provisions for customer and supplier risks.

Information on contingent liabilities is disclosed in note 16.

### 8.2 Other non-current liabilities

Items presented as other non-current liabilities include:

- ◆ investment subsidies. In compliance with the option offered by IAS 20, these subsidies are recorded as liabilities and are transferred to the income statement as the associated assets are amortized;
- ◆ concession rent payable for concessions operated by TAV Airports;
- ◆ revenues from contracts accounted as deferred income;
- ◆ debt related to the minority put option.

In compliance with IAS 32, this debt is initially measured at the present value of the option exercise price. The counterpart of this debt is a decrease in the carrying value of the minority interests. The difference between the present value of the option exercise price and the carrying value is recorded in shareholder's equity - Group share under other reserves. Subsequently, this debt is revalued by an offsetting entry in the income statement at the end of each period.



At the end of the period, other non-current liabilities were as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Concession rent payable > 1 year	643	594
Investment grants	54	48
Debt related to the minority put option	22	53
Deferred income	77	83
Other	2	2
<b>TOTAL</b>	<b>798</b>	<b>780</b>

Concession rent payable mainly relate to TAV Airports for TAV Milas Bodrum and TAV Ege which concession rent are fixed as defined in the concession agreements and have been recognized as counterparty for the airport operating right (see note 6.1.1). As at 31 December 2019, non-current concession rent payable amounts to €291 million for Milas Bodrum and €273 million for Ege (vs. €269 million and €259 million respectively as at 31 December 2018).

The debt related to the minority put option concerns Ville Aéroportuaire Immobilier 1 which option exercise date will be at the end of 2023.

Deferred income over a year mainly concerning Paris SA Airport and consists in:

- ◇ the rent to Air France of terminal T2G, *i.e.* €19 million as of 31 December 2019 (€22 million as of 31 December 2018);
- ◇ leasing construction of SCI Aéroville, *i.e.* €28 million as of 31 December 2019 (€29 million as of 31 December 2018).

## NOTE 9 FINANCING

### 9.1 Management of financial risk

#### 9.1.1 Introduction

In addition to derivative instruments, the Group's main financial liabilities consist of bank loans and overdrafts, bonds, rental financing debts, supplier debts and rental contracts. The main objective of these financial liabilities is to finance the Group's operating activities.

The Group has other financial assets such as customer debts, cash and short-term deposits that are generated directly by its activities. The Group also holds derivative instruments, mainly interest rate swaps. The objective of these instruments is the management of interest rate risks linked to the financing of the Group.

The main risks linked to the Group's financial instruments are:

- ◇ credit risk;
- ◇ liquidity risk;
- ◇ market risk.

This note presents information on the exposure of the Group to each of the above risks, its objectives, its risk measurement and management policy and procedures, and its capital management. Quantitative information appears elsewhere within the consolidated financial statements.

It is the task of the risk and audit committee to define and supervise the scope of the Group's risk management. The objective of the Group's risk management policy is to identify and analyse the risks that the Group must face, define the limits within which the risks should fall and the controls to be implemented, manage the risks and ensure compliance with the limits defined. The risk management policy and systems are regularly reviewed in order to take account of changes in market conditions and the Group's activities. Through its training and management rules and procedures, the Group aims to develop a rigorous and constructive control

environment, within which all personnel have a good understanding of their roles and obligations.

The Group's audit committee has responsibility for carrying out an examination, together with senior management, of the main risks faced by the Group, and examining the risk control policy in all areas. In addition, the Internal Audit Department carries out reviews of the risk management controls and procedures, the results of which are communicated to the audit committee.

#### CUSTOMERS AND OTHER DEBTORS

The Group policy is to place under legal supervision and to check the financial health of all its customers (either new or not). Except for the contracts signed with the State and its fully owned subsidiaries, leases agreed between the Group and its customers include warranty clauses (deposit cheque, bank guarantee, first demand bank guarantee, etc.). Customer balances are constantly monitored. Consequently, the Group considers that the credit risk is not material given the guarantees received and the monitoring system for trade receivables.

The Group exposure to credit risk is principally affected by the individual characteristics of each customer. Around 18% of the Group revenue is derived from services sold to its main customer Air France.

Quantitative details regarding trade receivables and anteriority or current receivables are set out in note 4.4.

According to IFRS 9, the Group determines a level of write-down on accounts receivable from clients that represents its estimate of expected credit losses. This write-down model relies on:

- ◇ the type of account receivable (homogeneous and material accounts receivable);
- ◇ the probability of client default; and
- ◇ the rate of irrecoverable loss in case of default.

## INVESTMENTS AND DERIVATIVE INSTRUMENTS

With regard to credit risk relating to the Group's other financial assets (cash, cash equivalents, financial assets available for sale and certain derivative instruments), Aéroports de Paris SA invests its surplus cash via short term Euro money market funds. The counterpart risk linked to these investments is considered to be marginal. Concerning TAV Airports and AIG, credit risk linked to liquid funds is limited considering that counterparties are high credit rated banks. For derivative instruments, the Group's exposure is linked to possible default on the part of third parties involved, mainly first rank financial institutions. The maximum exposure is equal to the book value of these instruments. The Group considered this risk marginal.

### GUARANTEES

Guarantees are accorded by the Group to the correct execution of international contracts. In particular, ADP International and TAV Airports gave commitments (share pledges, receivable pledge, pledge over bank accounts) in relation to bank loans that are intended to finance the construction and operation of certain concessions (see note 15).

### 9.1.2 Market risk

Market risk corresponds to the risk that market price variations, such as exchange rates, interest rates and equity instrument prices, may affect the

Group's results or the value of financial instruments held. The objective of the management of market risk is to manage and control exposure to market risk within acceptable limits, while optimising the profitability/risk ratio. Analyses of sensitivity to rate risk and to exchange risk are presented in note 9.5.3.

## 9.2 Capital management

The gearing ratio increased from 85% end 2018 to 87% in 31 December 2019. The increase of the gearing ratio is driven by the increase of the net debt, mainly due to the impact of the Group new acquisitions.

The Group did not alter its capital management policy over the course of the year.

The Group occasionally buys its own shares on the open market to ensure the liquidity of its shares. The frequency of such purchases depends on market prices.

The Board of Directors monitors the level of dividends paid to holders of ordinary shares.

On this date, Employees currently hold 1.67% of ordinary shares.

Neither the parent company nor its subsidiaries are subject to any specific requirements under external regulations.

## 9.3 Net financial income

Net financial income include interest payable on borrowings, calculated using the effective interest rate method, interest receivable on investments, interests on the employee benefit liability relating to defined benefit plans and gains and losses on foreign exchange and on hedging instruments which are recognized in the income statement. As

such, it includes the realized and unrealized result on foreign exchange and interest rate derivatives carried by Groupe ADP, whether or not they are documented in hedge accounting. Net financial income also include unwinding of discount on concession rent payable.

The analysis of net financial income is as follows respectively for 2019 and 2018:

<i>(in millions of euros)</i>	Financial income	Financial expenses	Financial income 2019
Gross interest expenses on debt	-	(206)	(206)
Interest expenses linked to lease obligations	-	(5)	(5)
Net income (expense) on derivatives	37	(14)	23
<b>Cost of gross debt</b>	<b>37</b>	<b>(225)</b>	<b>(188)</b>
Income from cash and cash equivalents	9	(2)	7
<b>Cost of net debt</b>	<b>46</b>	<b>(227)</b>	<b>(181)</b>
Income from non-consolidated investments	20	-	20
Net foreign exchange gains (losses)	32	(33)	(1)
Impairment and provisions	-	(9)	(9)
Other	1	(36)	(35)
<b>Other financial income and expenses</b>	<b>53</b>	<b>(78)</b>	<b>(25)</b>
<b>Net financial income</b>	<b>99</b>	<b>(305)</b>	<b>(206)</b>



<i>(in millions of euros)</i>	Financial income	Financial expenses	Financial income 2018 <sup>1</sup>
Gross interest expenses on debt	-	(178)	(178)
Net income (expense) on derivatives	8	(22)	(14)
<b>Cost of gross debt</b>	<b>8</b>	<b>(200)</b>	<b>(192)</b>
Income from cash and cash equivalents	12	(3)	9
<b>Cost of net debt</b>	<b>20</b>	<b>(203)</b>	<b>(183)</b>
Income from non-consolidated investments	7	-	7
Net foreign exchange gains (losses)	30	(46)	(16)
Impairment and provisions	2	(8)	(6)
Other	12	(46)	(34)
<b>Other financial income and expenses</b>	<b>51</b>	<b>(100)</b>	<b>(49)</b>
<b>Net financial income</b>	<b>71</b>	<b>(303)</b>	<b>(232)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

Gains and losses by category of financial instruments are as follows:

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
<b>Income, expenses, profits and loss on debt at amortised cost</b>	<b>(188)</b>	<b>(191)</b>
Interest charges on debt at amortised cost	(206)	(178)
Interest expenses linked to lease obligations	(5)	-
Net interest on derivative instruments held as cash-flow hedges	(5)	(13)
Change in value of fair value hedging instruments	23	-
Change in value of hedged items	5	-
<b>Gains and losses of financial instruments recognized at fair value in the income statement</b>	<b>7</b>	<b>10</b>
Gains on cash equivalents (fair value option)	7	10
<b>Profits and losses on assets held for sale</b>	<b>13</b>	<b>1</b>
Dividends received	13	1
<b>Other profits and losses on loans, credits and debts and amortised cost</b>	<b>(29)</b>	<b>(44)</b>
Net foreign exchange gains (losses)	(1)	(16)
Other net profit or losses	(28)	(28)
<b>Financial allowances to provisions for employee benefit obligations</b>	<b>(9)</b>	<b>(8)</b>
Financial allowances to provisions for employee benefit obligations	(9)	(8)
<b>TOTAL NET GAINS (NET LOSSES) RECOGNIZED IN THE INCOME STATEMENT</b>	<b>(206)</b>	<b>(232)</b>
Change in fair value (before tax) recognized in equity	(24)	15
<b>TOTAL NET GAINS (NET LOSSES) RECOGNIZED DIRECTLY IN EQUITY</b>	<b>(24)</b>	<b>15</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

## 9.4 Financial debt

Bond issues and other interest-bearing liabilities are initially recognized at their fair value, which corresponds to the amount received, less attributable transaction costs, such as issue premiums and expenses. Subsequently, the debt is recognized according to the method of the amortised cost using the effective interest rate of the instrument.

The effective rate corresponds to the rate that enables to obtain the booked value of a bond at its initial date, when discounting future cash flows related to the instrument.

Financial debts with maturities greater than one year are recognized as non-current debt. Financial debts due for repayment within less than one year are recognized as current debt.



### 9.4.1 Details of loans and financial debt

Loans and financial debt at the closing date may be analysed in this way:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>Non-current portion</b>	<b>Current portion</b>	<b>As at Dec 31, 2018</b>	<b>Non-current portion</b>	<b>Current portion</b>
Bonds	5,167	4,669	498	4,678	4,379	299
Bank loans (i)	1,758	1,081	677	2,078	1,350	728
Lease obligations	82	73	9	-	-	-
Other loans and assimilated debt	245	188	57	212	180	32
Accrued interest	119	-	119	98	-	98
<b>Debt (excluding derivatives)</b>	<b>7,371</b>	<b>6,011</b>	<b>1,360</b>	<b>7,066</b>	<b>5,909</b>	<b>1,157</b>
Derivative financial instruments (liabilities)	68	66	2	63	61	2
<b>TOTAL DEBT</b>	<b>7,439</b>	<b>6,077</b>	<b>1,362</b>	<b>7,129</b>	<b>5,970</b>	<b>1,159</b>

(i) The current portion of bank loans includes in particular the bank loans of TAV Tunisia. Not having respected the financing agreements, the bank loans of TAV Tunisia are presented in current debts for an amount of €341 million as of 31 December 2019. Negotiations are underway to restructure this debt and refinancing agreements should be signed in early 2020 (see note 2).

Changes in loans and financial debt as at 31 December 2019 are as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2018</b>	<b>Increase / subscription<sup>1</sup></b>	<b>Repayment<sup>1</sup></b>	<b>Exchange differences</b>	<b>Change in fair value</b>	<b>Changes in consolidation scope</b>	<b>Other changes</b>	<b>As at Dec 31, 2019</b>
Bonds	4,678	786	(303)	-	3	-	3	5,167
Bank loans	2,078	62	(380)	5	(8)	3	(2)	1,758
Lease obligations	-	55	(10)	-	-	-	37	82
Other loans and assimilated debt	212	29	(66)	3	-	80	(13)	245
Accrued interest	98	134	(116)	-	-	-	3	119
<b>Debt (excluding derivatives)</b>	<b>7,066</b>	<b>1,066</b>	<b>(875)</b>	<b>8</b>	<b>(5)</b>	<b>83</b>	<b>28</b>	<b>7,371</b>
Derivative financial instruments (liabilities)	63	-	-	-	4	-	1	68
<b>TOTAL DEBT</b>	<b>7,129</b>	<b>1,066</b>	<b>(875)</b>	<b>8</b>	<b>(1)</b>	<b>83</b>	<b>29</b>	<b>7,439</b>

<sup>1</sup> The increases/subscriptions and repayments excluding derivatives, leases obligations and excluding accrued interests are disclosed in the consolidated cash flow statement respectively under the lines "Proceeds from long-term debt" and "Repayment of long-term debt".



## 9.4.2 Net financial debt

Net financial debt as defined by Groupe ADP corresponds to the amounts appearing on the liabilities of the balance sheet under the items non-current loans and debts, and current loans and debts, debt related

to the minority put option, reduced by derivative financial instruments in an asset position, receivables and current accounts from associates, cash and cash equivalents and restricted bank balances.

This net financial debt appears as follows at the closing date:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>Non-current portion</b>	<b>Current portion</b>	<b>As at Dec 31, 2018</b>	<b>Non-current portion</b>	<b>Current portion</b>
<b>Debt</b>	<b>7,439</b>	<b>6,077</b>	<b>1,362</b>	<b>7,129</b>	<b>5,970</b>	<b>1,159</b>
Debt related to the minority put option	36	22	14	91	53	38
<b>Gross financial debt</b>	<b>7,475</b>	<b>6,099</b>	<b>1,376</b>	<b>7,220</b>	<b>6,023</b>	<b>1,197</b>
Derivative financial instruments (assets)	15	11	4	21	17	4
Receivables and current accounts from associates	138	95	43	117	72	45
Cash and cash equivalents	1,982	-	1,982	2,056	-	2,056
Restricted bank balances (i)	86	-	86	84	-	84
<b>Net financial debt</b>	<b>5,254</b>	<b>5,993</b>	<b>(739)</b>	<b>4,942</b>	<b>5,934</b>	<b>(992)</b>
<i>Gearing</i>	<i>87%</i>			<i>85%</i>		

(i) Restricted bank balances relate to TAV Airports. Certain subsidiaries, namely TAV Esenboğa, TAV Tunisia, TAV Macedonia, TAV Milas Bodrum, TAV Ege and TAV Holding ("the Borrowers") opened Project Accounts designated mainly in order to reserve required amount to reimburse project debt or elements defined in the agreements with their lenders (lease payments to DHMI, operational charges, tax...).

### 9.4.3 Details of bonds and bank loans

Details of bonds and bank loans may be analysed in the following way:

<i>(in millions of euros)</i>	Currency	Nominal value in currency	Term	Interest rate as per contract	Remaining capital to be paid	Book value as at 31/12/2019	Fair value as at 31/12/2019
<b>Aéroports de Paris SA</b>							
Bond	EUR	500	2020	3.886%	500	498	508
Bond	EUR	400	2021	4.000%	400	404	426
Bond	EUR	400	2022	3.875%	400	399	435
Bond	EUR	500	2023	1.500%	500	499	530
Bond	EUR	500	2024	3.125%	500	497	573
Bond	EUR	500	2025	1.500%	500	496	542
Bond	EUR	500	2027	1.000%	500	498	537
Bond	EUR	600	2028	2.750%	600	594	734
Bond	EUR	500	2038	2.125%	500	494	641
Bond	EUR	800	2034	1.125%	800	786	878
Bond	EUR	2	2023	2.5%	2	2	2
BEI loan	EUR	130	2020	EUR3M+0.150%	130	130	130
BEI loan	EUR	250	2038	EUR3M+0.150%	238	238	245
<i>Other loans</i>	<i>EUR</i>	<i>46</i>	<i>2020-2024</i>	<i>0.343% -4.125%</i>	<i>40</i>	<i>40</i>	<i>40</i>
<b>AIG</b>							
Bank loans	USD	160	2023	4.060%	80	71	74
Bank loans	USD	180	2024	4.185%	110	98	104
Bank loans	USD	50	2025	5.950%	50	45	53
Bank loans	USD	48	2026	5.810%	38	34	38
Bank loans	USD	46	2028	6.310%	39	35	41
<b>TAV Airports</b>							
Bank loans	EUR	49	2020	3.541%	46	46	47
Bank loans	EUR	71	2021	3.194%	27	27	28
Bank loans	EUR	223	2022	2.519%	181	182	190
Bank loans	EUR	106	2023	3.818%	100	100	106
Bank loans	EUR	6	2024	3.300%	5	5	6
Bank loans	EUR	62	2025	4.950%	43	44	51
Bank loans	EUR	516	2028	3.720%	482	491	589
Bank loans	EUR	154	2031	4.500%	136	136	182
Bank loans	EUR	4	2020	24.000%	4	1	1
Bank loans	EUR	3	2021	15.850%	1	-	-
Bank loans	USD	22	2022	5.605%	18	16	17
Bank loans	USD	3	2023	5.760%	3	2	3
Bank loans	USD	8	2024	3.970%	8	7	7
Bank loans	USD	16	2026	6.100%	11	10	11
<b>TOTAL</b>		<b>7,331</b>			<b>6,972</b>	<b>6,923</b>	<b>7,751</b>

<sup>1</sup> For the other loans contracted by ADP SA and the bank loans contracted by AIG and TAV Airports, the interest rate disclosed in the table correspond to the average rate during the period, computed for the bank loans with a variable rate on the basis of Euribor rate at 0%, or USD Libor rate at 2.31% as at 31 December 2019. These loans are aggregated based on their maturity.  
The fair value (M-to-M) is a value calculated by discounting future cash flows excluding accrued interest. This value does not include the Aéroports de Paris SA's credit spread.



## 9.5 Financial instruments

### Derivative financial instruments

As part of its interest rate risk on mid and long-term liabilities managing policy, the Group uses derivative financial instruments. These consist of interest rate swaps and cross-currency swaps matched with bond issues and bank loans.

Interest rate swaps are initially and subsequently valued in the balance sheet at their fair value through the income statement. Changes in the fair value of derivative instruments are recognized through the income statement, with the exception of particular cases in respect of hedge accounting set out below.

Where a financial instrument can be qualified for hedge accounting, it is valued and accounted for in accordance with hedge accounting criteria contained in IFRS 9:

- ◆ if the derivative is designated as a cash flow hedge, changes in the value of the effective part of the derivative are recorded in other elements of the comprehensive income statement and are presented in fair value reserves within equity capital. They are taken to the income statement when the hedged item is itself recognized in the income statement. Conversely, the ineffective part of the derivative is recognized directly in the income statement. Where the hedged transaction is a future debt issue, the reclassification to the income statement is carried out over the term of the debt issue, once the issue has taken place. When the forecasted transaction leads to the recognition of a non-financial asset or liability, the cumulative changes in the fair value of a hedging instrument formerly recognized through shareholders' equity are included in the initial valuation of the asset or liability in question;
- ◆ if the derivative instrument is designated as a fair value hedge, changes in the value of the instrument and of the hedged item are recognized in the income statement in the same period;
- ◆ a hedge of a net investment in a foreign entity receives the same accounting treatment as a cash flow hedge. Changes in the fair value of the hedging instrument are recognized in equity, for the effective part of the hedging relationship, whereas changes in connection with the ineffective part of the hedge are recognized in net finance costs. When the investment in the foreign entity is sold, all changes in the fair value of the hedging instrument previously recognized through equity are transferred to the income statement.

Hedge accounting is applicable if the hedging relationship is clearly defined and documented when it is set up and if the effectiveness of the hedging relationship is demonstrated prospectively and retrospectively at the initial date and at each subsequent closing period, to ensure that an economic relationship exists between the hedged item and hedging instrument.

Derivatives are entered on the assets side of the balance sheet under "Other current financial assets" or on the liabilities side under "Current debt". Such derivatives can be cancelled at any time by paying or receiving a cash amount corresponding to their fair value.

### Fair value of financial instruments

#### ◆ Measuring method of fair value

The best criterion for measuring the fair value of a contract is the price agreed upon between a buyer and seller operating on a free market under market conditions. At the date of the agreement, this is generally the transaction price. Subsequently, the value of the contract must be based on observable market data which constitute the most reliable indication of fair value for financial instruments:

- ◆ updated future cash flows for bonds and bank loans;
- ◆ quoted prices on an organized market for non-consolidated listed investments;
- ◆ market value for interest rate and foreign exchange instruments, valued using discounting of differential future cash flows or on the basis of quoted prices issued by third party financial institutions.

The fair value for forward contracts to sell foreign currencies corresponds to the difference between the currency amounts converted at the contractually fixed rates for each maturity and the currency amounts converted at the forward rate for the same maturities.

The fair value of a financial instrument reflects the effect of non-performance risk: the counterparty credit risk (Credit Valuation Adjustment - CVA) and the own credit risk of Aéroports de Paris SA (Debit Valuation Adjustment - DVA). For derivatives, the Group has elected to determine the CVA using a mixed model including market data (use of counterparty's spreads CDS) and historical statistic data.

Concerning the supplier debts, which are measured at their fair value on initial recognition, subsequently at the amortised cost.

## 9.5.1 Categories of financial assets and liabilities

<i>(in millions of euros)</i>	As at Dec 31, 2019	Breakdown by category of financial instrument						
		Fair value			Amortised cost Fair value hedge	Hedging derivatives		
		Fair value option <sup>1</sup>	Trading <sup>2</sup>	Equity instr. - FV through P&L		Cash flow hedge	Future flows	
Other non-current financial assets (i)	682	-	11	59	612	-	-	
Contract assets	3	-	-	-	3	-	-	
Trade receivables	609	-	-	-	609	-	-	
Other receivables <sup>3</sup>	282	-	-	-	282	-	-	
Other current financial assets	176	-	4	-	172	-	-	
Cash and cash equivalents	1,982	1,982	-	-	-	-	-	
<b>TOTAL FINANCIAL ASSETS</b>	<b>3,734</b>	<b>1,982</b>	<b>15</b>	<b>59</b>	<b>1,678</b>	<b>-</b>	<b>-</b>	
Non-current debt	6,077	-	6	-	6,011	-	60	
Contract liabilities	2	-	-	-	2	-	-	
Trade payables	679	-	-	-	679	-	-	
Other debts and other non-current liabilities <sup>3</sup>	1,194	-	-	-	1,194	-	-	
Current debt	1,362	-	2	-	1,360	-	-	
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>9,314</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>9,246</b>	<b>-</b>	<b>60</b>	

<sup>1</sup> Identified as such at the outset.

<sup>2</sup> Classified as held for trading purposes.

<sup>3</sup> Other receivables and other debts exclude all accounts which do not constitute, within the terms of IAS 32, contractual rights and obligations, such as tax and social security debts or receivables.

(i) Other non-current financial assets include the non-current portion (€192 million) of compensation corresponding to the end of the TAV Istanbul concession (see note 2.2).

<i>(in millions of euros)</i>	As at Dec 31, 2018	Breakdown by category of financial instrument						
		Fair value			Amortised cost Fair value hedge	Hedging derivatives		
		Fair value option <sup>1</sup>	Trading <sup>2</sup>	Equity instr. - FV through P&L		Cash flow hedge	Future flows	
Other non-current financial assets	403	-	17	61	325	-	-	
Contract assets	9	-	-	-	9	-	-	
Trade receivables	628	-	-	-	628	-	-	
Other receivables <sup>3</sup>	163	-	-	-	163	-	-	
Other current financial assets	201	-	4	-	197	-	-	
Cash and cash equivalents	2,056	2,056	-	-	-	-	-	
<b>TOTAL FINANCIAL ASSETS</b>	<b>3,460</b>	<b>2,056</b>	<b>21</b>	<b>61</b>	<b>1,322</b>	<b>-</b>	<b>-</b>	
Non-current debt	5,970	-	10	-	5,910	-	50	
Contract liabilities	6	-	-	-	6	-	-	
Trade payables	590	-	-	-	590	-	-	
Other debts and other non-current liabilities <sup>3</sup>	1,184	-	-	-	1,184	-	-	
Current debt	1,159	-	2	-	1,157	-	-	
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>8,909</b>	<b>-</b>	<b>12</b>	<b>-</b>	<b>8,847</b>	<b>-</b>	<b>50</b>	

<sup>1</sup> Identified as such at the outset.

<sup>2</sup> Classified as held for trading purposes.

<sup>3</sup> Other receivables and other debts exclude all accounts which do not constitute, within the terms of IAS 32, contractual rights and obligations, such as tax and social security debts or receivables.

In the scope of the determination of fair value of derivatives, the credit valuation adjustment (CVA) was computed as of 31 December 2019 audits impact was assessed as non-significant.



## 9.5.2 Fair value hierarchy

### Fair value hierarchy

IFRS 13, "Fair Value Measurement", establishes a fair value hierarchy and distinguishes three levels:

- ◆ level 1: fair value based on quoted prices for the same instrument in an active market (without modification or repackaging). This level mainly applies to marketable securities whose prices are reported by the French Financial Markets Authority (*Autorité des Marchés Financiers*);
- ◆ level 2: fair value based on quoted prices for similar assets or liabilities and valuation techniques whose major data are based on observable market data. This level mainly applies to derivative instruments whose values are provided by Bloomberg;
- ◆ level 3: fair value based on valuation techniques whose major data are not all based on observable market data. Currently, this level does not apply within the Group.

The fair value hierarchy for financial instruments in 2019 and 2018 is as follows:

(in millions of euros)	As at Dec 31, 2019		Level 1 Quoted prices in activemarkets	Level 2 Prices base on observable data	Level 3 Prices base on non-observable data
	Book value	Fair value			
<b>Assets</b>					
Equity instruments - fair value through P&L	59	59	-	59	-
Loans and receivables excluding finance leases receivables	646	644	-	644	-
Trade receivables	609	609	-	609	-
Derivatives	15	15	-	15	-
Cash and cash equivalents	1,982	1,982	1,982	-	-
<b>Liabilities</b>					
Bonds	5,167	5,806	-	5,806	-
Bank loans	1,758	1,963	-	1,963	-
Lease obligations	82	82	-	82	-
Other loans and assimilated debt	245	245	-	245	-
Accrued interest	119	119	-	119	-
Derivatives	68	68	-	68	-
Other non-current liabilities	798	652	-	652	-
Other debts and deferred income	812	813	-	813	-

(in millions of euros)	As at Dec 31, 2018		Level 1 Quoted prices in activemarkets	Level 2 Prices base on observable data	Level 3 Prices base on non-observable data
	Book value	Fair value			
<b>Assets</b>					
Equity instruments - fair value through P&L	61	61	-	61	-
Loans and receivables excluding finance leases receivables	379	390	-	390	-
Trade receivables	628	628	-	628	-
Derivatives	21	21	-	21	-
Cash and cash equivalents	2,056	2,056	2,056	-	-
<b>Liabilities</b>					
Bonds	4,678	5,141	-	5,141	-
Bank loans	2,078	2,330	-	2,330	-
Other loans and assimilated debt	212	212	-	212	-
Accrued interest	98	98	-	98	-
Derivatives	63	63	-	63	-
Other non-current liabilities	780	804	-	804	-
Other debts and deferred income	793	793	-	793	-



### 9.5.3 Analysis of risks related to financial instruments

#### RATE RISKS

In addition to its available cash flow, the Group resorts to debt to finance its investment programme.

The Group's exposure to interest rate risk is essentially a result from its financial debt, and to a lesser extent its portfolio of rates derivatives.

The risk rate relating to the debt is managed by modulating the respective proportions of fixed rates and variable rates in line with market developments.

The management of this risk depends on the implementation or cancellation of interest rate operations (swaps).

The Group's policy consists of managing its interest charge by using a combination of fixed rate and variable rate loans. The Group's policy is that 50% to 100% of its debt should be at fixed rates. In line with this objective, the Group puts in place interest rate swaps through which it exchanges, at specific intervals, the difference between the amount of interest at fixed rates and the amount of interest at variable rates,

calculated on a nominal loan amount agreed between the parties. These swaps are assigned to loan hedging.

The Group enters into interest rates swaps where the critical terms match exactly with the terms of the hedged item. Therefore, the hedging relationship is qualified as 100% effective. If changes in the circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess the amount of ineffectiveness.

Hedge ineffectiveness may occur due to:

- ◆ the value adjustment on the interest rate swaps which is not matched by the hedged item; and
- ◆ differences in critical terms between the interest rate swaps and the loans hedged.

The breakdown of financial debt at fixed and variable rate is as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019			As at Dec 31, 2018		
	Before hedging	After hedging	%	Before hedging	After hedging	%
Fixed rate	5,861	6,489	88%	5,892	6,545	93%
Variable rate	1,510	882	12%	1,174	521	7%
<b>Debt (excluding derivatives)</b>	<b>7,371</b>	<b>7,371</b>	<b>100%</b>	<b>7,066</b>	<b>7,066</b>	<b>100%</b>

As of 31 December 2019 the Group holds rate and exchange based derivative financial instruments (swaps), with a fair value of €15 million, appearing on the assets under other current financial assets, and €68 million appearing on the liabilities under financial debt.

The notional amounts of fair value hedging derivatives may be analysed as follows:

<i>(in thousands of euros)</i>	Maturity < 1 year	Maturity between 1 & 5 years	Maturity > 5 years	As at Dec 31, 2019	Fair value
Derivatives classified as cash flow hedges	-	185	432	617	(60)
Derivatives not classified as hedges	-	400	-	400	7
<b>TOTAL</b>	<b>-</b>	<b>585</b>	<b>432</b>	<b>1,017</b>	<b>(53)</b>

The portfolio of non-hedging derivatives is made up exclusively of return swaps with a fixed margin. This part of the derivatives portfolio is therefore not very sensitive to change in interest rates. An immediate 1% decrease in interest rates as at 31 December 2019 would not result in a significant increase in the fair value of derivatives.



The economic relationship between hedged items and hedging instruments qualified as hedge accounting according to IFRS 9 May be analysed as follows:

Type	Hedged item			Hedging instrument					
	Maturity date	Rate	Nominal value	Type	Maturity date	Rate	Nominal value	Hedging ratio	
<b>TAV Airports</b>									
Bank loan	2028	EUR6M + margin	234	Interest rate swap CFH	2026	7.63%	231	99%	
Bank loan	2031	EUR6M +4,50%	68	Interest rate swap CFH	2031	5.75%	61	90%	
Bank loan	2031	EUR6M +4,50%	68	Interest rate swap CFH	2031	5.85%	61	90%	
Bank loan	2025	EUR6M +5,00%	43	Interest rate swap CFH	2025	5.32%	43	100%	
Bank loan	2022	LBUSD6M + margin	9	Interest rate swap CFH	2022	5.17%	9	100%	
Bank loan	2022	LBUSD6M + margin	5	Interest rate swap CFH	2022	6.03%	5	100%	
<b>AIG</b>									
Bank loan	2023-2025	LBUSD6M + margin	214	Interest rate swap CFH	2023-2025	LBUSD6M + margin	215	100%	

There was no ineffectiveness during 2019 in relation to the interest rate swaps.

## EXCHANGE RISKS

Following the takeover of TAV Airports (see note 1.4), the Group is henceforth exposed to exchange risk. TAV Airports converts its financial statements in a currency other than its functional currency, therefore the main risk of change relates to the variations of the euro currency compared to the Turkish lira and American dollar. The currencies in which transactions are mainly denominated are euro, Turkish lira (TRY) and American dollar, as well as few currencies from the Persian Gulf linked to American dollar with a fixed parity, e.g. Sudanese rial, United Arab Emirates dirham and the Oman rial.

In order to reduce exposure to exchange fluctuations, the Group has a hedging policy consisting of:

- ◆ implementing derivative instruments;
- ◆ neutralising exchange rate risk as far as possible by reducing the balance of revenue and expense in these currencies;
- ◆ if necessary making partial forward sales of dollars for residual balances.

18

The breakdown of financial assets and liabilities by currency is as follows:

(in millions of euros)	As at Dec 31, 2019	Euro	TRY	USD	AED	JOD	Other currencies
Other non-current financial assets	682	505	18	152	6	-	1
Contract assets	3	-	-	-	1	-	2
Trade receivables	609	485	17	22	12	42	31
Other receivables <sup>1</sup>	282	252	12	6	1	3	8
Other current financial assets	176	133	5	11	1	19	7
Cash and cash equivalents	1,982	1,789	10	94	2	63	24
<b>TOTAL FINANCIAL ASSETS</b>	<b>3,734</b>	<b>3,164</b>	<b>62</b>	<b>285</b>	<b>23</b>	<b>127</b>	<b>73</b>
Non-current debt	6,077	5,564	10	487	-	-	16
Contract liabilities	2	1	-	-	-	-	1
Trade payables	679	511	12	9	10	125	12
Other debts and other non-current liabilities <sup>1</sup>	1,194	1,077	26	3	8	29	51
Current debt	1,362	1,321	3	38	-	-	-
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>9,314</b>	<b>8,474</b>	<b>51</b>	<b>537</b>	<b>18</b>	<b>154</b>	<b>80</b>

<sup>1</sup> Other receivables and other debts exclude all accounts which do not constitute, within the terms of IAS 32, contractual rights and obligations, such as tax and social security debts or receivables.

Other currencies relate primarily to the Oman rial (OMR) and Sudanese rial (SAR).

Concerning the exposure of TAV Airports to exchange risk, an appreciation/depreciation of the currencies compared to euro of 10% would have a positive/negative impact of €18 million on the profit before tax.

The exchange rates used for the conversion of the financial statements of foreign subsidiaries, joint ventures and associated are as follows:

	As at Dec 31, 2019		As at Dec 31, 2018	
	Closing rate	Average rate	Closing rate	Average rate
United Arab Emirates Dirham (AED)	0.24362	0.24340	0.23819	0.23078
Chilean peso (CLP)	0.00120	0.00127	0.00126	0.00132
Jordanian Dinar (JOD)	1.26215	1.26150	1.23213	1.19490
United States Dollar (USD)	0.89469	0.89401	0.87489	0.84765
Turkish Lira (TRY)	0.15049	0.15722	0.16530	0.17973

## LIQUIDITY RISKS

Liquidity risk corresponds to the risk that the Group may experience difficulties in honoring its debts when these become due.

The Group's liquidity risk must be assessed in relation to:

- ◆ its cash and potential cash credit lines unused.

The Group monitors its cash on a daily basis. The multi-year cash flow forecast budget is recalculated monthly and a monthly forecast report is sent to the Executive Management on its existing financial commitments in terms of repayment (debt maturities, off balance sheet commitments, prepayment provisions);

The maturity schedule of financial liabilities are presented below. Off Balance Sheet commitments are presented in note 14.

The Group has entered into loan agreements with mandatory prepayment clauses:

- ◆ For loans issues contracted through the European Investment Bank (EIB), a consultation clause that could lead to a request for

early repayment is included within the contracts. These clauses concern: a lowering of the Group's rating to below or equal to A by the specialist agency Standard & Poor's (or any equivalent rating issued by a comparable rating agency), loss by the State of most of its share capital and its voting rights, and in the case of a substantial reduction in the cost of the project as defined within the loan contract (proportional repayment only):

- ◆ its ability to raise funds to finance investment projects.

The Group's euro-denominated bonds are listed on the Paris Stock Exchange.

There is a provision in place with regard to bonds issued since 2008 that, in the case of a change of controlling interest in the Company and a rating below or equal to BBB- at the point of the change of controlling interest, each holder of a bond may request repayment or buy-back by the issuer of all or a proportion of the bonds that it holds at their nominal value.



The breakdown of the residual contractual maturities of financial liabilities is as follows:

<i>(in millions of euros)</i>	Balance sheet value	Total contractual payments	0 -1 year	1 -5 years	Over 5 years
	31/12/2019	31/12/2019			
Bonds	5,167	5,202	500	1,802	2,900
Bank loans	1,758	1,746	378	767	601
Lease obligations	82	82	9	37	36
Other loans and assimilated debt	245	245	55	47	143
Interest on loans	119	1,022	173	459	390
<b>Debt (excluding derivatives)</b>	<b>7,371</b>	<b>8,297</b>	<b>1,115</b>	<b>3,112</b>	<b>4,070</b>
Trade payables	679	679	679	-	-
Contract liabilities	2	2	2	-	-
Other debts and other non-current liabilities <sup>1</sup>	1,194	1,194	449	320	425
<b>Debt at amortised cost</b>	<b>9,246</b>	<b>10,172</b>	<b>2,245</b>	<b>3,432</b>	<b>4,495</b>
Outgoings	-	73	18	48	7
Receipts	-	(13)	(4)	(8)	(1)
<b>Hedging swaps</b>	<b>60</b>	<b>60</b>	<b>14</b>	<b>40</b>	<b>6</b>
Outgoings	-	11	6	5	-
Receipts	-	(18)	(9)	(9)	-
<b>Trading swaps</b>	<b>(8)</b>	<b>(7)</b>	<b>(3)</b>	<b>(4)</b>	<b>-</b>
<b>TOTAL</b>	<b>9,298</b>	<b>10,225</b>	<b>2,256</b>	<b>3,468</b>	<b>4,501</b>

<sup>1</sup> Other debts exclude all accounts which do not constitute, within the terms of IAS 32, contractual obligations, such as tax and social security debts.

### Financial covenants

The financing contracts related to the concessions operated by AIG, TAV Esenboga, TAV Macedonia, TAV Milas Bodrum, TAV Ege and TAV Tunisia include early repayment clauses in the case of non-compliance

with financial ratios. These contracts account for 4.72% of the total bank loans of the Group as of 31 December 2019. At that date, except for TAV Tunisia (cf. note 9.4.1), the ratios are respected.

18

The maturity schedule of loans and receivables is as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	0 -1 year	1 -5 years	Over 5 years
Receivables and current accounts from associates	138	43	2	93
Other receivables and accrued interest related to investments	12	13	(1)	-
Loans and security deposits	14	6	7	1
Receivables, as lessor, in respect of finance leases	138	2	23	113
Other financial assets	482	108	369	5
Trade receivables	609	609	-	-
Contract assets	3	3	-	-
Other receivables <sup>1</sup>	282	282	-	-
<b>LOANS AND RECEIVABLES</b>	<b>1,675</b>	<b>1,066</b>	<b>400</b>	<b>212</b>

<sup>1</sup> Other receivables exclude all accounts which do not constitute, within the terms of IAS 32, contractual rights, such as tax and social security receivables.

## CREDIT RISKS

Credit risk represents the risk of financial loss to the Group in the case where a customer or counter-party to a financial instrument failing to meet its contractual obligations. This risk essentially results from customer debts and investment securities.

The book value of financial assets represents the maximum exposure to credit risk. This maximum exposure to credit risk on the closing date is as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Equity instruments	59	61
Financial assets recognized at fair value through the income statement	15	21
Loans and receivables less than one year	1,066	997
Loans and receivables more than one year	612	325
Cash and cash equivalents	1,982	2,056
<b>TOTAL</b>	<b>3,734</b>	<b>3,460</b>

Maximum exposure to credit risk concerning receivables and loans on the closing date, broken down by customers, is as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Air France	109	109
Easy Jet	2	10
Federal Express Corporation	15	7
Turkish Airlines	7	30
Other airlines	57	61
<b>Subtotal airlines</b>	<b>190</b>	<b>217</b>
Direction Générale de l'Aviation Civile	-	17
Société de Distribution Aéroportuaire	-	34
ATU	1	7
Other trade receivables	418	353
Other loans and receivables less than one year	457	369
<b>TOTAL LOANS AND RECEIVABLES LESS THAN ONE YEAR</b>	<b>1,066</b>	<b>997</b>



The anteriority of current receivables is as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	
	Gross value	Net value
Outstanding receivables	909	901
Due receivables:		
from 1 to 30 days	60	59
from 31 to 90 days	37	35
from 91 to 180 days	36	26
from 181 to 360 days	20	11
more than 360 days	101	34
<b>CURRENT LOANS AND RECEIVABLES (ACCORDING TO THE SCHEDULE - SEE § LIQUIDITY RISKS)</b>	<b>1,163</b>	<b>1,066</b>

The development of trade receivables is detailed in note 4.4.

### FINANCIAL INSTRUMENTS COMPENSATION

Derivatives contracts of the Group may include a compensation right if specific events occur such as a change in control or a credit event.

However, these contracts do not include any comprehensive compensation agreement conferring a legally enforceable right to compensate the financial instruments, nor collateralization agreement.

The following table presents the book value of the assets and liabilities derivatives and the impact of the compensation agreement mentioned above, as of 31 December 2019:

<i>(in millions of euros)</i>	Gross amounts recognised before offsetting (a)	Amounts that are set off in the statement of financial position (b)	Net amounts presented in the statement of financial position (c) = (a) - (b)	Effect of "other offsetting agreements" (that do not meet the offsetting criteria of IAS 32) (d)		Net exposure (c) - (d)
				Financial instruments	Collateral fair value	
derivatives: <i>interest</i> rate swap	15	-	15	-	-	15
derivatives: <i>currency</i> swap	-	-	-	-	-	-
<b>TOTAL FINANCIAL ASSETS - DERIVATIVES</b>	<b>15</b>	<b>-</b>	<b>15</b>	<b>-</b>	<b>-</b>	<b>15</b>
derivatives: <i>interest</i> rate swap	(68)	-	(68)	-	-	(68)
derivatives: <i>currency</i> swap	-	-	-	-	-	-
<b>TOTAL FINANCIAL LIABILITIES - DERIVATIVES</b>	<b>(68)</b>	<b>-</b>	<b>(68)</b>	<b>-</b>	<b>-</b>	<b>(68)</b>



## 9.6 Other financial assets

The amounts appearing on the balance sheet as at 31 December 2019 and 31 December 2018 respectively are broken down as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>Non-current portion</b>	<b>Current portion</b>
<b>Equity instruments - fair value through P&amp;L<sup>1</sup></b>	<b>59</b>	<b>59</b>	<b>-</b>
<b>Loans and receivables excluding finance leases receivables</b>	<b>646</b>	<b>476</b>	<b>170</b>
◊ Receivables & current account from associates	138	95	43
◊ Other receivables and accrued interest related to investments	13	-	13
◊ Guaranteed passenger fee receivable <sup>2</sup>	85	63	22
◊ Other financial assets	410	318	92
<b>Receivables, as lessor, in respect of finance leases</b>	<b>138</b>	<b>136</b>	<b>2</b>
<b>Derivative financial instruments</b>	<b>15</b>	<b>11</b>	<b>4</b>
◊ <i>Trading swaps</i>	15	11	4
<b>TOTAL</b>	<b>858</b>	<b>682</b>	<b>176</b>

<sup>1</sup> Classification of equity instruments according to IFRS 9 is disclosed in note 19.

<sup>2</sup> See note 6.1.1.

<i>(in millions of euros)</i>	<b>As at Dec 31, 2018</b>	<b>Non-current portion</b>	<b>Current portion</b>
<b>Equity instruments - fair value through P&amp;L</b>	<b>61</b>	<b>61</b>	<b>-</b>
<b>Loans and receivables excluding finance leases receivables</b>	<b>379</b>	<b>185</b>	<b>194</b>
◊ Receivables & current account from associates	117	72	45
◊ Other receivables and accrued interest related to investments	35	-	35
◊ Guaranteed passenger fee receivable <sup>1</sup>	102	81	21
◊ Other financial assets	125	32	93
<b>Receivables, as lessor, in respect of finance leases</b>	<b>143</b>	<b>140</b>	<b>3</b>
<b>Derivative financial instruments</b>	<b>21</b>	<b>17</b>	<b>4</b>
◊ <i>Trading swaps</i>	21	17	4
<b>TOTAL</b>	<b>604</b>	<b>403</b>	<b>201</b>

<sup>1</sup> The receivable recorded on Fedex, which amounts to €124 million, is presented under the heading "Receivables, as lessor, in respect of finance leases".



## NOTE 10 OTHER OPERATING INCOME AND EXPENSES

Other operating income and expenses are significant and non-recurrent items at the level of the Group's consolidated performance.

This may involve the disposal of assets or activities, costs incurred related to a business combination, restructuring costs or costs related to a one-off operation.

## NOTE 11 INCOME TAX

The income tax covers domestic and foreign taxes which are based on taxable profits and taxes payable on dividends distributed by subsidiaries and associates and joint ventures. Groupe ADP considers that the Company value-added contribution (Cotisation sur la Valeur Ajoutée des Entreprises - CVAE) cannot be analyzed as an income tax. Therefore, this contribution is recorded in operating expenses.

Income taxes include:

- ◆ current tax expense or profit; and
- ◆ deferred tax expense or profit.

Current tax is the amount of income tax due to the profit payable or receivable from the tax authorities with regard to taxable income or tax loss from a given financial year. Such amounts are recognized respectively in current liabilities or current assets in the balance sheet.

Income taxes are calculated for each entity or taxable unit. The tax consolidation Group encompassing the parent company Aéroports de Paris SA and fourteen French subsidiaries held, in which the parent company, directly or indirectly, holds over 95%: ADP Immobilier, ADP Immobilier Industriel, Hub One, Sysdream, ADP Ingénierie, ADP International, Cœur d'Orly Commerces Investissements

SAS, Cœur d'Orly Investissements SAS, ADP Invest, ADPM2, ADPM3, ADP Immobilier Tertiaire, Hôtels Aéroportuaires and Hologarde.

Deferred taxes correspond to future tax expense or income of the company. It is determined according to the balance sheet approach. This method consists in applying to all temporary differences between the tax bases of assets and liabilities and their carrying amounts, the income tax rates that have been voted or almost voted applicable when the temporary differences will be reversed.

Deferred tax assets are only recognized when it is probable that the taxable entity in question will have sufficient future taxable income against which the deductible temporary differences, tax loss carryforward or tax credits can be offset. Non-recognized deferred tax assets are revalue at the end of each accounting period and are recognized to the extent that it has become probable that a future profit will allow them to be recovered.

Current and deferred tax assets and liabilities determined in this way are recognized in return of profit or loss unless they relate to items that are recognized directly in equity, in which case they are recognized in equity or other comprehensive income.

### 11.1 Tax rate

Following the announcement of the change in the decrease of corporate income tax rate in the following years originally foreseen in the finance act for 2019, the current tax rate used by the Group as at 31 December 2019 amounts to 28% on the first 500 K€ of taxable profit and 33,1/3% above (28,92% and 34,43% including social contribution on profits of 3,30%).

### 11.2 Analysis of the income tax expense

Within the income statement, the income tax expense is detailed as follows:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Current tax expense	(273)	(289)
Deferred tax expense	(20)	(8)
<b>INCOME TAX EXPENSE</b>	<b>(293)</b>	<b>(297)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

These amounts do not include income tax on profit/loss associates and joint ventures, the amounts that appear for these items on the appropriate line of the income statement being net of income tax.

### 11.3 Tax reconciliation

The reconciliation between the theoretical income tax based on the tax rate applicable in France and the effective income tax is as follows:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Net results from continuing activities	582	592
Share of profit or loss from associates and joint ventures	(90)	(81)
Income tax expense	293	297
<b>Income before tax and profit/loss of associates</b>	<b>785</b>	<b>808</b>
<i>Theoretical tax rate applicable in France</i>	<i>34.43%</i>	<i>34.43%</i>
<b>Theoretical tax expense</b>	<b>(270)</b>	<b>(278)</b>
Impact on theoretical tax of:		
◇ Different rate on foreign taxable income and payment at source	14	5
◇ Previously unrecognized tax loss carryforwards used in the period	1	(7)
◇ Tax losses incurred in the period for which no deferred tax asset was recognized	(32)	(19)
◇ Changes in unrecognized temporary differences	-	1
◇ Evolution of tax rates	6	6
◇ Non-deductible expenses and non-taxable revenue	(6)	(19)
◇ Tax credits	8	4
◇ Provisions for income tax	(6)	-
◇ Investment incentives applicable in Turkey	(7)	5
◇ Adjustments for prior periods	(1)	5
<b>EFFECTIVE TAX EXPENSE</b>	<b>(293)</b>	<b>(297)</b>
<i>Effective tax rate</i>	<i>37.42%</i>	<i>44.23%</i>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

### 11.4 Deferred tax assets and liabilities broken down by category

Deferred tax assets and liabilities are presented on the balance sheet as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
<b>In respect of deductible temporary differences</b>		
◇ Employee benefit obligation	133	126
◇ Amortisation of fees for the study and overseeing of works	4	9
◇ Provisions and accrued liabilities	11	19
◇ Derivatives	8	6
◇ Investment incentives	22	29
◇ Lease obligations	12	-
◇ Other	78	4
<b>For taxable temporary differences</b>		
◇ Accelerated tax depreciation and other regulated provisions	(319)	(317)
◇ Finance leases	(3)	(5)
◇ Revaluation reserves	(8)	(8)
◇ Purchase Price Allocation	(125)	(187)
◇ Property and equipment, airport operation rights and intangible assets	(95)	(24)
◇ Loans and borrowings	(8)	(2)
◇ Other	(44)	(33)
<b>NET DEFERRED TAX ASSETS (LIABILITIES)</b>	<b>(334)</b>	<b>(383)</b>



## 11.5 Table of changes in deferred tax assets and liabilities

Deferred tax assets and liabilities evolved as follows between the beginning and the end of the period:

<i>(in millions of euros)</i>	Assets	Liabilities	Net amount
<b>As at Jan 1, 2019</b>	-	383	(383)
Amount recognized directly through equity on employee benefit obligations	1	(16)	17
Amount recognized directly through equity on fair value change	3	(3)	6
Amounts recognized for the period	39	(24)	63
Translation adjustments	(7)	(1)	(6)
Changes in consolidation scope	1	32	(31)
<b>As at Dec 31, 2019</b>	<b>37</b>	<b>371</b>	<b>(334)</b>

Deferred tax assets and deferred tax liabilities of subsidiaries of the sub-group TAV Airports were until now compensated, the sub-group TAV Airports being until 31 December 2018 considered as a single consolidated entity. The deferred tax asset amounting to €37 million as at 31 December 2019 is mainly linked to TAV Milas Bodrum and TAV Ege airport concessions.

## 11.6 Current tax assets and liabilities

Current tax assets correspond to the amount to be recovered from the tax authorities. Current tax liabilities correspond to the amounts remaining to be paid to these authorities.

These tax assets and liabilities appear as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
<b>Current tax assets</b>		
Aéroports de Paris SA and tax-consolidated companies	24	-
Other consolidated entities	41	6
<b>TOTAL</b>	<b>65</b>	<b>6</b>
<b>Current tax liabilities</b>		
Aéroports de Paris SA and tax-consolidated companies	-	21
Other consolidated entities	107	16
<b>TOTAL</b>	<b>107</b>	<b>37</b>

The Group has no knowledge of any contingent tax assets or liabilities as of 31 December 2019.

## NOTE 12 NET RESULT FROM DISCONTINUED ACTIVITIES

In accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”, Groupe ADP disclose a single amount in the statement of comprehensive income on the line net income from discontinued operations, all components<sup>1</sup> that have been disposed by the Group (shutdown of operations) or which are classified as held for sale, and:

- ◊ represents a separate major line of business or geographical area of operations;
- ◊ is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- ◊ is a subsidiary acquired exclusively with a view to resale.

For discontinued operations, this reclassification applies at the date the activity has been disposed.

<sup>1</sup> By component is meant an element that comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity.

The analysis of net income from discontinued operations related to the end of the Atatürk International Airport concession (see note 2.2) is as follows:

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018</b>
<b>Revenue</b>	<b>124</b>	<b>471</b>
<b>EBITDA</b>	<b>71</b>	<b>281</b>
<b>Operating income<sup>1</sup></b>	<b>85</b>	<b>115</b>
<b>Financial income</b>	<b>(4)</b>	<b>26</b>
<b>Income before tax</b>	<b>82</b>	<b>141</b>
Income tax expense <sup>2</sup>	(26)	(38)
<b>Net results from discontinued activities</b>	<b>55</b>	<b>103</b>
<b>NET INCOME ATTRIBUTABLE TO THE GROUP</b>	<b>26</b>	<b>48</b>

<sup>1</sup> The operating income for the year 2019 includes a net gain of €47 million linked to the DHMI compensation, decreased by the accounting value of the discontinued assets.

<sup>2</sup> The income tax expense for the year 2019 includes a net tax expense related to the DHMI compensation decreased by the accounting value of the discontinued assets, for an amount of €16 million.

Earnings per share from discontinued activities are disclosed in note 7.1.7.

### Restated accounts 2018

Comparative figures for the 31 December 2018 take into account the end of TAV Istanbul concession. The following tables present the impact of these changes on the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of cash flows:

#### // CONSOLIDATED INCOME STATEMENT

<i>(in millions of euros)</i>	<b>2018 published</b>	<b>2018 restated</b>
<b>Revenue</b>	<b>4,478</b>	<b>4,007</b>
<b>EBITDA</b>	<b>1,961</b>	<b>1,680</b>
Share in associates	81	81
<b>Operating income from ordinary activities</b>	<b>1,238</b>	<b>1,123</b>
<b>Operating income</b>	<b>1,236</b>	<b>1,121</b>
<b>Financial income</b>	<b>(206)</b>	<b>(232)</b>
<b>Income before tax</b>	<b>1,030</b>	<b>889</b>
Income tax expense	(335)	(297)
<b>Net results from continuing activities</b>	<b>695</b>	<b>592</b>
Net results from discontinued activities	-	103
<b>Net income</b>	<b>695</b>	<b>695</b>
<b>NET INCOME ATTRIBUTABLE TO THE GROUP</b>	<b>610</b>	<b>610</b>

**// CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

<i>(in millions of euros)</i>	<b>2018 published</b>	<b>2018 restated</b>
<b>Net income</b>	<b>695</b>	<b>695</b>
<b>Recyclable elements to the consolidated income statement</b>	<b>22</b>	<b>22</b>
<i>Including share of other comprehensive income linked to discontinued activities</i>	-	(6)
<b>Non-recyclable elements to the consolidated income statement</b>	<b>(15)</b>	<b>(15)</b>
<i>Including actuarial gains/losses in benefit obligations linked to discontinued activities</i>	-	(1)
<b>Total comprehensive income for the period</b>	<b>702</b>	<b>702</b>
attributable to non-controlling interests	81	81
attributable to the Group	621	621

**// CONSOLIDATED STATEMENT OF CASH FLOWS**

<i>(in millions of euros)</i>	<b>2018 published</b>	<b>2018 restated</b>
<b>Operating income</b>	<b>1,236</b>	<b>1,121</b>
<b>Operating cash flow before change in working capital and tax</b>	<b>1,836</b>	<b>1,576</b>
<b>Change in working capital</b>	<b>(3)</b>	<b>(44)</b>
<b>Cash flows from operating activities</b>	<b>1,552</b>	<b>1,551</b>
<i>including impact of discontinued activities</i>	-	234
<b>Cash flows from investing activities</b>	<b>(1,636)</b>	<b>(1,636)</b>
<i>including impact of discontinued activities</i>	-	(1)
<b>Cash flows from financing activities</b>	<b>227</b>	<b>227</b>
<i>including impact of discontinued activities</i>	-	(83)
<b>Change in cash and cash equivalents</b>	<b>145</b>	<b>145</b>
Net cash and cash equivalents at beginning of the period	1,910	1,910
Net cash and cash equivalents at end of the period	2,055	2,055
<i>of which Cash and cash equivalents</i>	2,056	2,056
<i>of which Bank overdrafts</i>	(1)	(1)

18

**NOTE 13 CASH AND CASH EQUIVALENTS AND CASH FLOWS****13.1 Cash and cash equivalents**

Cash and cash equivalents comprise current accounts at banks and short-term liquid investments subject to negligible risks of fluctuations of value. Cash equivalents consist essentially of money market funds. Bank overdrafts are not included in cash and are reported under current financial liabilities.

“Cash management financial assets” comprises units in UCITS, made with a short-term management objective, satisfying the IAS 7 criteria for recognition as cash.



Cash and cash equivalents break down as follows:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Marketable securities	1,195	1,288
Cash <sup>1</sup>	787	768
Bank overdrafts <sup>2</sup>	(9)	(1)
<b>CASH AND CASH EQUIVALENTS</b>	<b>1,973</b>	<b>2,055</b>

<sup>1</sup> Including €36 million of cash dedicated to aid to local residents funding collected through the tax on airborne noise nuisances (TNSA).

<sup>2</sup> Included in Current liabilities under debt.

As part of its cash management, Groupe ADP has mainly invested in euro-denominated UCITS.

Cash and short-term cash equivalents for the Group include the bank accounts of certain subsidiaries for which repatriation conditions

are complex in the short term for mainly regulatory reasons. As of 31 December 2019, the amount of this items is less than €1 million.

## 13.2 Cash flows

### 13.2.1 Cash flows from operating activities

#### // INCOME AND EXPENSE WITH NO IMPACT ON NET CASH

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Depreciation, amortisation and impairment losses (excluding current assets)	730	600
Profit/loss of associates	(90)	(81)
Net gains on disposals	(7)	(3)
Other	(14)	3
<b>INCOME AND EXPENSE WITH NO IMPACT ON NET CASH</b>	<b>619</b>	<b>519</b>

<sup>1</sup> Restated figures as described in notes 1.4, 2.2 & 12.

#### // CHANGE IN WORKING CAPITAL

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Inventories	7	-
Trade and other receivables	70	11
Trade and other payables	68	(55)
<b>CHANGE IN WORKING CAPITAL</b>	<b>145</b>	<b>(44)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

### 13.2.2 Cash flows from investing activities

#### // ACQUISITION OF SUBSIDIARIES AND ASSOCIATES (NET OF ACQUIRED CASH)

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
Acquisitions of subsidiaries and investments (net of cash acquired)	(35)	(630)
Proceeds from sale of subsidiaries (net of cash sold) and investments	-	1

<sup>1</sup> Restated figures as described in notes 2.2 & 12.



In 2019, the flow related to the financial investments, the acquisitions of subsidiaries and equity interests is mainly due to:

- ◆ the additional acquisition of TAV Tunisia shares by TAV Airports for an amount of € 12 million;
- ◆ the additional acquisition of Tibah Development shares by TAV Airports for an amount of €4 million;
- ◆ the acquisition by TAV Airports of 70% of GIS (see Note 3.2) for an amount of €2 million net of cash acquired;

- ◆ €10 million of cash acquired for the change of method for SDA and Relay@ADP (see note 3.2).

In 2018, the flow related to acquisition of subsidiaries and financial investments was mainly due to the additional acquisition of 41,5% of AIG shares, the acquisition of 49% of Antalya by TAV Airports, the acquisition of 100% of Sysdream by Hub One, the additional investments over Ravinala Airports, Nuevo Pudahel, TGS (investment security of Havas) and SAS Coeur of Orly Investment.

## // PURCHASE OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

The investments made by the Groupe ADP are classified within a nomenclature, composed of the following seven investment programs:

- ◆ **renovation and quality:** investments meant to renovate current property in order to reduce obsolescence or improving its quality, as well as investments in retail spaces;
- ◆ **increases in capacity:** investments to increase assets capacity;
- ◆ **cost of studies and supervision of works (FEST):** design and work supervision costs for the production of an asset;

- ◆ **real estate development:** investments to develop property as well as cargo and aeronautical facilities maintenance;
- ◆ **restructuring:** Investments to reconfigure the arrangement of existing assets;
- ◆ **security:** Investments financed by the airport tax, mainly related to airport safety and security services.
- ◆ **other.**

The amount of purchase of property, plant and equipment and intangible assets is broken down in the table below:

<i>(in millions of euros)</i>	Notes	2019	2018 <sup>1</sup>
Purchase of intangible assets	6	(86)	(46)
Purchase of tangible assets and investment property (excluding rights of use)	6	(1,117)	(1,031)
<b>PURCHASE OF TANGIBLE ASSETS, INTANGIBLE ASSETS AND INVESTMENT PROPERTY</b>		<b>(1,203)</b>	<b>(1,077)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

Details of this expenditure are as follows:

<i>(in millions of euros)</i>	2019	2018 <sup>1</sup>
Renovation and quality	(383)	(285)
Increases in capacity	(279)	(293)
Cost of studies and supervision of works (FEST)	(119)	(103)
Real estate development	(67)	(143)
Restructuring	(157)	(139)
Security	(108)	(84)
Other	(90)	(30)
<b>TOTAL</b>	<b>(1,203)</b>	<b>(1,077)</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

The main investments in 2019 are as follows:

- ◇ for the Paris-Charles de Gaulle Airport:
  - ◆ the renovation of terminal 2B and its junction with terminal 2D,
  - ◆ the construction of the international satellite junction of Terminal 1,
  - ◆ the purchase of standard 3 hold baggage screening equipment related to European regulations (CDG),
  - ◆ the construction of a connecting baggage sorter under Hall M of CDG 2 (TBS4),
  - ◆ the works of road accesses to CDG,
  - ◆ the overhaul of the atmosphere in Hall L of Terminal 2E,
  - ◆ the preparatory works for the construction of the CDG Express,
  - ◆ the extension of the Delta and Quebec City lanes north of Terminal 1,
  - ◆ study costs related to the construction project for Terminal 4,
  - ◆ the overhaul of the shops in Hall L of Terminal 2E,
  - ◆ improved orientation on the passenger route,
  - ◆ the installation of guidance charts and information screens ("timers") for pilots and ramp attendants,
  - ◆ the extension of the India areas at CDG,
  - ◆ the creation of a single Air France lounge in terminal 2F,
  - ◆ the renovation of the AB car park,
  - ◆ the works on the upper floor of the PR car park,
  - ◆ the overhaul of the screening stations in terminal 2E,
  - ◆ the reconfiguration of the TME baggage sorter in terminal 2E;
- ◇ for Paris-Orly Airport:
  - ◆ the renovation of runway 3,
  - ◆ the end of construction work on the junction between Orly 2 and Orly 4 (formerly the West terminal and South terminal),
  - ◆ the regulatory compliance of Orly 4 (formerly Orly South) East baggage sorting,
  - ◆ the works in preparation for the construction of the future Grand Paris station,
  - ◆ the resumption of the waterproofing and reinforcement of bridge n°2 under runway 3,
  - ◆ the creation of a new shopping area in the international departure zone at Orly 4 (formerly Orly Sud),
  - ◆ the creation of a pedestrian link between Orly 3 (junction building) and Orly 4 (formerly Orly Sud),
  - ◆ the redevelopment of air traffic lanes to the south of Orly 4 (formerly Orly Sud),
  - ◆ the restructuring of Hall E of Orly 4 (formerly Hall B of Orly Sud),
  - ◆ the reconfiguration of security controls for international departures from Orly 4 (formerly Orly Sud) and the restructuring of the associated shopping area;
- ◇ investments at the Paris-Le Bourget airport, mainly related to the construction of the AFMAE apprentice training center;
- ◇ on Queen Alia Airport, the investments are mainly ported on the extension of the luggage sorter;
- ◇ in 2019, Aéroports de Paris also made significant investments for its support functions and for projects common to the IT platforms.

## // DIVIDENDS RECEIVED

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018<sup>1</sup></b>
TAV Antalya	119	-
Schiphol Group	9	12
ATU	8	12
TGS	16	9
RELAY@ADP	-	3
SCI Roissy Sogaris	1	-
Other	20	3
<b>TOTAL</b>	<b>173</b>	<b>39</b>

<sup>1</sup> Restated figures as described in notes 2.2 & 12.



## NOTE 14 RELATED PARTIES DISCLOSURE

In accordance with IAS 24, the Group discloses the following related parties:

- ◆ associated and jointly controlled companies;
- ◆ the State, public institutions and State participations; and
- ◆ its senior executives and shareholders.

Transactions with related parties are summarised as follows:

<i>(in millions of euros)</i>	Associates and jointly controlled companies		State or state participations		Other related parties		TOTAL GROUP	
	2019	2018 <sup>1</sup>	2019	2018 <sup>1</sup>	2019	2018 <sup>1</sup>	2019	2018 <sup>1</sup>
Revenue	192	421	1,347	1,326	89	80	1,628	1,827
External expenses (inc. purchases of fixed assets)	90	76	23	40	66	93	179	209
Financial assets	17	15	-	-	12	5	29	20
Other assets	17	66	130	154	95	77	242	297
Financial liabilities	-	-	-	-	212	190	212	190
Other liabilities	25	24	86	73	278	106	389	203

<sup>1</sup> Restated figures as described in notes 2.2 & 12.

### 14.1 Relations with associated or jointly controlled companies

#### CDG Express

CDG Express, the Infrastructure management company ("GI CDG Express in french") created at the end of 2018 and co-owned by Groupe ADP, SNCF Réseau and the *Caisse des Dépôts et Consignations*, signed on February 14, 2019 a concession agreement with the French Government relating to all works to be performed for the CDG Express project.

Under this contract, the GI CDG Express has committed to finance, design, build and maintain the CDG Express railway for 50 years. Design and construction have been delegated, to Groupe ADP and SNCF Réseau under two construction contracts. Each company will carry out respectively 11% and 89% of the works.

In this context, Aéroports de Paris SA and the GI CDG Express have entered into a construction and design contract for studies and works carried out on Paris CDG airport land for a price of €204.5 million. These revenues are recognized using the percentage of completion method as per the IFRS 15 norm, ADP having an enforceable right for the payment of costs relating to work carried out to date, including in the event of termination of the contract.

Revenues relating to studies and works contributing to the realization of assets belonging to Groupe ADP having a compensatory nature are recognized in other income. Those made on behalf of the concessionaire are recognized in Revenues.

Revenue recognized in 2019 for studies and works amounted to €34 million of which €29 million (€25 Other Operating Income and €4 million Revenue) were carried out by Aéroports de Paris SA and €5 million income from "CDG Express etudes" share of revenue.

#### Retail joint ventures

As part of the development of commercial activities, Aéroports de Paris SA and the company EPIGO, sign agreements permitting these companies to operate within Paris-Orly and Paris-Charles de Gaulle airports. Transactions between Aéroports de Paris SA and this company relate to:

- ◆ fees collected under the operational rights granted by Aéroports de Paris SA;
- ◆ rents for the occupation of sales areas; and
- ◆ similarly, TAV Airports and ATU concluded contracts allowing ATU to operate retail shops within its airport platforms.

### 14.2 Relations with the French State and State participations

#### Relations with the french state

The French State holds 50.6% of the share capital of Aéroports de Paris SA and 58.6% of the voting rights as at 31 December 2019. The State is entitled in the same way as any majority shareholder to control decisions that require approval by the shareholders.

Public authorities exercise control over Aéroports de Paris SA with regard to its status as a state-owned company and with regard to its duties, in particular its public service.

In this respect, agreements are regularly concluded with the State. The most significant agreements are listed below:

- ◇ the Economic Regulation Agreement relating to the 2016-2020 signed on 31 August 2015;

Relationship with the *Direction Générale de l'Aviation Civile* (DGAC) - public service duties such as safety assignments, air transport securities and aircraft firefighting and rescue tasks carried out by Aéroports de Paris. The costs incurred in the performance of these duties are invoiced to *Direction Générale de l'Aviation Civile* (DGAC), which funds the airport tax charged to airlines to cover these costs. In 2019, revenues linked to airport security and safety amounted to €482 million (€499 million in 2018). At 31 December 2019, the payable to the DGAC amount €16 million (a receivable of €17 million was recognized at 31 December 2018);

- ◇ agreement for the provision of real estate properties, utilities (electricity, heating, water), services (telecommunications, material, administrative and intellectual assistance) and training to the Air Navigation Service Provider ("DSNA"). This agreement was concluded on 27 July 2007 for a term of 15 years.

### Relations with the company of Grand Paris

In order to increase its passenger capacity at Paris-Orly Airport, Aéroports de Paris SA decided to construct a connecting building between the western and southern terminals of Paris-Orly Airport. Furthermore, as part of the development of the Grand Paris transport system; a metro station will be built to accommodate metro lines 14 and 18 at Paris-Orly airport. Completion is scheduled for 2024. For this purpose, two agreements have been signed between Aéroports de Paris SA and the Société du Grand Paris:

- ◇ an indemnity agreement signed on 9 January 2015, whereby the Société du Grand Paris compensates Aéroports de Paris SA for the additional costs to bear in the context of the construction of the aforementioned connecting building due to the fact that two tunnels, for Lines 14 and 18, will pass under this building. An amendment was made to this agreement on 9 August 2015;
- ◇ a joint project management agreement signed on 16 July 2015, relating to the construction at Paris-Orly Airport of a metro station to accommodate the 2 metro lines and airport facilities. Aéroports de Paris is named as the sole contractor for this project and will manage all works which are due for completion in 2024. An amendment n°1 to this agreement was signed between SGP and ADP on 6 March 2017

to clarify the different sub-projects, the budget allocated to the construction works, the amount of indemnities to be paid to ADP for the losses and additional costs related to the buildings affected by the construction of the metro station, and the allocation of the missions between the parties. A new amendment is under negotiation aiming to readjust the final estimated cost of the works following final tender offers and additional costs linked to the delay in the commissioning of Line 18 initially planned for 2024 and postponed to 2027.

Furthermore, two additional agreements were signed with the SGP in 2019 related to studies and ancillary works for line 14 and 18 and a new storage and maintenance warehouse for line 14.

### Relations with Régie Autonome des Transports Parisiens (RATP)

- ◇ An agreement was signed in 2019 with RATP for the ancillary works of line 14 south of the Grand Paris Express and for the support of RATP Teams who must go to safe areas in the airport with regulated acces.

### Relations with Air France-KLM

Transactions with Air France-KLM primarily concern:

- ◇ the invoicing of aeronautical and ancillary fees set by the Economic Regulation Agreement pursuant to the Civil Aviation Code; and
- ◇ rental costs invoiced related to the rental of land and buildings surrounding the airports.

## 14.3 Relations with senior executives and shareholders

### Remuneration of senior executives

Senior executives at Aéroports de Paris SA are: the Chairman and Chief Executive Officer, the members of the Executive Committee and the board members appointed by the General Meeting.

The remuneration granted to these executives amounted to €6,6 million in 2019, compared with €6.1 million in 2018. This change was mainly due to the decrease in directors' fees, the turnover in the members of the Executive Committee and lump sum payments to members who left in 2019. This remuneration includes the short-term benefits (fixed and variable remuneration and benefits in kind), as well as the corresponding employers' charges and directors' fees. The details of the remunerations are as follows:

(In thousand of euros)	2019	2018
<b>Compensation of corporate officers</b>	<b>6,612</b>	<b>6,116</b>
Salaries and wages	4,493	4,142
Social security expenses	1,636	1,601
<b>Total short term remuneration</b>	<b>6,129</b>	<b>5,743</b>
Post employment benefit	176	187
Directors' fees	307	186

## RELATIONS WITH VINCI

The most significant transactions between Aéroports de Paris SA and Vinci are mainly related to the partnership with Vinci Airports in the context of the Santiago de Chile International Airport concession and the construction of a connecting building between the western and southern terminals of Paris-Orly Airport, delivered in 2019.



## NOTE 15 OFF-BALANCE SHEET COMMITMENTS

### 15.1 Minimum lease payments

Futhermore, the future minimum lease payments receivable for Aéroports de Paris SA as a lessor on existing contracts as at 31 December 2019 are as follows:

<i>(in millions of euros)</i>	<b>Total As at Dec 31, 2019</b>	<b>0 -1 year</b>	<b>1 -5 years</b>	<b>Over 5 years</b>
Minimum lease payments receivable	3,262	279	1,052	1,931

### 15.2 Backlog

<i>(in millions of euros)</i>	<b>Total As at Dec 31, 2019</b>	<b>0 -1 year</b>	<b>1 -5 years</b>	<b>Over 5 years</b>
Revenue expected on contracts	254	39	82	134

For the presentation of its backlog, the Group has chosen to apply the simplification proposed by IFRS 15 to exclude contracts with a duration inferior or equal to 12 months.

Thus, the revenue expected on contracts presented in the Group backlog amounts to €254 million as of 31 December 2019 and are a result of contracts which fulfill the following characteristics:

- ◇ signed at the closing date with third parties;
- ◇ whose execution began on the closing date, or, if the contract is not fully performed, where the customer has a right to cancel this contract without penalty payment;

◇ a duration of more than 1 year.

The backlog corresponds to future revenue linked to the services remaining to be performed at the reporting date as part of the contracts described above. It includes the income which correspond to only fixed orders from customers.

To this extent, are excluded from the backlog the airport fees and ancillary fees considering that these services do not correspond to fixed orders (they are only contractualized to the use of the services by the customer). Additionally, the revenue from airport safety and security services are also excluded, considering that they are validated each year by the DGAC and depend on the costs incurred.

### 15.3 Commitments granted and received

Off-balance sheet commitments and contingent assets and liabilities are presented below:

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Guarantees	532	495
Guarantees on first demand	35	90
Irrevocable commitments to acquire assets	677	914
Other	101	71
<b>COMMITMENTS GRANTED</b>	<b>1,345</b>	<b>1,570</b>
Guarantees	137	113
Guarantees on first demand	144	158
Other	3	3
<b>COMMITMENTS RECEIVED</b>	<b>284</b>	<b>274</b>

#### Aéroports de Paris SA

Guarantees correspond mainly to securities accorded to loans to staff members, as well as guarantees accorded by Aéroports de Paris SA on behalf of ADP Ingénierie for the benefit of different customers of its subsidiaries.

Off-balance sheet commitments on the acquisition of fixed assets by ADP SA amounted to €677 million 31 December 2019 (€948 million of off-balance sheet commitments less €271 million of fund reserves).

Compared to the 31 December 2018 (€914 million), irrevocable commitments to acquire assets decreased by €238 million.

This decrease in off-balance sheet commitments on fixed asset acquisitions is due to a combination of two effects:

- ◇ on the one hand, the natural decrease in commitments due to the progress of projects during 2019;
- ◇ on the other hand, a relatively low level of new medium-term commitments, insofar as no commitments beyond 2020 can be activated on the regulated perimeter, pending the signature of economic regulation contract no. 4, covering the period 2021-2025.



The main investments made in 2019, which contributed to the decrease in the amount of off-balance sheet commitments, are as follows:

- ◆ the rehabilitation of terminal 2B and the junction with terminal 2D;
- ◆ the renovation of runway 3 of Paris-Orly;
- ◆ the creation of a connecting baggage sorter under Hall M of CDG2;
- ◆ the Orly 3 junction building, located between Orly 2 (formerly Orly Ouest) and Orly 4 (formerly Orly Sud);
- ◆ the construction of the international satellite junction of Terminal 1.

The Group's employee benefit commitments are presented in note 5.

The commitments received are mainly guarantees from the beneficiaries of AOTs (temporary authorisations to occupy public property or *Autorisation d'Occupation Temporaire du domaine public*), civil code leases, commercial concessions and suppliers.

In addition, pursuant to article 53 in the operating specifications of Aéroports de Paris SA, the minister in charge of Civil Aviation has a right of refusal regarding any contribution, disposal or grant of security involving certain plots of land – and the assets on such land – belonging to Aéroports de Paris SA. The lands concerned by this provision are listed in those same operating specifications.

The law of April 20, 2005 provides that in the event of a partial or total shutdown of air traffic at one of the airports owned by Aéroports de Paris SA, 70% of the capital gain due to the difference between the market value of the assets and the book value thereof must be paid to the French government. This provision relates in particular to the General Aviation Aerodromes.

## ADP INGENIERIE AND ADP INTERNATIONAL

Guarantees on first demand have been given only by ADP Ingénierie and ADP International as part of the execution of their international contracts.

## TAV AIRPORTS

Commitments given by TAV Airports and its subsidiaries amount to €498 million as at 31 December 2019 and are mainly letters of guarantee:

- ◆ given mainly to third parties (customs, lenders and customers), to the General Directorate of State Airports Authority (DHMI) as well as Saudi Arabian, Tunisian and Macedonian governments;
- ◆ issued from Build – Operate – Terminate agreements (BOT agreements), from concession agreements and lease contracts.

### Main guarantees given to DHMI:

- ◆ TAV Istanbul is bound by the terms of the rent agreement made with DHMI and is obliged to give 6% of the total rent amount, *i.e.* \$153 million as a letter of guarantee;
- ◆ TAV Ege and TAV Milas Bodrum are both obliged to give a letter of guarantee at an amount equivalent to €37 and €43 million each to DHMI;

### Main guarantees given to GACA (General Authority of Civil Aviation) in Saudi Arabia:

The Group is obliged as of 31 December 2019 to give a letter of guarantee at an amount equivalent of \$13 million (*i.e.* €12 million) to GACA according to the BTO agreement signed with GACA in Saudi Arabia, as well as a letter of guarantee equivalent of \$162 million (*i.e.* €145 million) to National Commercial Bank which is included in letters of guarantee given to third parties.

### Main guarantees given to OACA (Office de l'aviation Civile et des Aéroports) in Tunisia:

The Group is obliged as of 31 December 2019 to give a letter of guarantee at an amount equivalent of €12 to the Ministry of State Property and Land Affairs and €7 to OACA according to the BOT agreements and its amendments signed with OACA in Tunisia.

## NOTE 16 LITIGATIONS, LEGAL AND ARBITRATION PROCEEDINGS

In accordance with IAS 37 Provisions, contingent Liabilities are defined as:

- ◆ a **potential obligation** that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

- ◆ a **present obligation** that arises from past events but is not recognized because:

- ◆ it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
- ◆ the amount of the obligation cannot be measured with sufficient reliability.

In the ordinary course of its business, Groupe ADP is involved in a certain number of judicial and arbitral proceedings. The Group is also subject to certain claims and lawsuits which fall outside the scope of the ordinary course of its business.

The amount of provisions made is based on Groupe ADP's assessment of the level of risk on a case-by-case basis and depends on its assessment of the basis for the claims, the stage of the proceedings and the arguments in its defense, it being specified that the occurrence of events during proceedings may lead to a reappraisal of the risk at any moment.

Main litigations and arbitration proceedings presented below are accounted as liability or depending on the case constitute contingent liabilities or assets.

- ◆ litigation JSC investments:

- ◆ in 2013, JSC Investments and SODEC sued Aéroports de Paris for nonperformance of a developer contract for the Aeroville shopping centre dating from 2003 and in resolution for nonperformance of a 2004 amendment providing the implementation of a consultation procedure (won by Unibail). The claimants estimated their disadvantages at a total amount of €412 million,
- ◆ the Administrative Court (having exclusive jurisdiction to settle the litigation according to the decision of the Jurisdiction Court, in charge of settling conflicts of jurisdiction, dismissed JSC's claims in 2017). The latter appealed against the decision on 30 March 2017,
- ◆ by a judgement dated 24 April 2019, the Administrative Court of Appeal rejected JSC Investissements and SODEC's request and ordered them to pay €1500 each to ADP,



- ◆ JSC Investments and SODEC appealed to the Conseil d'Etat against this decision. This appeal is currently subject to an admission procedure. If admitted, the procedure will continue; if it is not admitted, the judgment of the Administrative Court of Appeal will become final,
- ◆ the Group estimates that these complaints are unfounded. As a result, no provision has been recorded to date;
- ◇ TAV/HERVE litigation on the definitive general account of the work relating to the construction of the head office:
  - ◆ as part of the construction of the buildings, that include Groupe ADP's headquarter, the members of the construction consortium, TAV Construction and Hervé SA, have filed a claim on March 25, 2019 against Groupe ADP before the Tribunal de Grande Instance de Paris. TAV Construction et Hervé SA contest the remuneration of the construction work and they demand that Groupe ADP be sentenced to pay their claim. The case is still pending;
  - ◇ tax litigation:
    - ◆ discussions are ongoing regarding the rate of withholding tax applied to dividends received from foreign subsidiaries.

## NOTE 17 SUBSEQUENT EVENTS

There are no subsequent events known to date.

## NOTE 18 AUDITOR'S FEES

The amounts of auditors' fees recorded are as follows:

<i>(in thousands of euros)</i>	As at Dec 31, 2019		As at Dec 31, 2018	
	DELOITTE	EY	DELOITTE	EY
◇ Parent company	530	607	450	527
◇ Fully consolidated subsidiaries	349	752	333	498
<b>Audit, certification, inspection of individual and consolidated financial statements:</b>	<b>879</b>	<b>1,359</b>	<b>783</b>	<b>1,025</b>
◇ Parent company	48	58	45	7
◇ Fully consolidated subsidiaries	-	36	25	22
<b>Services other than certification:</b>	<b>48</b>	<b>94</b>	<b>70</b>	<b>29</b>
<b>TOTAL</b>	<b>927</b>	<b>1,453</b>	<b>853</b>	<b>1,054</b>

In 2019, services other than the certification of accounts concern mainly:

- ◆ the review of environmental, social and societal information;
- ◆ various certificates.

**NOTE 19 SCOPE OF CONSOLIDATION AND NON-CONSOLIDATED COMPANIES**

The main changes in consolidation scope and in corporate name of Group entities for the year 2019 are described in note 3.2.1).

As at 31 December 2019, the list of companies within the scope of consolidation is as follows:

Entity	Address	Country	% stake	% control
Aéroports de Paris SA (Multi activities)	1 rue de France - 93290 Tremblay-en-France	France	PARENT	PARENT
<b>FULLY CONSOLIDATED SUBSIDIARIES</b>				
<b>Aviation:</b>				
Fondation d'entreprise Aéroports de Paris	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
<b>Retail and services:</b>				
Société de Distribution Aéroportuaire	114 avenue Charles de Gaulle 92200 Neuilly-sur-Seine	France	50%	50%
Média Aéroports de Paris	17 rue Soyer 92200 Neuilly sur Seine	France	50%	50%
RELAY@ADP	55 rue Deguingand 92300 Levallois Perret	France	50%	50%
<b>Real estate:</b>				
Cœur d'Orly Investissement	Orlytech - Bat. 532 5 allée Hélène Boucher 91550 PARAY-VIELLE-POSTE	France	100%	100%
Cœur d'Orly Commerces Investissement	Orlytech - Bat. 532 5 allée Hélène Boucher 91550 PARAY-VIELLE-POSTE	France	100%	100%
ADP Immobilier Tertiaire	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
ADP Immobilier	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
Ville Aéroportuaire Immobilier 1 <sup>1</sup>	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
ADP Immobilier Industriel	Orlytech - Bat. 532 5 allée Hélène Boucher 91550 PARAY-Vielle-Poste	France	100%	100%
SCI ROMEO	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
Hôtels Aéroportuares <sup>2</sup>	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
Aéroports de Paris Investissement Nederland Bv	Locatellikade 1 1076AZ AMSTERDAM	Netherlands	100%	100%
<b>International and airport developments:</b>				
TAV Germany Operation Services GmbH ("TAV İşletme Germany")	Neue Mainzer StraBe 22, 60311 Frankfurt Am Main	Germany	46%	100%
GIS Premium Deutschland GmbH ("GIS Germany")	c/o Klier & Ott GmbH Steuerberatungsgesellschaft Rechtsanwaltsgesellschaft Reinhardstraße 52 10117 Berlin	Germany	32%	100%
TAV Information and Technologies Saudi Ltd. Company ("TAV IT Saudi")	Prince Mohammed Bin Abdulaziz Int. Airport P.O Box 4878, Al-Madinah Al Munawarah 42342 KSA	Saudi Arabia	46%	100%
GIS Premium Argentina SRL ("GIS Argentina")	Avenida Leandro N. Alem 734, piso 50, oficina "16", Ciudad Autónoma de Buenos Aires.	Argentina	32%	100%
Tank Öwa Alpha GmbH	Teinfaltstrasse 8/4 A-1010 Vienna, AUSTRIA	Austria	100%	100%
Tank Öwc Beta GmbH	Teinfaltstrasse 8/4 A-1010 Vienna, AUSTRIA	Austria	100%	100%
GIS Premium Brasil Servicos Aeroportuarios LTDA ("GIS Brazil")	Av Paulista,2444,Andar 18,CONJ 182,SL 7 Bela Vista Sao Paulo SP	Brazil	32%	100%
ADPi (Beijing) Architects and Engineers Design Co	ADPI Architects and Engineers Design Co, LTD Unit 1407A - No A302 Hua Teng Tower Jinsong 3 <sup>rd</sup> zone Chaoyang District Beijing	China	100%	100%

<sup>1</sup> The Group holds 60% of the capital of Ville Aéroportuaire Immobilier 1 and has a put and call option agreement over the remaining 40%. The analysis of this agreement leads to retain 100% ownership interest.

<sup>2</sup> Previously named SAS HOTEL RO3 until June 2018.



Entity	Address	Country	% stake	% control
GIS Premium Colombia S.A.A. ("GIS Colombia")	Carrera 9, 74-08 Of 504, Bogotá 110.221 Bogotá -Colombia	Colombia	32%	100%
AMS - Airport Management Services (OSC)	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	78%	78%
MZLZ-TRGOVINA D.o.o ("SDA Zagreb")	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	50%	50%
MZLZ-Ugostiteljstvo D.o.o ("BTA MZLZ")	Velika Gorica, Rudolfa Fizira 1 Zagreb Hrvatska	Croatia	46%	100%
Havaš Adriatic	Roberta Frangesa Mihanovica 9, Zagreb, Croatie	Croatia	46%	100%
Gestio I Servies Trade Center S.A. ("GIS Spain")	Avda. Diagonal 611 9ª pl. 08028- Barcelona	Spain	32%	100%
TAV USA Operation Services Co. ("TAV İşletme America")	22648 Glenn Drive, Sterling VA 20164, Unit 101	United States	46%	100%
ADP International Americas LLC	54W 40th Street, NY 10018, New York City	United States	100%	100%
Merchant Aviation	382 Springfield Avenue SUMMIT, NJ-07901	United States	100%	100%
TAV Washington Operation Services Ltd. ("TAV İşletme Washington")	22648 Glenn Drive, Sterling VA 20164, Unit 101	United States	46%	100%
TAV New York Operation Services LLC	JFK International Airport. Terminal One Primeclass lounge next to gate 8.10 Queens, NY 11430 US	United States	46%	100%
ADP Ingénierie	Aéroport d'Orly Parc central Zone sud - Bâtiment 641 91200 ATHIS-MONS	France	100%	100%
ADP International	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
BTA Frances SAS. ("BTA France")	Orly Sud Terminal S1 Etage 3 Bureau 3103-3104 94390 Orly Aéroport	France	46%	100%
GIS Premium France SAS ("GIS France")	1 Bis Rue Veron 94140 Alfortville	France	32%	100%
TAV Batumi Operations LLC ("TAV Batumi")	Tbilisi International Airport, Tbilisi, Georgia, 0158	Georgia	35%	76%
Batumi Airport LLC	Airport Highway #220, Batumi /Georgia, 6010	Georgia	35%	76%
TAV Urban Georgia LLC ("TAV Tbilisi")	Tbilisi International Airport, Tbilisi, Georgia, 0158	Georgia	37%	80%
BTA Georgia LLC ("BTA Georgia")	Tbilisi International Airport Tbilisi, Georgia	Georgia	46%	100%
TAV Georgia Operation Services LLC ("TAV İşletme Georgia")	International Airport, Tbilisi, Georgia, Post Code:0158	Georgia	46%	100%
ADPM Mauritius	C/o Legis Corporate Secretarial Services Ltd 3 rd Floor, Jamalacs Building, Vieux Conseil Street, PORT-LOUIS	Mauritius	100%	100%
ADPI India Private Limited	Workafella Business Centre 150/1 Infantry Road 560001 BENGALORE	India	100%	100%
GIS Premium Italy SRL ("GIS Italy")	Piazza Filippo Meda 3 CAP 20121 Milano (MI)	Italy	32%	100%
Jordan Airport Management	Ali Sharif Zu'bi Law Office PO Box 35267 AMMAN 11180	Jordan	100%	100%
Airport International Group P.S.C ("AIG")	P.O. Box 39052 Amman 11104 Jordan	Jordan	51%	100%
Airport International Group For Training And Development	P.O. Box 39052 Amman 11104 Jordan	Jordan	51%	100%
TAV Africa Operation Services Ltd. ("TAV İşletme Kenya")	P.O.BOX 42279-00100 Panari Hotel Centre, First Floor Office No:12, LR.12918 Mombasa Road, Nairobi PIN:PO51576403E	Kenya	46%	100%

Entity	Address	Country	% stake	% control
SIA TAV Latvia ("TAV Latvia")	RIGA Airport 10/1, Marupe district, LV 1053, Latvia	Latvia	46%	100%
Havas Latvia SIA ("HAVAŞ Europe")	Lidosta, Rīga, 10/1, Mārupes novads, LV-1053	Latvia	46%	100%
SIA Cakes and Bakes Latvia ("BTA Latvia")	Lidosta "Rīga" 10/1, Marupes Novads, LV-1053 Latvia	Latvia	46%	100%
TAV Latvia Operation Services SIA ("TAV İşletme Latvia")	Starptautiskā lidosta Rīga 10/1, Mārupes novads, Rīga, LV-1053, Latvia	Latvia	46%	100%
ADPi Middle East	Immeuble Baz - Rue Sursock BEYROUTH	Lebanon	100%	100%
ADPi Libya	El Nasser Street TRIPOLI	Libya	65%	100%
TAV Macedonia Dooel Petrovec ("TAV Macedonia")	Orce Nikolov 98, 1000 Skopje, Republic of Macedonia	Macedonia	46%	100%
BTA Macedonia Dooel Petrovec ("BTA Macedonia")	Skopje Alexander The Great Airport 1043 Petrovec, Skopje, Macedonia	Macedonia	46%	100%
TAV Macedonia Operation Services Dooel ("TAV İşletme Macedonia")	Skopje Alexander The Great Airport 1043 Petrovec, Skopje, Macedonia	Macedonia	46%	100%
TAV Madagascar Operation Services SA	Escalier C, Zone Tana Water Front - Ambodivona - 101 Antananarivo	Madagascar	46%	100%
GIS Premium Mexico SadCV ("GIS Mexico")	Av.Paseo de la Reforma nº 393 Despacho 801 Colonia Cuauhtémoc, alcaldía Cuauhtémoc 06500 Ciudad de México	Mexico	32%	100%
Aviator Netherlands B.V. ("Aviator Netherlands")	Strawinskylaan 3127 1077 ZX Amsterdam, Netherlands	Netherlands	46%	100%
TAV Technologies B.V. ("TAV IT Netherlands")	Gustav Mahlerlaan 1212, 1081 LA, Amsterdam, Netherlands	Netherlands	46%	100%
ADPI (Thailand) Ltd	No. 11/1 AIA Sathorn Tower, 9th & 10th Floor, South Sathon Road, Yannawa Sub-district, Sathon District, Bangkok, Thailande	Thailand	49%	100%
TAV Tunisie SA ("TAV Tunisia")	Rue de la Bourse, Cité les Pins, Immeubles "Horizon", Bloc B, 3ème étage, les Berges du Lac, 1053 Tunisia	Tunisia	38%	100%
BTA Tunisie SARL ("BTA Tunisia")	Enfidha International Airport A 1 Motorway, 91st Km. Enfidha 4030 Tunisia	Tunisia	46%	100%
TAV Tunisie Operation Services SARL ("TAV İşletme Tunisia")	Rue de la Bourse, Cité les Pins, Immeubles "Horizon", Bloc B, 3ème étage, les Berges du Lac, 1053 Tunisia	Tunisia	46%	100%
TAV Tunisie Operation Services Plus SARL ("TAV İşletme Tunisia Plus")	Aéroport Enfidha-Hammamet. 4080 Sousse-Tunisie	Tunisia	46%	100%
TAV Havalimanları Holding A.Ş. ("TAV Airports Holding")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:6 (6.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV İstanbul Terminal İşletmeciliği A.Ş. ("TAV İstanbul")	İstanbul Atatürk Havalimanı Dış Hatlar Terminali 34149 Yeşilköy. İstanbul, TURKEY	Turkey	46%	100%
TAV Milas Bodrum Terminal İşletmeciliği A.Ş. ("TAV Milas Bodrum")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:6 (6.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV Ege Terminal Yatırım Yapım ve İşletme A.Ş. ("TAV Ege")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:6 (6.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV Esenboğa Yatırım Yapım ve İşletme A.Ş. ("TAV Esenboğa")	Esenboğa Havalimanı İç-Dış Hatlar Terminali 06750 Esenboğa Ankara, TURKEY	Turkey	46%	100%
TAV Gazipaşa Alanya Havalimanı İşletmeciliği A.Ş. ("TAV Gazipaşa")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:6 (6.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%



Entity	Address	Country	% stake	% control
TAV Özel Güvenlik Hizmetleri A.Ş. ("TAV Güvenlik")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:7 (7.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
BTA Havalimanları Yiyecek ve İçecek Hizmetleri A.Ş. ("BTA")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:2 (2.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
BTA Unlu Mamülleri Pasta Üretim Turizm Gıda Yiyecek İçecek Hizmetleri San. ve Tic. A.Ş. ("Cakes & Bakes")	Osmangazi Mah. 2647 SK. No:5 Esenyurt, İstanbul, TURKEY	Turkey	46%	100%
BTA Tedarik Dağıtım ve Ticaret A.Ş. ("BTA Tedarik")	Osmangazi Mah. 2647 SK. No:5 Esenyurt, İstanbul, TURKEY	Turkey	46%	100%
BTA Denizyolları ve Limanları Yiyecek ve İçecek Hizmetleri Tic. A.Ş. ("BTA Denizyolları")	Kennedy Cad.Hızlı Feribot iskelesi YeniKapı-Fatih/İstanbul	Turkey	46%	100%
BTA Uluslararası Yiyecek İçecek Hizmetleri Sanayi ve Ticaret A.Ş. ("BTA Uluslararası Yiyecek")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:2 (2.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
Havaş Havaalanları Yer Hizmetleri A.Ş. ("HAVAŞ")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:4 (4.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV İşletme Hizmetleri A.Ş. ("TAV İşletme")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:4 (4.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV Havacılık A.Ş. ("TAV Havacılık")	İstanbul Atatürk Havalimanı Dış Hatlar Terminali 34149 Yeşilköy. İstanbul. Turkey	Turkey	46%	100%
TAV Bilişim Hizmetleri A.Ş. ("TAV Bilişim")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:3 (3.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV Akademi Eğitim ve Danışmanlık Hizmetleri A.Ş. ("TAV Akademi")	Ayazağa Mahallesi Cendere Caddesi No. 109 L 2C Blok İç Kapı No:6 (6.kat) Sarıyer/İstanbul, TURKEY	Turkey	46%	100%
TAV Aviation Minds Eğitim ve Danışmanlık Hizmetleri A.Ş. ("TAV Aviation Minds")	İstanbul Atatürk Havalimanı Dış Hatlar Terminali 34149 Yeşilköy. İstanbul. Turkey	Turkey	24%	100%
<b>Other activities:</b>				
Hub One	Continental Square, 2 place de Londres 93290 TREMBLAY-EN-FRANCE	France	100%	100%
ADP Invest	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
Hologarde <sup>3</sup>	1 rue de France - 93290 Tremblay-en-France	France	100%	100%
Sysdream	14 PLACE MARIE JEANNE BASSOT 92593 LEVALLOIS PERRET CEDEX	France	100%	100%
<b>JOINT-VENTURE (Integrated up to Group's share of balance sheet and profit &amp; loss)</b>				
<b>Other activities:</b>				
CDG Express Etudes	1 rue de France - 93290 Tremblay-en-France	France	33%	33%
<b>ASSOCIATES</b>				
<b>Retail and services:</b>				
ADPLS Présidence	1 rue de France - 93290 Tremblay-en-France	France	50%	50%
EPIGO	3 place de Londres - bâtiment Uranus - Continental Square 1 - Aéroport Roissy Charles de Gaulle - 93290 Tremblay en France	France	50%	50%
EPIGO Présidence	3 place de Londres - bâtiment Uranus - Continental Square 1 - Aéroport Roissy Charles de Gaulle - 93290 Tremblay en France	France	50%	50%



Entity	Address	Country	% stake	% control
<b>Real estate:</b>				
SCI Cœur d'Orly Bureaux	8 avenue Delcasse 75008 PARIS	France	50%	50%
SCI Heka Le Bourget	151 boulevard Haussmann -75008 PARIS	France	40%	40%
SAS Chenue Le Bourget	151 boulevard Haussmann -75008 PARIS	France	40%	40%
Transport Beheer	Haarlemmermeer de Beekstraat 314 1118CX SCHIPHOL AIRPORT	Netherlands	40%	40%
Transport CV	Haarlemmermeer de Beekstraat 314 1118CX SCHIPHOL AIRPORT	Netherlands	40%	40%
SCI Roissy Sogaris	Avenue de Versailles RN 186 94150 RUNGIS	France	40%	40%
<b>International and airport developments:</b>				
Madinah Airport Hotel Company ("Madinah Hotel")	Prince Mohammed Bin Abdul Aziz International Airport, Post Office Box: 52681 Al Madinah Al Munawarah, 11573, Kingdom of Saudi Arabia.	Saudi Arabia	15%	33%
Tibah Airports Operation Limited ("Tibah Operation")	Prince Mohammed Bin Abdulaziz Int. Airport P.O Box 21291, AlMadinah Al Munawarah 41475	Saudi Arabia	24%	51%
Tibah Airports Development Company CJSC ("Tibah Development")	Prince Mohammed Bin Abdulaziz Int. Airport P.O Box 21291, AlMadinah Al Munawarah 41475	Saudi Arabia	23%	50%
Saudi ATU Trading Limited Co. ("ATU Madinah")	Prince Muhammad Bin Abdul Aziz International Airport / Madina, K.S.A	Saudi Arabia	23%	50%
SAUDI HAVAŞ Ground Handling Services Limited ("SAUDI HAVAŞ")	Prince Mohammed bin Abdul Aziz International Airport Po box 42342/4878 Medina,KSA	Saudi Arabia	31%	67%
Saudi BTA Airports Food And Beverages Serv.Ltd. ("BTA Madinah")	Imam Saud Bin Migren St. Opposite of Imam university gate no 1 P.O B. 18927, Riyadh 11425 / KSA	Saudi Arabia	31%	67%
TAV Operation Services Saudi Arabia LLC. ("TAV İşletme Saudi")	PO Box 4878, Postal code 42342, Prince Mohammad bin Abdulaziz International Airport/Medina	Saudi Arabia	31%	67%
Liège Airport	Aéroport de Bierset 4460 GRÂCE-HOLLOGNE	Belgium	26%	26%
Sociedad Concesionaria Nuevo Pudahuel SA (SCNP)	Aeropuerto Internacional Arturo Merino Benítez de Santiago, Rotonda Oriente, 4° piso, comuna de Pudahuel, Santiago, Chili	Chile	45%	45%
Primeclass Pasifico JSV. ("TAV İşletme Chile")	AV.NUEVA COSTANERA, Nro. 3698, Depto: 603, Comuna: VITACURA, Ciudad: SANTIAGO	Chile	23%	50%
Medunarodna Zračna Luka Zagreb ("MZLZ")	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
Upravitelj Zračne Luke Zagreb ("MZLZ Operator")	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
MZLZ-ZASTITA d.o.o. (MZLZ Security)	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
MZLZ-ZEMALJSKE USLUGE d.o.o (MZLZ Ground Handling)	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
MZLZ-HRANA d.o.o (MZLZ Food)	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
MZLZ-TISKOVINE d.o.o (MZLZ Press)	Ulica Rudolfa Fizira 1 10150 Velika Gorica Croatie	Croatia	28%	28%
ATU Americas LLC ("ATU America")	1704 Rankin Rd,SUITE 110, HOUSTON,USA	United States	23%	50%
Future Stewart Partners LLC	54 West 40th Street New York, NY 10018	United States	50%	50%
ATU Georgia Operation Services LLC ("ATU Georgia")	TBILISI INTERNATIONAL AIRPORT, Georgia	Georgia	23%	50%
Société de gestion et d'exploitation de l'aéroport de Conakry ("SOGEAC")	Aéroport de Gbessia, B.P 3126 Conakry République de Guinée	Guinea	29%	29%



Entity	Address	Country	% stake	% control
Airport Terminal Operations LTD ("ATOL")	SSR INTERNATIONAL AIRPORT PLAINE MAGNIEN	Mauritius	10%	10%
AS Riga Airport Commercial Development ("ATU Latvia")	MARUPES NOV.LIDOSTA RIGA 10/1 LV-1053 LATVIA	Latvia	23%	50%
ATU Macedonia Doel ("ATU Macedonia")	SKOPJE 'ALEXANDER THE GREAT' AIRPORT 1043 PETROVEC Macedonia	Macedonia	23%	50%
Ravinala Airports	Escalier C, Zone Tana Water Front - Ambodivona 101 Antananarivo, Madagascar	Madagascar	35%	35%
Consorcio PM Terminal Tocumen SA	Terminal Sur S.A. AV DOMINGO DIAZ Panama, Rep. De Panama	Panama	36%	36%
Schiphol Group	Evert van de Beekstraat 202 1118CP LUCHTHAVEN SCHIPHOL	Netherlands	8%	8%
Zaic-A Limited	1 Park Row, Leeds, LS1 5AB, United Kingdom	United Kingdom	28%	28%
Tunisia Duty Free S.A. ("ATU Tunisia Duty Free")	RUE DU LAC TOBA-IMMEUBLE-BOUGASSASS-LES BERGES DU LAC 1053	Tunisia	7%	15%
ATU Tunisie SARL ("ATU Tunisia")	AEROPORT INTERNATIONAL ENFIDHA-HAMMAMET AUTOROUTE AL KM 91 ENFIDHA 4080 SOUSSE	Tunisia	23%	50%
TAV Gözen Havaçılık İşletme ve Ticaret A.Ş. ("TAV Gözen")	Atatürk Havalimanı 34149 Yeşilköy / İstanbul	Turkey	15%	32%
Fraport IC İçtaş Antalya Havalimanı Terminal Yatırım ve İşletmeciliği A.Ş. ("TAV Antalya")	Antalya Havalimanı 1. Dış Hatlar Terminali 07230 Antalya TURKEY	Turkey	23%	50%
ATU Turizm İşletmeciliği A.Ş. ("ATU")	Büyükdere Cad.Bengün Han No:107/8 Gayrettepe - İstanbul	Turkey	23%	50%
ATU Mağazacılık İşletmeleri A.Ş. ("ATU Mağazacılık")	Büyükdere Cad.Bengün Han No:107/8 Gayrettepe - İstanbul	Turkey	23%	50%
ATU Uluslararası Mağaza Yiyecek ve İçecek İşletmeciliği A.Ş. ("ATU Uluslararası Mağazacılık")	Büyükdere Cad.Bengün Han No:107/8 Gayrettepe - İstanbul	Turkey	22%	48%
BS Kahve Yiyecek ve İçecek Hizmetleri A.Ş. ("BS Kahve")	Atatürk Havalimanı Dış Hatlar Terminali Hava Tarafı Asma Kat No:ML3101 Yeşilköy, İstanbul	Turkey	28%	60%
TGS Yer Hizmetleri A.Ş. ("TGS")	İstanbul Dünya Ticaret Merkezi A3 Blok Kat:6 Yeşilköy Bakırköy /İstanbul	Turkey	23%	50%
<b>Other activities:</b>				
Egidium	114 avenue Charles de Gaulle 92200 NEUILLY-SUR-SEINE	France	20%	20%
Safety Line	12 Rue Clavel, 75019 Paris	France	12%	12%
Gestionnaire d'Infrastructure CDG Express	1 rue de France - 93290 Tremblay-en-France	France	33%	33%
Innov'ATM	15 rue Alfred Sauvy 31270 Cugnaux	France	17%	17%
Hub Safe	Roissypole - Le Dôme 4 rue de la Haye 93290 TREMBLAY-EN-FRANCE	France	20%	20%
Alacrité	299 boulevard de Leeds - World Trade center Lille Services SAS espace International - 59777 Euraille	France	19%	19%

<sup>1</sup> The Group holds 60% of the capital of Ville Aéroportuaire Immobilier 1 and has a put and call option agreement over the remaining 40%. The analysis of this agreement leads to retain 100% ownership interest.

<sup>2</sup> Previously named SAS HOTEL RO3 until June 2018.

<sup>3</sup> Previously named ADP Invest 1 until May 2019.

As part of its development, the Group has to take stakes in airports companies or creating subsidiaries dedicated to the exercise of its activities in France and abroad, and, in particular, the execution of services contracts.

These entities represent individually less than 1% each of the aggregates (Consolidated revenue, operating income and net income for the period).

Entity	Activities	Country	% ownership	Owned by
<b>INVESTMENTS IN COMPANIES NOT RELEVANT TO THE SCOPE (WITHOUT ACTIVITY OR NEGLIGIBLE ACTIVITY)</b>				
<b>International and airport developments:</b>				
Management of Airports Terminals and Aprons Co. <sup>1</sup>	For airport operations	Saudi Arabia	5%	ADP International
Matar <sup>1</sup>	Operating contract of the Hadj terminal in Djeddah	Saudi Arabia	5%	ADP International
ADP do Brasil - Participacoes S.A. <sup>1</sup>	For airport operations	Brazil	100%	ADP International
Laguardia Central Terminal LLC <sup>1</sup>	For airport operations	United States	27%	ADP International & TAV Holding
ATU Holdings, Inc. <sup>1</sup>	Retail and services	United States	23%	ATU
TAV Operation Services California	Retail and services	United States	100%	TAV Operation Services
TAV Operation Services Alabama	Retail and services	United States	100%	TAV Operation Services
Gateway Primeclass	Retail and services	United States	80%	TAV Operation Services
ADPM 2 <sup>1</sup>	For airport operations	France	100%	ADP International
ADPM 3 <sup>1</sup>	For airport operations	France	100%	ADP International
Airport Management Company <sup>1</sup>	For airport operations	France	73%	ADP International & Aviator Netherland
TAV Operation Services Madagascar	Retail and services	Madagascar	100%	TAV Operation Services
TAV HOLDCO B.V	Holding (inactive)	Netherlands	100%	Aviator Netherland
Avito Technologies LLC Qatar	Retail and services	Qatar	49%	TAV Technologies
TAV Uluslararası Yatırım A.Ş. <sup>1</sup>	Holding (inactive)	Turkey	46%	TAV Holding
<b>Other activities:</b>				
CCS France <sup>2</sup>	Computer programming	France	20%	Aéroports de Paris SA
BestMile <sup>1</sup>	Experimentation of autonomous vehicle	Suisse	7%	ADP Invest
Civipol Conseil <sup>2</sup>	Promotion of the Ministry of Interior skills	France	1%	Aéroports de Paris SA
PACIFA <sup>1</sup>	Software company	France	12%	Aéroports de Paris SA
Pole Star <sup>1</sup>	Engineering, technical studies	France	11%	Hub One
Bolloré Télécom <sup>1</sup>	Telecommunications	France	2%	Hub One
Immobilière 3F <sup>1</sup>	Real estate management specialized in low-rent housing	France	<1%	Aéroports de Paris SA
SoftToGo <sup>1</sup>	Portage of software	Argentina	100%	Hub One
OnePark <sup>1</sup>	Software editor for distribution of parking spaces	France	1%	ADP Invest
FinalCAD <sup>1</sup>	Software editor for management of construction projects	France	2%	ADP Invest
Destygo <sup>1</sup>	Development of chatbot solutions for airport passengers	France	6%	ADP Invest
FL WH Holdco <sup>1</sup>	Manufacturer & airships operator	France	6.6%	Aéroports de Paris SA
Skyports <sup>1</sup>	Vertiport operator	England	4.6%	Aéroports de Paris SA



Entity	Activities	Country	% ownership	Owned by
<b>INVESTMENTS IN COMPANIES NOT RELEVANT TO THE SCOPE (INVESTMENT FUNDS)<sup>1</sup></b>				
Equipe de France <sup>1</sup>	Portfolio of equity investments in companies quoted on the Saudian stock exchange	France	N/A	Aéroports de Paris SA
ELAIA Delta Fund <sup>1</sup>	Investments in companies operating in the digital and BtoB sectors	France	N/A	Aéroports de Paris SA
Cathay Innovation <sup>1</sup>	Investments in high potential companies in Europe, China and USA	France	N/A	Aéroports de Paris SA
X ANGE <sup>1</sup>	Investments in innovating companies operating in the digital, mobile services, software, infrastructure and banking sectors	France	N/A	Aéroports de Paris SA
White Star Capital II France S.L.P. <sup>1</sup>	Venture capital fund investing in companies acting in the innovative technologies sector in North America and Western Europe	France	N/A	Aéroports de Paris SA
Cathay Innovation II <sup>1</sup>	Investments in high potential companies in Europe, China and USA	France	N/A	Aéroports de Paris SA

<sup>1</sup> IFRS 9 classification: fair value adjustments are recognized through profit and loss accounts.

<sup>2</sup> IFRS 9 classification: faire value adjustments are recognized through OCI.

## 18.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

*This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.*

*This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

*To the Annual General Meeting of Aéroports de Paris,*

### Opinion

In compliance with the engagement entrusted to us by the Annual General Meeting of, we have audited the accompanying consolidated financial statements of Aéroports de Paris for the year ended December 31, 2019.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

#### Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2019 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics (Code de déontologie) for statutory auditors.

### Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R.823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

### Accounting impact of the end of the Atatürk International Airport concession in Istanbul (see notes 2.2 "End of the Atatürk International Airport concession", 6.1 "Intangible assets" and 12 "Net result from discontinued activities")

Risk identified	Our response
<p>As described in notes 2.2, 6.1 and 12, and 6.4, following the opening of the New Istanbul Airport, TAV Istanbul (subsidiary of TAV airports) stopped to operate Istanbul Atatürk Airport on April 6, 2019, before the end of the contract initially planned on January 3, 2021.</p> <p>To determine the compensation to be obtained, several exchanges on the calculation occurred between the National Airports Authority ("DHMI"), TAV Airports and their respective advisors. Following these exchanges, a proposal of compensation of an amount of €389 million was made by the DHMI and agreed by TAV Airports. This receivable, to be settled in part in 2020 and for the balance in 2021, was recognized for its discounted amount of the agreed compensation, i.e. € 385 million. Concomitantly, the operating right and the other assets and liabilities of TAV Istanbul recognized on assets and liabilities in the consolidated balance sheet were written off by your group.</p> <p>In order to reflect the impact related to the end of the concession on the presentation of the result of its operations, the group applied IFRS 5 "Non current assets held for sale and discontinued operations" and reclassified on a separate line of the consolidated financial statements, net result and the cash flows related to the operation at Istanbul Atatürk Airport between January 1, 2019 and April 6, 2019. For comparison purposes, the year 2018 (12 months) was restated.</p> <p>The overall impact of the operation is presented on the line "Net profit from discontinued operations" in the consolidated income statement and amounts to €55 million. This result includes the net income from TAV Istanbul's activity until April 6, 2019. (€ 24 million) as well as the net profit realized for the early termination of the activity (€ 31 million).</p> <p>We consider the end of the Atatürk International Airport concession to be a key audit matter due to (i) the necessary management's judgments to determine the end of the concession as a discounted operation in order to reflect the impact in the financial statements and (ii) the assumptions adopted by the group to determine the discount rate to be applied to the receivable related to the agreed compensation.</p>	<p>The works we conducted consisted mainly in:</p> <ul style="list-style-type: none"> <li>◆ examining whether the accounting treatment applied to reflect the impact is in accordance with IFRS 5;</li> <li>◆ corroborating the amount of the compensation with written exchanges with the DHMI;</li> <li>◆ assessing, with the help of our business valuation specialists, the relevance of the discount rate applied to the receivable related to the compensation;</li> <li>◆ examining the appropriateness of the information disclosed in the notes to the consolidated financial statements.</li> </ul>



## Valuation of intangible assets arising from a service concession agreements and goodwill

(see note 3.1 “Accounting principles related to the scope”, 6.1 “Intangible assets” and 6.4 “Impairment of intangible, tangible and investment properties”)

Risk identified	Our response
<p>As at December 31, 2019, the net carrying amount of intangible assets relating to airport concession operating rights amounts to M€ 2,738 and the net carrying amount of goodwill amounts to M€ 190, i.e. approximately 17% of total assets as at December 31, 2019.</p> <p>Your Group performs impairment tests on the intangible assets when there are indications of impairment, and at least once a year for goodwill. The criteria adopted by the Group to determine the existence of impairment loss indicators include under performance in relation to forecasts, a decrease in traffic or a significant change in market data. In that respect, your Group performed impairment tests of the operating rights relating to Tunisian airport concessions and goodwill of TAV Airports, AIG and Hub One Mobility. Based on these tests, all the residual goodwill of Hub One Mobility was impaired for M€ 12.</p> <p>We consider the valuation of intangible assets arising from a service concession agreements and goodwill to be a key audit matter due to (i) their material value in the consolidated financial statements, (ii) the importance of traffic assumptions retained by Management, notably to calculate depreciation of operating rights, (iii) the necessary management’s judgments to identify impairment loss indicators, and (iv) the assumptions adopted to measure their recoverable value, particularly in regard to traffic forecasts, revenues and profitability, where applicable.</p>	<p>The works we conducted consisted mainly in:</p> <ul style="list-style-type: none"> <li>◆ familiarizing ourselves with the internal control procedures relating to the identification of impairment loss indicators and impairment test purposes;</li> <li>◆ examining the compliance of the methodology used to calculate depreciation of airport concession operating rights with the accounting principles described in the notes to the consolidated financial statements, and recalculating the net value of the underlying assets;</li> <li>◆ examining data and key assumptions retained to determine the recoverable value of assets, by comparing them with available market data, corroborating the management’s sensitivity analyses to the assumptions (particularly, discount rates) and verifying the calculation methods, with the help of our business valuation specialists for complex matters.</li> </ul> <p>We have also:</p> <ul style="list-style-type: none"> <li>◆ examined the absence or existence of impairment loss indicators at year-end, (i) for airport concessions by comparing actual traffic with forecast traffic and by comparing the actual results with budgets, (ii) for the other activities, by comparing actual results with budgets;</li> <li>◆ tested, based on sampling, the arithmetical accuracy of the valuations adopted by the group;</li> <li>◆ examined the appropriateness of the information disclosed in the notes to the consolidated financial statements.</li> </ul>

## Valuation of property, plant, equipment and recognition of investments as assets

(see note 6.2 “Property, plant, equipment”)

Risk identified	Our response
<p>As at December 31, 2019, the net carrying amount of property, plant, equipment stood at M€ 7,930 (or 47% of total assets), mainly driven by Aéroports de Paris.</p> <p>The assets are depreciated in accordance with the note 6.2 of the consolidated financial statements. Their useful life is re-evaluated at each year-end based on the investment and continuation program for existing assets, so that they reflect the estimated useful lives.</p> <p>Under the 2016-2020 Economic Regulation Agreement (ERA) entered into with the French State, the Group is pursuing an investment program within the regulated scope that must meet an investment budget amounting to M€ 2,978 for the period, as well as a deadline condition. In the case where the investment program would not be observed, your Group would be impacted by a penalty on the airport and ancillary fees. We consider the valuation of property, plant, equipment and the recognition of investments as assets to be a key audit matter due to (i) the significant value of property, plant, equipment in the consolidated financial statements, and (ii) the necessary management’s judgments to estimate the useful life of depreciable assets, which involves a specific and complete identification of assets whose renewal is planned in the short or medium term, and (iii) the penalty to be applied which could impact the expected airport and ancillary fees in the case the investment program governed by the EAR is not respected.</p>	<p>The works we conducted consisted mainly in:</p> <ul style="list-style-type: none"> <li>◆ familiarizing ourselves with the internal control procedures relating (i) the recognition of investments as a liabilities or assets, (ii) the identification of assets whose renewal is planned in the short or medium term, and the estimation of the useful life of depreciable assets.</li> </ul> <p>Using sampling method, we also:</p> <ul style="list-style-type: none"> <li>◆ verified whether investments meet the definition of an asset;</li> <li>◆ compared the useful lives applied with the expected useful lives, as resulting from the investment and continuation program of the existing assets;</li> <li>◆ examined the accounting documentation for the assets whose depreciation term has changed over the year;</li> <li>◆ conducted a critical review of the residual values of assets likely to be replaced under the 2016-2020 investment program.</li> </ul>



## Fair value measurement of investment property

(see note 6.3 "Investment property")

Risk identified	Our response
<p>The Group recognizes its investment property in assets at historical cost less accumulated depreciation and any impairment losses, for a net carrying amount of M€ 510 as at December 31, 2019 and presents the fair value of its buildings in note 6.3.2 to the consolidated financial statements, for a net carrying amount of M€ 2,885 as at December 31, 2019.</p> <p>Note 6.3.2 specifies that the fair value of investment property is based on a value appraised by independent real estate appraisal firms for nearly 100% of its total value, land reserves being appraised internally.</p> <p>The measurement of the fair value of a property asset requires significant judgments from management, with the help of independent real estate appraisal firms, to determine the appropriate assumptions, mainly concerning discount or capitalization rates, market rental values and specific benefits granted to tenants.</p> <p>We consider the measurement of the fair value of investment property to be a key audit matter due to (i) the material value presented in the notes to the consolidated financial statements, and (ii) the management's judgment to determine the value.</p>	<p>The work we conducted, with the help of a real estate specialist included in our audit team, consisted mainly in:</p> <ul style="list-style-type: none"> <li>◆ assessing the competency and independence of the real estate appraisal firms chosen by your Group, particularly in regard to their professional qualifications;</li> <li>◆ examining the substance and quality of the management analyses covering the appraisals conducted by the real estate appraisal firms;</li> <li>◆ meeting with the real estate appraisal firms to understand and assess the appropriateness of the estimates, assumptions and valuation methodologies used;</li> <li>◆ based on sampling, comparing the data used in the appraisal process with the existing documentation, such as leases or the information provided by management to their real estate appraisal firms;</li> <li>◆ corroborating, for the main investment properties, the changes in fair values observed during the year via the change in key assumptions described above;</li> <li>◆ examining the information disclosed in note 6.3 to the consolidated financial statements.</li> </ul>

## Specifics verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French laws and regulations of the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement provided for by article L. 225-102-1 of the French Commercial Code (Code de commerce) is included in the information pertaining to the Group presented in the management report, it being specified that, in accordance with the provisions of article L. 823-10 of said Code, we have verified neither the fair presentation nor the consistency with the financial statements of the information contained in this statement which has to be subject to a report by an independent third party.

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

DELOITTE & ASSOCIES and ERNST & YOUNG Audit were appointed as statutory auditors of Aéroports de Paris by the Annual General Meeting of May 18, 2015.

As at December 31, 2019, DELOITTE & ASSOCIES and ERNST & YOUNG Audit were both in their fifth year of uninterrupted engagement.

Previously ERNST & YOUNG et Autres and ERNST & YOUNG Audit, members of the EY international network, previously were statutory auditors of the Group from 2009 to 2014 and 2003 to 2008, respectively.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.



## Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

### Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- ◆ identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ◆ obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- ◆ evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- ◆ assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue

as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- ◆ evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- ◆ obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

### Report to the Audit and Risk Committee

We submit to the Audit and Risk Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risk Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit and Risk Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

18

Paris-La Défense, March 3, 2020

The Statutory Auditors  
French original signed by

DELOITTE & ASSOCIÉS

ERNST & YOUNG Audit

Olivier Broissand

Christophe Patrier

Alban de Claverie

Alain Perroux

## 18.3 COMPANY FINANCIAL STATEMENTS AND NOTES OF AÉROPORTS DE PARIS SA AT 31 DECEMBER 2019

### // INCOME STATEMENT

<i>(in millions of euros)</i>	Notes	2019	2018
Revenue	5.1	3,062	2,957
Changes in finished goods inventory		(6)	2
Capitalised production	5.2	69	65
Reversal of provisions and expense transfers	5.7	29	35
Operating subsidies		1	1
Other operating income	5.3	55	46
<b>Operating income</b>		<b>3,210</b>	<b>3,105</b>
Purchases and external expenses	5.4	(903)	(854)
Taxes other than income taxes	5.5	(290)	(265)
Employee benefit costs	5.6	(596)	(586)
Other operating expenses		(19)	(18)
Depreciation, Amortisation and provision	5.7	(540)	(477)
<b>Operating expenses</b>		<b>(2,348)</b>	<b>(2,201)</b>
<b>Operating income</b>		<b>862</b>	<b>905</b>
Financial income		90	106
Financial expenses		(165)	(155)
<b>Financial income</b>	5.8	<b>(75)</b>	<b>(49)</b>
<b>Income before tax</b>		<b>788</b>	<b>856</b>
Extraordinary income		96	122
Extraordinary expenses		(120)	(130)
<b>Extraordinary income</b>	5.9	<b>(24)</b>	<b>(8)</b>
Employees' profit sharing		(24)	(28)
Income taxes	5.10	(243)	(256)
<b>NET INCOME</b>		<b>497</b>	<b>564</b>



## // ASSETS

(in millions of euros)	Notes	As at Dec 31, 2019			As at Dec 31, 2018
		Gross Amount	Amortization or depreciation	Net amount	
Intangible assets	6.1	330	(242)	88	74
Property, plant and equipment	6.1	13,273	(6,720)	6,553	6,075
Fixed assets in progress	6.1	1,323	-	1,323	1,292
Advances and deposits	6.1	18	-	18	22
Financial assets	6.2	1,573	(89)	1,484	1,458
<b>I - Fixed assets</b>		<b>16,517</b>	<b>(7,051)</b>	<b>9,466</b>	<b>8,922</b>
Inventories		12	-	12	17
Advances and deposits		3	-	3	4
Trade receivables	6.3	444	(40)	404	391
Other receivables	6.3	879	(1)	878	847
Marketable securities	6.4	1,197	(2)	1,195	1,288
Cash	6.4	110	-	110	130
Prepaid expenses	6.5	42	-	42	29
<b>II - Current assets</b>		<b>2,688</b>	<b>(43)</b>	<b>2,645</b>	<b>2,705</b>
<b>III - Bond redemption premiums</b>	6.6	<b>25</b>	<b>-</b>	<b>25</b>	<b>16</b>
<b>IV - Translation adjustments - Assets</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL ASSETS</b>		<b>19,230</b>	<b>(7,094)</b>	<b>12,137</b>	<b>11,644</b>

## // LIABILITIES

(in millions of euros)	Notes	As at Dec 31, 2019	As at Dec 31, 2018
Share capital		297	297
Premiums		543	543
Revaluation difference		23	23
Reserves and retained earnings		2,422	2,225
Profit/loss for the period		497	564
Interim dividend		(69)	(69)
Investment grants		53	48
Regulated provisions		1,218	1,194
<b>I - Equity</b>	6.7	<b>4,984</b>	<b>4,823</b>
<b>II - Provisions</b>	6.8	<b>408</b>	<b>403</b>
Financial debt	6.9	5,699	5,462
Trade payables and related accounts	6.10	157	118
Tax and employee-related liabilities	6.10	257	269
Debts on fixed assets and other liabilities	6.11	462	414
Deferred income	6.5	170	155
<b>III - Debts</b>		<b>6,745</b>	<b>6,418</b>
<b>IV - Bond redemption premiums</b>		<b>-</b>	<b>-</b>
<b>V - Translation adjustments - Liabilities</b>		<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>12,137</b>	<b>11,644</b>

## // CASH FLOW STATEMENT

<i>(in millions of euros)</i>	Notes	2019	2018
<b>Operating income</b>		<b>862</b>	<b>905</b>
Net depreciation and provisions for liabilities and expenses	5.7	493	438
Financial income and expenses (excluding debt)		7	9
<b>Change in working capital</b>	7.1	<b>88</b>	<b>(40)</b>
Tax expenses paid minus tax received		(284)	(178)
<b>Cash flows from operating activities</b>		<b>1,167</b>	<b>1,134</b>
Disposals of holdings		-	1
Acquisition of holdings	7.2	(50)	(31)
Purchase of property, plant, equipment and intangible assets	6.1	(1,016)	(924)
Change in other financial assets	7.3	(51)	(579)
Proceeds from sales of fixed assets (net of the change in receivables)		13	1
Dividends received	7.4	61	79
Change in debt and advances on asset acquisitions		6	62
<b>Cash flows from investing activities</b>		<b>(1,036)</b>	<b>(1,391)</b>
Capital called but unpaid		-	-
Capital grants received in the period		5	3
Net disposal (purchase) of treasury shares		-	-
Dividends paid	6.7	(366)	(343)
Proceeds from long-term debt	6.9	792	756
Repayment of long-term debt	6.9	(567)	(106)
Change in other financial liabilities	6.11	4	(49)
Net financial interest paid	7.5	(111)	(105)
<b>Cash flows from financing activities</b>		<b>(242)</b>	<b>155</b>
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>(112)</b>	<b>(103)</b>
Cash at opening		1,418	1,520
Cash at closing	7.6	1,305	1,418



## // DETAILED SUMMARY OF THE NOTES TO THE COMPANY FINANCIAL STATEMENTS

<b>NOTE 1</b>	<b>DESCRIPTION OF ACTIVITY</b>	<b>269</b>	<b>NOTE 7</b>	<b>NOTES TO THE CASH FLOW STATEMENT</b>	<b>293</b>
<b>NOTE 2</b>	<b>RELATIONS WITH THE SUBSIDIARIES</b>	<b>269</b>	<b>NOTE 8</b>	<b>OFF BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES</b>	<b>294</b>
<b>NOTE 3</b>	<b>SIGNIFICANT EVENTS</b>	<b>270</b>	<b>NOTE 9</b>	<b>REMUNERATION AND HEADCOUNT</b>	<b>295</b>
<b>NOTE 4</b>	<b>ACCOUNTING PRINCIPLES APPLIED TO THE FINANCIAL STATEMENTS</b>	<b>272</b>	<b>NOTE 10</b>	<b>TRANSACTIONS WITH RELATED COMPANIES AND PARTIES</b>	<b>296</b>
<b>NOTE 5</b>	<b>NOTES TO THE INCOME STATEMENT</b>	<b>276</b>	<b>NOTE 11</b>	<b>SUBSEQUENT EVENTS</b>	<b>296</b>
<b>NOTE 6</b>	<b>NOTES TO THE BALANCE SHEET</b>	<b>281</b>			

## NOTE 1 DESCRIPTION OF ACTIVITY

Aéroports de Paris SA, public limited company since 2005 owns and operates the three main airports in the Paris region (Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget), 10 general aviation aerodromes and the Issy-les-Moulineaux heliport. Its mission is governed by an "Economic Regulation Agreement" signed with the State. The current contract is in force for the period of 2016-2020;

Its business lines are primarily the following:

◆ Aviation activities - As an airport operator, Aéroports de Paris SA is involved in all stages of the journey through the airport of passengers and goods, by optimising the flow of aircraft and of cargo, as well as passenger flows, security checkpoints and baggage.

To do this, the company:

- ◆ continuously improves the quality of its aeronautical infrastructure and relevant access points in compliance with the investment programme outlined in the Economic Regulation Agreement "ERA", and
- ◆ offers a range of services adapted to the needs of passengers, airlines and freight operators;

◆ Retail and services - As a lessor, land developer, business sponsor and manager, Aéroports de Paris SA is involved in the operations:

- ◆ of shops, bars and restaurants within airport terminals, through companies (such as Société de Distribution Aéroportuaire, Média Aéroports de Paris and Relay@ADP),
- ◆ of car parks and rental premises in airport terminals;

◆ Real estate - Aéroports de Paris SA has considerable land reserves and has full ownership over high quality assets surrounding its terminals. This enables the company to:

- ◆ manage real estate projects to meet its own needs and those of businesses seeking to establish operations within its airports, and
- ◆ manage assets (business strategy, refurbishments), lease management (generally long-term leases), and offer real estate services to its customers.

Additionally, Aéroports de Paris SA has shareholdings in businesses that work in airport activity (design and operation) in France and abroad.

See Note 4.4 Revenues.

18

## NOTE 2 RELATIONS WITH THE SUBSIDIARIES

### 2.1 Tax consolidation

In application of articles 223A and following of the General Tax Code, Aéroports de Paris SA operates under a tax consolidation system with companies in which it directly or indirectly holds over 95% of the share capital. (cf note 6.2 Table of subsidiaries and shareholdings).

The tax consolidation conventions that link Aéroports de Paris SA to its subsidiaries are all strictly identical and state and they are based on neutrality principle, according to which the tax charge borne by the

subsidiaries is equal to that which it would have borne in the absence of fiscal integration.

Thus the conventions provide:

- ◆ that the subsidiary is to pay the parent company the same amount as the tax it would have otherwise paid had it been taxable separately;
- ◆ that the subsidiary is not entitled to any debt rights in the event of the latter having a tax deficit.



## 2.2 Cash management

Aéroports de Paris SA has implemented a centralised cash management system. Its subsidiaries integrate the system, in compliance with the regulations in force. The main subsidiaries concerned are ADP Ingénierie, ADP International, ADP Immobilier, ADP INVEST, Cœur d'Orly Investissement, Hologarde, HUB one and its subsidiaries TANK Alpha and TANK Beta. Aéroports de Paris SA has entered into cash pooling agreements with the relevant subsidiaries under this system. These cash pooling agreements provide for the pooling of euro and dollar accounts under centralising euro and dollar accounts, respectively. This pooling, which is achieved by automatically levelling subsidiary accounts to the centralising account on a daily basis, ensures the best possible management of both loan support and investment of cash surpluses.

Euro advances by the centralising company to the subsidiaries bear monthly interest at the EONIA rate +0.65%. Those made in euros by the

subsidiaries to the centralising company bear monthly interest at the EONIA rate.

US dollar advances by the centralising company to the subsidiaries bear monthly interest at the USD LIBOR overnight rate plus 0.65%. US dollar advances by the subsidiaries to the centralising company bear monthly interest at the USD LIBOR overnight rate -0.07%.

It is specified that if the EONIA rate and/or USD LIBOR overnight rate less 0.07% were to become negative, the rate for advances would then be capped at 0%.

Under the cash pooling agreements between Aéroports de Paris SA and its subsidiaries, current accounts are presented as "Other receivables" when there is a debit balance and as "Debts on fixed assets and other liabilities" when there is a credit balance. See notes 6.3 and 6.11

## NOTE 3 SIGNIFICANT EVENTS

### Provisions related to Aéroports de Paris in the PACTE law

The law n°2019-486 of 22 May 2019 concerning business growth and transformation ("PACTE law") was promulgated on 23 May 2019 and was published in the French Official Journal the same day. The provisions stipulated in the articles 130 to 136 of the PACTE law concern Aéroports de Paris only.

This law authorizes the State to transfer the majority of the capital of Aéroports de Paris from the public to the private sector. As of the transfer date, conditions of exercise of Aéroports de Paris activity in Île-de-France will be modified. To that extent, the ADP right to operate the Parisian airports will be limited to 70 years as of the transfer date, after which the State will acquire the full ownership of the land and infrastructures in Île-de-France.

As a compensation, the law stipulates the payment, by the State to Aéroports de Paris, of a two component compensation – a first component which should be paid at the time of the transfer of the majority of ADP's capital to the private sector a second one paid at the end of the Parisian airports operations by Aéroports de Paris.

The law legislatively consecrates the regulation model applicable to Aéroports de Paris. Thus, the law confirms the principle of fair return on capital employed estimated on the weighted average cost of capital (WACC), the rule of the intangibility of Aéroports de Paris' WACC under an given Economic Regulation Agreement, the WACC calculation method which is estimated in accordance to the capital asset pricing model, the financial markets available data and parameters taken into account from peers, and lastly the use of French accounting standards for the regulation.

Furthermore, the PACTE law provisions grants powers hitherto exercised by the Independent Supervisory Authority (ASI) to the Rail and Road Activities Regulation Authority (ARAFER), which on this occasion became the Transport Regulation Authority (ART). It is therefore to the ART that the pricing proposition of Aéroports de Paris for the 2020-2021 period has been addressed for approval and it is also now the ART which is charged to release its assent to the next Economic Regulation Agreement which will cover the 2021-2025 period.

These provisions related to the sector regulation came into effect on 24 May 2019, as well as the provisions related to the framework of the potential call for tenders for the allocation of capital securities, as well as the principle and terms of payment of the first part of the compensation paid by the State to Aéroports de Paris in the event of privatization.

For the rest, the provisions will be implemented at the transfer date of the majority of Aéroport de Paris capital to the private sector, if applicable. It concerns, notably, the 70 years limitation of Aéroport de Paris' operation rights, Aéroport de Paris' new specifications content reinforcing the operational control of the State, the provisions concerning Aéroport de Paris adjusted till, or the setting of the airport fees tariffs by the Stat in the absence of economic regulation agreement.

Several texts have been enacted in the application of the PACTE Law, notably ordinance n°2019-761 of the 24 July 2019 related to the airport charges fees and the decree n°2019-1016 of the 3 October 2019 related to airport charges and modifying the French civil aviation code. These texts notably provides for the ART to be addressed by the State during the Economic Regulation Agreement elaboration process to release a simple opinion over the WACC level.

### Funding

On 11 June 2019, Aéroports de Paris SA launched a bond issue for a total amount of €800 million with a 15 years maturity and the following characteristics:

- ◇ format: fixed rate;
- ◇ redemption: in fine;
- ◇ annual rate: 1.125%;
- ◇ re-offer spread: 63 bp over mid swap;
- ◇ re-offer yield: 1.231%;
- ◇ payment date: 18 June 2019;
- ◇ maturity date: 18 June 2034.

Aéroports de Paris SA is rated A+ (stable outlook) by Standard and Poor's.



## CDG Express

CDG Express, the Infrastructure management company (“GI CDG Express in french”) created at the end of 2018 and co-owned by Groupe ADP, SNCF Réseau and the *Caisse des Dépôts et Consignations*, signed on 14 February 2019 a concession agreement with the French Government relating to all works to be performed for the CDG Express project.

Under this contract, the GI CDG Express has committed to finance, design, build and maintain the CDG Express railway for 50 years. Design and construction have been delegated, to ADP and SNCF Réseau under two construction contracts. Each company will carry out respectively 11% and 89% of the works.

At the end of June 2019, the Group received a letter from the French Government confirming their wish to postpone CDG Express line commissioning from end 2023 to end 2025. In accordance with the provisions of the concession contracts, the Group expects that the additional cost of this postponement (estimated to date at €4 million for ADP) will be fully covered by the French state.

## Amendments to defined benefit pension plans

Law n° 2019-486 of 22 May 2019, known as “loi PACTE”, provides the transposition of the European directive of 16 April 2014 covering the supplementary pension rights portability.

Decree 2019-697 taken pursuant to this law was published in the Official Journal on 4 July 2019. This decree prohibits setting up from 4 July 2019 of any new defined benefit pension plans “with random rights” (article L. 137-11 of social security code, known as “Article 39”). This decree also provides for the freezing or crystallization of rights on the two schemes concerned as of 1 January 2020. For ADP SA two defined benefit pension plans are impacted by this reform:

- ◆ the supplementary pension scheme for all eligible Aéroports de Paris SA employees fixed by an agreement dated 12 February 2007 and based on the payment of an annuity equivalent to the annual cost of mutual cover with a basic option; and
- ◆ the PARDA early retirement scheme set by an agreement dated 18/10/91 for an indefinite period based on the arduous nature of the firefighter profession.

For these two schemes, Aéroports de Paris SA has entered into negotiations with a view to meeting this obligation to crystallize rights.

In addition, for the supplementary pension scheme, negotiations led to the signature of an agreement with the trade unions on 20 December 2019 leading to:

- ◆ maintaining acquired rights for the retired population;
- ◆ limit rights to this scheme to employees present at 31 December 2019 and at least 50 years of age, provided that they are employees of Aéroports de Paris at the time of their retirement.

## Approval of the 2019 airport fees by the ISA

On 11 January 2019 (decision n°1810-D1), the Independent Supervisory Authority (ISA) decided not to approve the airport charges proposed by

Aéroports de Paris, with the exception of fees for assistance to disabled passengers and passengers with reduced mobility. In accordance to the French civil aviation code, Aéroports de Paris submitted a new pricing proposal which has been approved by the ASI on 6 February 2019 (decision n°1810-D2). These charges are applicable for the 2019-2020 period, and increased by 1% for Paris-Charles de Gaulle and Paris-Orly airports and by 3.52% for Paris-Le Bourget airport. These came into force on 1 April 2019.

In December 2019, Aéroports de Paris filled its request for the approval of the 2020-2021 airport fees pricing period, which is the last pricing period under the 2016-2020 Economic Regulation Agreement. The request for approval has been declared complete on the same day by the Transport Regulation Authority (ART) which now replaces the ISA (Independent Supervisory Authority) as from now.

Aéroports de Paris submitted to the ART’s approval the yearly pricing evolution of the following fees:

- ◆ +1.595% for Paris-Charles de Gaulle and Paris-Orly airports;
- ◆ +2.02% for Paris-Le Bourget airport.

By decree n°2020-001 of 9 January 2020, the ART has approved the airport fees pricing applicable to Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports as of 1 April 2020, subject to modification in the cap of the price discount on the fee per passenger for its base on Origin/Destination passengers from €3.29 million to 5.29 million.

## 2021-2025 Economic Regulation Agreement – Availability of the public consultation document

Aéroports de Paris has published, the 2 April 2019, the document which presents its detailed proposals for the development of Parisian platforms for the next Economic Regulation Agreement, which will cover the 2021-2025 period.

As a reminder, the Economic Regulation Agreement, concluded with the State, constitutes the predictive regulatory framework for Parisian airports. It sets for a five-year period the pricing evolution of airport charges by taking into account forecasts in costs, revenues, investments as well as expected quality service level.

This document reflects Aéroports de Paris’ ambition for the development of Parisian platforms. The conviction that the investments quality it realizes for the benefit of passengers, airlines and partners bases Parisian platforms competitiveness. Consequently, the proposed investment plan represents a new step, both in terms of amounts and development horizons. It will not only cover the needs of the 2021-2025 period but also launch structuring operations in favor of the long-term development of the three Parisian platforms.

For this, Aéroports de Paris proposes to carry out an investment plan on the regulated scope of €6 billion over the 2021-2025 period (as a reminder, the Economic Regulation Agreement for the 2016-2020 period retained an investment plan of €3 billion).

## NOTE 4 ACCOUNTING PRINCIPLES APPLIED TO THE FINANCIAL STATEMENTS

### 4.1 Accounting principles

The annual financial statements of Aéroports de Paris SA are drawn up in compliance with accounting policies and principles as defined by the French Chart of Accounts (see regulation ANC 2014-03 of the French Accounting Regulatory Committee of 5 June 2014 and its subsequent regulations).

The values in the tables are in millions of euros. The use of rounded figures may sometimes leads to an insignificant gap on the totals or the variations.

### 4.2 Changes in accounting principles and comparability of periods

The accounting methods applied are identical and comparable to the previous financial year.

### 4.3 Basis of valuation used in preparing the financial statements

The preparation of the financial statements requires management to use their own judgment, make estimations and assumptions that affect the book value of certain assets, liabilities, income and expenses or the information mentioned in the annexed notes.

These estimations and assumptions are made on the basis of past experience and information or situations existing at the date of the accounts. Depending on the evolution of these assumptions and situations, the estimated amounts in the accounts may differ from the actual values.

The significant estimates and assumptions used in the preparation of the financial statements primarily relate to:

- ◇ assessment of the recoverable value of long-lived assets (cf. notes 4.7, 6.1 et 6.2);
- ◇ qualification and assessment of pension plans and other post-employment benefits (cf. notes 4.16 et 6.8);
- ◇ assessment of provisions for risks and expenses (cf. notes 4.16 et 6.8).

### 4.4 Revenues

Aéroports de Paris SA revenue breaks down as follows:

#### Airport and ancillary fees

The pricing of these fees is governed by the Economic Regulation Agreement (ERA) for the 2016-2020 period signed with the French State (except for the service fee for assistance to the disabled people and those with reduced mobility). This multi-annual agreement sets the cap for airport fees for the 2016-2020 period. Under these regulations, the airport operator receives a fair return on capital invested as part of its missions within the regulated scope. In the event that the investment plan is not complied with (see Note 6.1 "property, plant and equipment / tangible assets") This scope includes all Aéroports de Paris SA activities at airports in the Paris region with the exception of activities related to retail and services, land and real estate activities that are not aviation-related, activities linked to security and safety financed by the airport tax. Also included in this scope is the management by Aéroports de Paris SA of assistance with soundproofing for local residents.

Fees are recorded for the period during which the service is provided.

**Airport fees include** passenger fees, landing fees and parking fees. They are calculated respectively according to the number of boarded passengers, aircraft weight and parking time.

**Ancillary fees** include fees for the provision of facilities such as check-in and boarding desks, baggage sorting facilities and fixed installations for the supply of electricity; fees for support services for disabled people and those with reduced mobility; and other ancillary fees linked to check-in and boarding technology, airport circulation (badges), and the use of solid waste shredding and de-icing stations.

#### Revenue from airport safety and security services:

Aéroports de Paris SA receives revenue within the context of its public service mission for security, air transport safety, rescue and firefighting of aircrafts. This revenue is paid by the *Direction générale de l'Aviation civile* (DGAC) which funds it through the airport security tax levied on airlines companies. Until 1 April 2019, Aéroports de Paris SA recognized this revenue up to the eligible costs incurred for these missions. From this date, the airport tax rate is now set so as to cover only 94% of the eligible costs incurred by Aéroports de Paris SA. Consequently, from this date, law n°2018-1317 of the 28 December 2018 for the application of 2019 finance law, has changed the airport security tax which is now fixed to cover only 94% of the eligible costs supported by Aéroports de Paris SA, as a consequence:

- ◇ until 1 April 2019, Aéroports de Paris SA recognized this revenue up to 100% of the eligible costs incurred for these missions;
- ◇ from this date, only 94% of costs are recognized as revenues when they are incurred.

The Group carries out an analytical allocation of its costs in order to determine those that may not be exclusive to its missions, such as depreciation and amortisation and maintenance expenses, certain rental expenses and taxes and duties.

#### Revenue from retail and services

Revenue from retail and services is comprised of variable rents paid by business activities (shops, bars and restaurants, advertising, banks and currency exchange, car rental agencies, other terminal rentals) that are accounted for as income for the financial year in which it was generated; and rental income which corresponds to the fixed income received attached to leased areas in airports.

#### Revenue from car parks and access routes

Revenue concerns mainly the management of car parks and access (roads, shuttles, bus stations....) and is recorded when the customer is using the service.

#### Revenue from industrial services

Industrial services comprise: production and supply of heat for heating purposes, production and supply of cool air for air-conditioned facilities and chilled water distribution networks, the supply of drinking water and waste water collection, waste collection and the supply of electrical current. This revenue is accounted for during the period in which the service was provided.



## Real estate revenue

Real estate revenue is comprised of rental income from real-estate shares related to airport activity (except airports) and diversified real estate. This revenue is derived from operating leases. Fixed payments are on a straight-line basis over the term of the lease. Rental charges due from tenants are accounted for as rental income.

## Other revenue

Financial income generated as the lessor on financial leases is recognized as revenue in order to provide an accurate picture of the financial performance, notably in the real estate segment, where these proceeds are recognized. This aggregate also includes the revenue related to the construction of a metro station in Paris-Orly on behalf of the company "Société du Grand Paris". As studies and works of the metro station will be carried out over the period from 2016 to 2024, Aéroports de Paris SA recognize the revenue using the percentage of completion method. In so far as the overall profit or loss on completion of this project cannot be reliably determined, the revenue is taken account in the limit of the costs incurred.

The expected useful lives for the main assets are the following:

Software, patent and licenses	4 to 10 years
Airport terminal and underground car park buildings	30 to 60 years
Non-terminal buildings	20 to 50 years
Airport terminals and non-terminal furnishings	10 to 20 years
Land development	20 years
Turning areas, aprons, bridges, tunnels, roads	10 to 50 years
Baggage handling equipment and facilities	10 to 20 years
Airbridges	20 to 25 years
Security and safety facilities and equipment	5 to 20 years
Computer hardware	5 years

The useful lives are reviewed at each closing on the basis of the program of investment and rehabilitation of existing assets, so that they reflect the expected useful lives, for these to reflect the expected duration of use.

Aéroports de Paris SA uses options provided within tax legislation in terms of accelerated depreciation. The difference between tax depreciation and straight-line depreciation is accounted for as a regulated provision on the balance sheet.

## 4.6 Financial assets

Equity securities are entered on the balance sheet at their acquisition cost without acquisition fees. Their value is examined at the end of each period by referencing the value in use. This is estimated on the share of equity that the securities represent, translated at the year-end exchange rate for foreign companies and rectified, if necessary, to account for the embedded value of the companies. The methods used to evaluate the latter corresponds to the yield value which represents the average of the last twenty stock market prices for the financial year or to the expected cash flows (discounted cash flows or dividend update method) and taking into account any currency hedges.

## 4.5 Fixed assets

### Gross value

Intangible and tangible fixed assets are valued at cost.

Assets produced in-house include all costs directly linked to producing and putting the relevant asset into operation. These costs include:

- ◇ the acquisition cost of goods used to construct the asset;
- ◇ the cost of employees involved in the construction and commissioning of the asset;
- ◇ other essential and unavoidable costs towards producing and putting the asset into operation for the purposes of the company's intended use.

As part of the 2016-2020 ERA signed with the State, the Group is pursuing an investment program in the regulated scope (see Note 4.4 "Revenue - Airport Fees", which defines the "regulated" scope and which must respond both to the effective implementation of an investment envelope of €2,978 million over the period but also to an investment schedule.

### Amortisation and depreciation

The amortisation of fixed assets is determined by the rhythm of consumption of economic benefits. This is generally on a straight-line basis.

If the value in use of these securities becomes inferior to their accounting value, a depreciation for the difference is recorded.

Loans and receivables are entered at their nominal value plus accrued interest. A depreciation may, if necessary, be recorded in the case of probable loss characterised by a decrease in repayment nominal value.

### Technical losses

Following the adoption of the ANC 2015-06, technical losses on merger allocated to financial assets, which were formerly classified as intangible assets until 2015 year-end, are since 1 January 2016 classified in the "Other financial assets" caption. These items are made of the discrepancy between the net assets received and the book value of securities of the merged company. Once a year, these technical losses are submitted to an impairment test and if need be, a depreciation is booked permanently. Indeed depreciation on technical losses cannot be reversed.

#### 4.7 Depreciation of long-term assets

At each closing date, Aéroports de Paris SA determines whether there is an index showing that an asset may have lost significant value. Where there is an indication of depreciation, an impairment test is performed as follows:

- ◇ Aéroports de Paris SA measures any depreciation of long-term assets by comparing the book value of the assets, regrouped in asset groups if applicable, with their recoverable value, which is generally calculated through the net current value of future cash flow method. When this recoverable amount is significantly lower than the value entered in the balance sheet, a depreciation is recognised for the difference in "Depreciation";
- ◇ the discount rates used for these purposes are based on the Weighted Average Cost of Capital for each of the assets or asset groups in question.

#### 4.8 Inventories

Inventories are composed of consumable goods- such as spare parts, safety components, small maintenance equipment and production, in stock to be charged to third parties. Spare parts and maintenance equipment are recorded at their cost of acquisition and are measured at the weighted average cost. Engineering studies are valued at full cost.

If the net realizable value of the stocked item falls below the average weighted cost, depreciation is recorded for the difference.

#### 4.9 Receivables

Receivables are valued at their nominal value. Those in foreign currency are converted at the closing exchange rate, for the non-written down part of the receivables.

These receivables may be written down to take into account the difficulty of recovery, in application of the following method:

- ◇ unrecovered debts are transferred to bad debts if they are unbalanced on the date of the opening of a recovery or judicial liquidation procedure, and when the risk of non-recoverability is significant (predictable voluntary liquidation, cessation of activity of foreign customers);
- ◇ bad or litigious debts are written down following the status of each accounting document (debt prior to voluntary liquidation, claim pending, litigation, etc.) or the solvency of the customer for debts due (legal proceedings pending, foreign customers without assets in France, etc.).

#### 4.10 Marketable securities

Securities are accounted for at their historical acquisition value. When the liquidation value of these securities is greater than the purchase price, it cannot be used as carrying value in the balance sheet; otherwise, any unrealised loss results in a write-down.

#### 4.11 Issuance expenses and redemption premiums of bonds

Expenses for the issuance of bonds are directly entered as financial expenses on the date of issuance. When the issuance price is lower than the redemption value, the difference is recognized as an asset and is entered as a financial expense spread across the duration of the loan.

#### 4.12 Prepaid expenses and deferred income

Payables entered that relate to commodities or services not yet received are entered on the assets side of the balance sheet under "Prepaid expenses".

Payables entered that relate to commodities or services not yet delivered are entered on the liabilities side of the balance sheet under "Deferred income".

#### 4.13 Asset and liability translation differences

On the closing date for the Group financial statements, when the applied exchange rate has modified the euro amounts previously entered, the translation differences are entered on the assets side of the balance sheet when the difference is an unrealised loss and on the liabilities side of the balance sheet when the difference is an unrealised gain. A provision for exchange rate risk is entered for unrealised losses.

#### 4.14 Investment subsidies

Aéroports de Paris SA is allocated equipment subsidies in order to acquire or create fixed assets. The subsidies are entered under equity and are recorded in tandem with the depreciation schedule of the associated assets.

#### 4.15 Regulated provisions

Regulated provisions consist mainly of accelerated depreciations. These additional depreciations are recorded with the sole aim of obtaining tax benefits and do not reflect any depreciation of the underlying asset. They are entered as equity under the "regulated provisions" section to compensate for the extraordinary income.

#### 4.16 Provisions for risks and expenses

Provisions for risks and expenses are mainly comprised of employee benefit provisions, which cover staff benefits on a long-term basis.

##### Long-term staff benefits

Employee benefit provisions cover defined benefit schemes and other long-term benefits but do not cover defined contribution schemes.

##### DEFINED BENEFIT SCHEMES

Aéroports de Paris SA funds all of the following defined benefit schemes in order to meet its employee benefit obligations:

- ◇ retirement benefit schemes;
- ◇ mutual health insurance for the retired;
- ◇ PARDA pre-retirement scheme;
- ◇ two additional retirement benefit schemes;
- ◇ rewards for long-service.

The company's net obligation regarding defined benefit schemes is evaluated separately for each scheme. This is done by estimating the amount of future benefits acquired by employees in exchange for services rendered during the current and past periods. This amount is updated in order to determine its current value, and reduced by the fair value of the scheme's assets and unrecognised past service costs. The discount rate is equal to the rate, at the closing date, based on high-quality bonds with a maturity date close to that of the company's commitments. A qualified actuary performs the calculations by using the projected unit credit method.





The fraction of cumulative unrecognised actuarial differences exceeding 10% of the highest amount between the bond's current value for defined schemes and the fair value of the scheme's assets are entered on the profit and loss statement over the expected average remaining working lives of employees participating in the scheme.

The actuarial assumptions are outlined in note 6.8.

The Company's net obligation for long-term benefits, other than retirement schemes, is equal to the amount of future benefits acquired by employees in exchange for services rendered during the current and past periods. These benefits are discounted and deducted, if necessary, from the fair value of the scheme assets invested. The discount rate is equal to the interest rate, at the closing date, based on high-quality bonds with maturity dates close to those of the company's commitments. The amount of the obligation is determined by using the projected unit credit method. Actuarial differences are entered on the profit and loss statement during the period in which they occur.

#### DEFINED CONTRIBUTION SCHEMES

Defined benefit schemes are post-employment benefit schemes whereby an entity pays fixed contributions into a separate entity and will have no legal or constructive obligations to pay any additional contributions. The contributions to be paid to a fixed contributions scheme are entered as expenses linked to employee benefits when they are due. Contributions paid in advance are recorded as an asset to the extent that a cash refund or a reduction in future payments is available.

#### Other provisions for liabilities and expenses

Other provisions for liabilities and expenses are intended to cover liabilities inherent in the company's line of business, liabilities resulting from litigation, fines or penalties.

These provisions are accounted for when they meet the following criteria:

- ◇ there is an obligation towards a third party arising from a past;
- ◇ event where it is likely or certain that it will result in a disbursement of funds to the benefit of that third party with no equivalent consideration from that beneficiary;
- ◇ the amount can be reliably estimated.

Contingent liabilities are detailed in the notes to the financial statements when the entity has a potential obligation towards a third party arising from events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity (See Note 8 "Off-balance sheet commitments and contingent liabilities").

## 4.17 Payables

### Financial payables

#### FOREIGN CURRENCY TRANSACTIONS

At year-end, foreign currency denominated monetary balances, except for those hedged by currency swap contracts, are translated at closing exchange rates. Perfectly hedged operations, particularly financial payables in foreign currencies, are presented at the hedged rate.

#### DERIVATIVE FINANCIAL INSTRUMENTS

Aéroports de Paris manages market risks related to fluctuations in interest rates and rates of exchange through the use of derivative financial instruments, particularly interest rate swaps and currency swaps. All these instruments are used for hedging purposes and are strictly backed up by assets. They are therefore simple hedging instruments. Aeroport de Paris SA does not carry a derivative financial instrument including an optimization component or to be classified in an isolated open position.

The income and expenses related to the use of these derivative instruments for hedging are entered symmetrically with the hedged transactions, in the instant case, the interest rate derivatives carried by Aeroport de Paris covering financial debts, their income and expenses are recognized in the financial result.

#### Other debts

Operating payables and other debts are accounted for when in accordance with a company order, the goods have been delivered or the service has been carried out.

## 4.18 Definition of net cash and cash equivalents

Net cash and cash equivalents are constituted as financial instruments, which allow Aéroports de Paris to manage short-term cash requirements and surpluses without taking any major risks.

Net cash is composed of:

- ◇ cash accounts;
- ◇ deposit accounts;
- ◇ time deposit accounts;
- ◇ investment securities that do not present a significant risk of a change in value due to their nature and that can easily be converted into cash flow because of an available market or potential buyer;
- ◇ short-term investments which do not carry any material impairment risk and can be converted instantly into cash, less bank overdrafts and related accrued interest.



## NOTE 5 NOTES TO THE INCOME STATEMENT

### 5.1 Breakdown of revenue

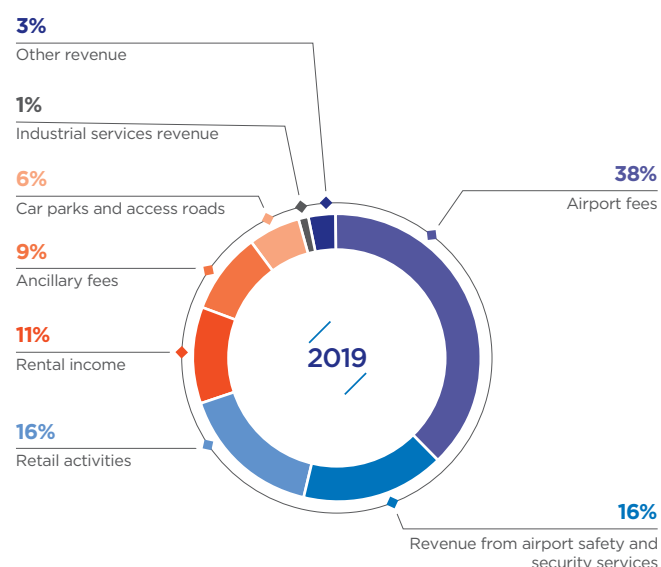
The segment information below is presented in accordance with the internal reporting and the sector benchmarks presented to the Group's Chief Operating Officer:

(in millions of euros)	Activities				2019	2018
	Aviation	Retail and services	Real estate	Other activities		
Airport fees	1,160	-	-	-	1,160	1,115
Revenue from airport safety and security services	482	-	-	-	482	499
Retail activities	-	493	3	-	496	471
Rental income	33	113	198	-	344	332
Ancillary fees	251	15	-	-	266	255
Car parks and access roads	-	173	-	-	173	173
Industrial services revenue	-	45	-	-	45	43
Other revenue	8	63	16	8	96	71
<b>TOTAL</b>	<b>1,934</b>	<b>903</b>	<b>217</b>	<b>8</b>	<b>3,062</b>	<b>2,957</b>

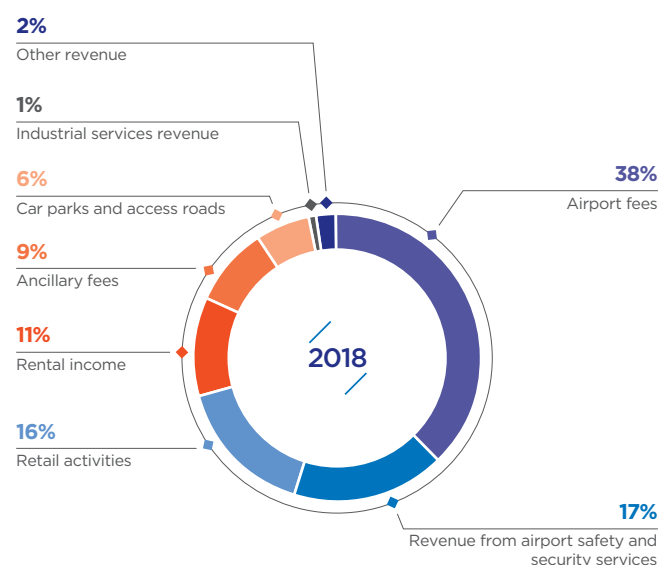
Revenue increased by 3.6% (+€105 million) in 2019 and amounted to €3,062 million. This increase is mainly explained by:

- ◇ the increase in airport fees (+€45 million), driven by growth in departing passenger traffic of 2.5% compared to last year, and by a price effect related to the price increase of 1 April 2019 (+1.0%);
- ◇ the increase in ancillary aviation fees (+€11 million), which can be attributed in particular to PMR fees, check-in desks and baggage handling, connected to the rise in departing traffic (+2.5%);
- ◇ the increase in retail activity (+€25 million), particularly at Airside shops (+€21 million) and Bars & Restaurants (+€4 million), both driven by the growth in traffic and revenue/pax;
- ◇ the increase in rental income (+€12 million), driven by the signing of new customer contracts and a price effect on existing contracts;
- ◇ the increase in other revenue of €25 million, primarily related to the work undertaken for Société du Grand Paris;
- ◇ the decrease in Revenue from airport safety and security services (-€17 million) as a result of the mechanism provided for by the Finance Law for 2019 and applicable since April 2019, which charges Aéroports de Paris 6% of the airport security costs hitherto fully covered by the proceeds of the airport tax.

#### Breakdown of revenue 2019



#### Breakdown of revenue 2018



## 5.2 Capitalised production costs

<i>(in millions of euros)</i>	2019	2018
Capitalised production	69	65

Capitalised production primarily represents the internal cost related to employees who participate in projects for the construction of company assets, particularly in studies, works supervision or project-management assistance.

## 5.3 Other operating income

<i>(in millions of euros)</i>	2019	2018
Other	52	43
Penalties received	3	3
<b>TOTAL OTHER OPERATING INCOME</b>	<b>55</b>	<b>46</b>

Other operating income consists primarily of indemnities from GI CDG Express for €28 million and Société du Grand Paris for €18 million.

## 5.4 Purchases and external expenses

<i>(in millions of euros)</i>	2019	2018
Electricity	(30)	(26)
Water, gas and fuel	(14)	(13)
Operational supplies and small-format equipment	(11)	(11)
Other consumables	(60)	(32)
<b>Consumables</b>	<b>(114)</b>	<b>(81)</b>
General sub-contracting	(511)	(493)
◆ Security	(241)	(236)
◆ Cleaning	(75)	(74)
◆ Transport	(33)	(32)
◆ Other	(162)	(152)
Maintenance and repairs	(136)	(129)
Post and communication costs	(29)	(29)
Insurance	(9)	(9)
Remuneration of intermediaries and fees	(20)	(23)
Advertising, publications, public relations	(32)	(29)
Rental and leasing expenses	(15)	(18)
External personnel	(3)	(5)
Other external expenses	(34)	(37)
<b>External expenses</b>	<b>(789)</b>	<b>(773)</b>
<b>TOTAL PURCHASES AND EXTERNAL EXPENSES</b>	<b>(903)</b>	<b>(854)</b>

External purchases and expenses amounted to €903 million as of 31 December 2019, compared to €854 million in the previous year. This represents an increase of 5.7% (€49 million).

Raw materials and consumables used are up by €33 million compared to last year, reflecting an increase in expenses for the services provided on behalf of Société du Grand Paris in the amount of €29 million.

Sub-contracting increased by €18 million, of which €10 million in other items (including an increase for Reception services due to the full-year

effect of the "Welcome to Paris" programme launched in 2018 and PMR sub-contracting driven by the growth in traffic) and €5 million related to security.

Maintenance and repair costs were up €7 million from last year due to the maintenance of new equipment (notably the departures baggage handling system under Hall L at Terminal 2E (TDS3)).

18

## 5.5 Taxes other than income taxes

<i>(in millions of euros)</i>	2019	2018
Property tax	(125)	(96)
Territorial financial contribution	(62)	(71)
Non-refundable VAT on safety expenditure	(56)	(54)
Tax on earnings	(22)	(21)
Other taxes	(24)	(23)
<b>TAXES OTHER THAN INCOME TAXES</b>	<b>(290)</b>	<b>(265)</b>

Duties and taxes increased by 9% for a total of €290 million at 31 December 2019.

◇ in terms of Property tax, the increase (+€29 million) is primarily the result of the updating of our 2019 tax bases, adjustments on 2018 taxes, rate increase and the entry into service of new buildings;

◇ in terms of the regional economic tax (CET), the decrease (-€9 million) is mainly due to the reimbursement of prior year value added cap.

## 5.6 Employee benefit costs

<i>(in millions of euros)</i>	2019	2018
Salaries	(378)	(376)
Social security expenses	(166)	(162)
Profit-sharing bonus	(16)	(14)
Works Council	(17)	(19)
Tax credit for competitiveness and employment	-	4
Other employee expenses	(19)	(19)
<b>EMPLOYEE BENEFIT COSTS</b>	<b>(596)</b>	<b>(586)</b>

Employee benefit costs amounted to €596 million as of 31 December 2019, an increase of €10 million compared to the previous year.

The fall in average headcount of 1.0% led to a decrease in employee benefit costs (-€3 million), partially offsetting the increase in salaries (€5 million) as a result of general and individual measures.

The rise in social security contributions (+€4 million) is due to the increase in salaries and the higher average contribution rate, partially offset by the decrease in sickness contributions following the discontinuation of the Competitiveness Employment Tax Credit (CICE).

Other employee benefit costs include PEE/PERCO contributions and meals for employees of Aéroport de Paris SA outside the restaurants managed by the Works Committee.

## 5.7 Operating depreciations, amortisations and reversals

<i>(in millions of euros)</i>	2019		2018	
	Additions	Reversals	Additions	Reversals
Intangible assets	(23)	-	(20)	-
Property, plant and equipment	(461)	-	(432)	-
<b>Depreciation and Amortisation of fixed assets</b>	<b>(484)</b>	<b>-</b>	<b>(453)</b>	<b>-</b>
Provisions for risks	(1)	9	(6)	18
Provisions for expenses	(31)	13	(13)	15
<b>Provisions for liabilities and expenses</b>	<b>(32)</b>	<b>22</b>	<b>(19)</b>	<b>33</b>
Trade receivables and related accounts	(25)	6	(7)	1
<b>Depreciation of receivables</b>	<b>(25)</b>	<b>6</b>	<b>(7)</b>	<b>1</b>
<b>Transfer of operating charges</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>(540)</b>	<b>29</b>	<b>(477)</b>	<b>35</b>



Provisions for liabilities and expenses amount to €32 million, including mainly provisions for commitments for end-of-career benefits.

The amount of allowances for impairment of doubtful and disputed receivables is €25 million, including €21 million due to Aigle Azur and XL Airways liquidation. See note 6.3.

Net depreciation and provisions for liabilities and expenses amounted to €493 million (see cash flow statement). Additions of €516 million and reversals of €22 million.

## 5.8 Financial income

Financial income in 2019 amounted to €75 million and includes:

<i>(in millions of euros)</i>	2019	2018
Income from investments and other financial shares	61	57
Swap interest <i>income</i>	9	9
Other financial income	21	41
<b>Financial income</b>	<b>90</b>	<b>106</b>
Interest on loans	(123)	(114)
Swap interest <i>charges</i>	(6)	(6)
Other financial expenses	(36)	(35)
<b>Financial expenses</b>	<b>(165)</b>	<b>(155)</b>
<b>FINANCIAL INCOME</b>	<b>(75)</b>	<b>(49)</b>

Financial income amounts to €90 million and mainly comprises:

- ◇ dividends received (€47 million), of which €31 million for the share of the holding in Tank Alpha and €9 million for Schiphol;
  - ◇ other financial shares revenues (€14 million), of which €10 million for investment fund CATHAY and €2 million for X ANGE;
  - ◇ interest income from swaps amounting to €9 million.
- Other financial income is mainly made up with:
- ◇ exchange gains amounting to €5 million;
  - ◇ current accounts interest amounting to €10 million.

2019 Financial expenses primarily comprise interest on borrowings and swaps amounting to €129 million. The evolution in this type of expenses is consistent with borrowings and debt swaps variation (see Note 6.9 "Financial debt").

Other Financial expenses contains:

- ◇ impairment of €22 million on ADP International securities;
- ◇ impairment of €2 million on Cœur d'Orly Investissement securities;
- ◇ impairment of €1 million on HOLOGARDE securities.

18

### Breakdown of Group<sup>1</sup> and non-Group net financial income

Here, the Group encompasses all subsidiaries and shareholdings held by Aéroports de Paris SA.

	Income from investments	Amortisation and reversal of provisions	Other financial income and expenses	Total
Schiphol Group	9	-	-	9
ADP International	-	(22)	3	(18)
ADP Immobilier Tertiaire	-	-	1	1
SAS Cœur d'Orly Investissement	1	(2)	-	(1)
Hologarde	-	(1)	-	(1)
TANK ÖWA alpha GmbH	31	-	10	41
Média ADP	2	-	-	2
Relay@adp	3	-	-	3
Others	-	-	-	-
<b>Group Financial result</b>	<b>47</b>	<b>(25)</b>	<b>15</b>	<b>38</b>
Net financial income	-	-	-	(120)
Other financial income and expenses	-	-	-	7
<b>Financial result outside the Group</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(113)</b>
<b>FINANCIAL INCOME</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(75)</b>

<sup>1</sup> Here, the Group encompasses all subsidiaries and shareholdings held by Aéroports de Paris SA.

## 5.9 Extraordinary income

<i>(in millions of euros)</i>	2019	2018
Accelerated depreciation write-off	78	79
Other extraordinary income from assets	11	8
<b>Extraordinary income from assets</b>	<b>89</b>	<b>87</b>
Reversal of provisions for liabilities and expenses	6	15
Other extraordinary income	1	19
<b>Sundry exceptional income</b>	<b>7</b>	<b>34</b>
<b>Extraordinary income</b>	<b>96</b>	<b>122</b>
Accelerated depreciation expenses	(102)	(100)
Other extraordinary expenses on assets	(10)	(12)
<b>Extraordinary expenses on assets</b>	<b>(112)</b>	<b>(112)</b>
Provisions for extraordinary liabilities and expenses	(1)	(1)
Other extraordinary expenses	(7)	(16)
<b>Sundry extraordinary expenses</b>	<b>(8)</b>	<b>(17)</b>
<b>Extraordinary expenses</b>	<b>(120)</b>	<b>(130)</b>
<b>EXTRAORDINARY INCOME</b>	<b>(24)</b>	<b>(8)</b>

Accelerated tax depreciation consists primarily of accelerated tax depreciation on property, plant and equipment.

Aéroports de Paris SA benefits from a system codified in article 217 octies of the French General Tax Code which allows companies subject to income tax to implement accelerated tax depreciation over five years for their cash investments in innovation SMEs under certain conditions.

## 5.10 Income tax expenses

### Break down of tax

<i>(in millions of euros)</i>	Income before tax	Taxes	Net income excluding profit sharing
Current result	788	(252)	536
Extraordinary income	(24)	8	(16)
Tax consolidation revenue	-	1	1
<b>TOTAL (EXCLUDING PROFIT SHARING)</b>	<b>763</b>	<b>(243)</b>	<b>521</b>

Aéroports de Paris does not recognise deferred tax in its statutory financial statements.



The table below presents temporary differences that will give rise to the recognition in the future of an income tax liability or a tax credit.

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018	Change
Participation of employee's profit sharing	(24)	(28)	4
Provisions for exchange losses	-	-	-
Provisions for employee benefit obligations	(389)	(371)	(18)
Other non-deductible provisions	(8)	(19)	11
Cost of studies and supervision of works (FEST)	(15)	(25)	10
Acquisition cost of securities investments	(10)	(10)	-
Amortization of securities investments acquisition costs	10	10	-
Option Lease Building (eg Lease)	(6)	(6)	-
<b>Deductible expenses for the period on subsequent periods</b>	<b>(442)</b>	<b>(450)</b>	<b>8</b>
FEDEX	70	67	3
Translation adjustments - Asset	-	-	-
Regulated provisions	1,218	1,194	24
Other expenses deducted in advance	(3)	(3)	-
<b>Deducted charges of subsequent periods for the period</b>	<b>1,285</b>	<b>1,258</b>	<b>27</b>
<b>TOTAL TEMPORARY DIFFERENCES</b>	<b>843</b>	<b>807</b>	<b>36</b>

Future income tax liability estimated at €170 million as at 31 December 2019 (€169 million as at 31 December 2018). The valuation has taken into account a decrease in the tax rate from 34.43% to 25.82% in 2022 in compliance with the finance law approved at the end of December 2019.

## NOTE 6 NOTES TO THE BALANCE SHEET

### 6.1 Fixed Assets

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increase	Decrease	Transfers to and from other headings	As at Dec 31, 2019
Concessions and similar rights, patents, licences, brands, procedures, and similar rights and values	292	37	-	-	330
<b>Intangible assets</b>	<b>292</b>	<b>37</b>	<b>-</b>	<b>-</b>	<b>330</b>
Land	52	-	-	-	52
Land development	35	-	-	2	37
Buildings	11,893	3	(149)	916	12,663
Buildings on third party land	5	-	-	-	5
Industrial plant and equipment	179	9	(3)	-	186
Other tangible fixed assets	313	18	(1)	-	330
<b>Property, plant and equipment</b>	<b>12,478</b>	<b>30</b>	<b>(153)</b>	<b>918</b>	<b>13,273</b>
<b>Fixed assets in progress</b>	<b>1,292</b>	<b>948</b>	<b>-</b>	<b>(918)</b>	<b>1,323</b>
<b>Advances on fixed assets suppliers</b>	<b>22</b>	<b>-</b>	<b>(4)</b>	<b>-</b>	<b>18</b>
<b>TOTAL</b>	<b>14,084</b>	<b>1,016</b>	<b>(157)</b>	<b>-</b>	<b>14,944</b>



## Main investments during the year:

The investments made during 2019 amounted to €1,016 million.

The main investments in 2019 were as follows:

- ◆ at Paris-Charles de Gaulle Airport:
  - ◆ the renovation of Terminal 2B and its link with Terminal 2D,
  - ◆ the construction of the junction of international satellites of Terminal 1,
  - ◆ the purchase of standard 3 hold luggage inspection equipment in line with European regulations (CDG),
  - ◆ the construction of a transfer baggage handling system under Hall M at Terminal 2 (TBS4),
  - ◆ Improvements to the access road layout at CDG,
  - ◆ the refreshment of Hall L of terminal 2E,
  - ◆ preparatory work for the construction of the CDG Express,
  - ◆ the extension of the Delta and Québec roads north of Terminal 1,
  - ◆ study costs related to the Terminal 4 construction project,
  - ◆ the redesign of the shops in Hall L of terminal 2E,
  - ◆ the improvement of passenger signposting,
  - ◆ installation of Visual Docking Guidance Systems and information screens ("timers") for pilots and runway personnel,
  - ◆ the extension of India aprons,
  - ◆ the creation of a single Air France lounge at Terminal 2F,
  - ◆ renovation of the AB car park
  - ◆ conversion of the PR car park into a multi-storey car park,
  - ◆ redesign of the security check in Terminal 2E,
  - ◆ reconfiguration of the TME baggage handling system at Terminal 2E;
- ◆ at Paris-Orly Airport:
  - ◆ runway 3 renovation,
  - ◆ completion of construction work on the link building between Orly 2 and Orly 4 (formerly the West and South terminals),
  - ◆ upgrading of the East baggage handling system to ensure regulatory compliance at Orly 4 (formerly Orly South),
  - ◆ preparatory work before the construction of the future Grand Paris station,

- ◆ waterproofing work and strengthening of bridge n°2 under runway n°3,
  - ◆ creation of a new retail area in the international departures area at Orly 4 (formerly Orly South),
  - ◆ creation of a pedestrian mall between Orly 3 (link building) and Orly 4 (formerly Orly South),
  - ◆ reconfiguration of the airport taxiways to the south of Orly 4 (formerly Orly South),
  - ◆ restructuring of Hall E at Orly 4 (formerly Hall B at Orly South),
  - ◆ reconfiguration of security for international departures at Orly 4 (formerly Orly South) and redevelopment of the associated retail space;
- ◆ investments for the Aéroports de Paris-Le Bourget airport have focused mainly on an AFMAE apprentice training centre.

In 2019, Aéroports de Paris SA made significant investments in its support functions and projects common to the platforms, and IT.

## Main Disposals

The net amount of transfers from other headings mainly concerns the assets reclassification in progress as tangible assets. This reclassification focuses in particular on the following implemented items:

- ◆ completion of the Orly 3 link building between Orly 2 (formerly Orly West) and Orly 4 (formerly Orly South);
- ◆ renovation of runway 3 at Orly;
- ◆ extension work to the Golf aprons and compliance work on the LGN-LJS turn;
- ◆ compliance work on the rainwater treatment systems;
- ◆ improvements to the access road layout at CDG;
- ◆ waterproofing work and strengthening of bridge 2 under runway 3 at Orly;
- ◆ restoration of the CDG1 RER station at Roissy-pôle;
- ◆ first phase of the project to extend the India aprons at CDG;
- ◆ completion of the construction of a departures baggage handling system under Hall L at Terminal 2E (TDS3);
- ◆ construction of an AFMAE apprentice training centre;
- ◆ repair work on the frontage of the satellites of terminal 1;
- ◆ freshening up of Hall L of Terminal 2E.

## Depreciations and Amortisations

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increase	Decrease	As at Dec 31, 2019
Concessions and similar rights, patents, licences, brands, procedures, and similar rights and values	(219)	(23)	-	(242)
<b>Intangible assets</b>	<b>(219)</b>	<b>(23)</b>	<b>-</b>	<b>(242)</b>
Land development	(21)	(1)	-	(22)
Buildings	(6,075)	(430)	139	(6,366)
Buildings on third party land	(5)	-	-	(5)
Industrial plant and equipment	(120)	(11)	2	(129)
Other tangible fixed assets	(181)	(18)	1	(198)
<b>PROPERTY, PLANT AND EQUIPMENT</b>	<b>(6,403)</b>	<b>(460)</b>	<b>143</b>	<b>(6,720)</b>
<b>TOTAL</b>	<b>(6,621)</b>	<b>(483)</b>	<b>143</b>	<b>(6,962)</b>



## Revaluation of fixed assets

Certain fixed assets were revalued as part of the legal revaluations in 1959 and 1976.

<i>(in millions of euros)</i>	Revalued values			Depreciation of the revaluation difference		Net revaluation difference (6) = (2) - (5)
	Gross value (1)	Increase in gross value (2)	Total (3) = (1)+(2)	Exercise (4)	Cumulative (5)	
Land	19	23	41			23
<b>Non-depreciable fixed assets</b>	<b>19</b>	<b>23</b>	<b>41</b>	<b>-</b>	<b>-</b>	<b>23</b>
Land development	1	-	1			-
Buildings	297	265	562	1	262	3
<b>Depreciable fixed assets</b>	<b>298</b>	<b>265</b>	<b>563</b>	<b>1</b>	<b>262</b>	<b>3</b>
<b>TOTAL</b>	<b>316</b>	<b>288</b>	<b>604</b>	<b>1</b>	<b>262</b>	<b>26</b>

The revaluation difference on non-depreciable fixed assets is found in equity in the amount of €23 million, as at 31 December 2019.

## 6.2 Financial assets

### Book Value

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increase	Decrease	Fusion	As at Dec 31, 2019
Share investments	1,359	49	-	3	1,411
Receivables from to share investments	83	7	(5)	(3)	82
Loans	7	-	-	-	7
Other financial assets	72	8	(8)	-	72
<b>TOTAL</b>	<b>1,521</b>	<b>64</b>	<b>(13)</b>	<b>-</b>	<b>1,573</b>

The main variations relate to:

On the "Share investments" line, the capital increase of ADP IMMOBILIER for €43 million, ADP Invest for €4 million and FL WH Holdco for €2 million. The €3 million restructuring operation concerns the EPIGO capital increase by offsetting the related receivables.

The change in "Receivables from share investments" is mainly due to new loans to our subsidiaries: €6 million for ADP Immobiliser Tertiaire and €1 million for ADP Immobilier Industriel. The decrease of €5 million mainly concerns ADP Immobilier Tertiaire.

18

### Depreciation

See Note 4.6 Financial assets.

Impairments of securities amounted to €89 million of which:

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increase	Decrease	As at Dec 31, 2019
TANK ÖWC beta GmbH	(28)	(1)	-	(29)
SAS Coeur d'Orly Investissement	(17)	(2)	-	(19)
EPIGO	(9)	-	-	(9)
ADP Immobilier	(1)	-	1	-
ADP International	(8)	(22)	-	(29)
Hologarde	-	(1)	-	(1)
Other	(1)	(1)	-	(2)
<b>TOTAL</b>	<b>(63)</b>	<b>(27)</b>	<b>1</b>	<b>(89)</b>

## Table of subsidiaries and shareholdings

(in millions of euros)	Share capital	Other equity capital	Share of capital held by ADP in%	Book value of shares held		Unrefunded loans and advances granted by ADP	Guarantees given by ADP	Revenue excluding VAT	Profit/loss for the period	Dividends received by ADP
				Gross	Net					
<b>Subsidiaries</b>										
ADP International - France <sup>1</sup>	112	2	100%	119	90	-	-	12	(24)	-
ADP Invest - France <sup>1</sup>	4	-	100%	5	5	-	-	-	(3)	-
Hologarde - France <sup>1</sup>	16	-	100%	16	15	-	-	2	-	-
Hub One - France <sup>1</sup>	41	40	100%	41	41	-	-	147	(8)	-
SAS Coeur d'Orly Investissement - France <sup>1</sup>	24	-	100%	42	23	-	-	-	-	1
ADP Immobilier - France <sup>1</sup>	110	26	100%	136	136	5	-	-	1	-
TANK ÖWA alpha GmbH - Austria	-	628	100%	625	625	-	-	-	51	31
TANK ÖWC beta GmbH - Austria	-	9	100%	38	9	-	-	-	-	-
<b>Other shares between 10% and 50%</b>										
ADPLS Présidence - France	-	-	50%	-	-	-	-	-	-	-
Média ADP - France	2	4	50%	1	1	-	-	61	5	2
Société de distribution aéroportuaire - France	1	6	50%	1	1	5	-	628	3	-
EPIGO - France	7	(8)	50%	9	-	2	-	74	(2)	-
EPIGO Présidence - France	-	-	50%	-	-	-	-	-	-	-
Relay@ADP - France	3	2	49%	1	1	-	-	78	6	3
SCI Roissy Sogaris - France	6	-	40%	2	2	-	-	-	1	1
SAS CHENUÉ LE BOURGET - France	1	-	40%	-	-	-	-	-	-	-
CDG Express Etudes - France	-	-	33%	-	-	-	-	5	-	-
Hub Safe - France	3	14	20%	2	2	-	-	-	1	-
Egidium - France	-	-	20%	1	1	-	-	-	-	-
CCS France - France	-	-	20%	-	-	-	-	NC	NC	-
PACIFA - France	-	-	12%	1	1	-	-	-	-	-
GI CDG Express - France	2	-	33%	1	1	-	-	-	-	-
<b>Other investments</b>										
FL WH HOLDCO	3	-	7%	2	2	-	-	-	-	-
Schiphol Group - Pays-Bas	85	3,858	8%	370	370	-	-	-	-	9
Civi.Pol Conseil - France	2	-	1%	-	-	-	-	NC	NC	-
<b>TOTAL</b>				<b>1,411</b>	<b>1,324</b>	<b>12</b>	<b>-</b>			<b>48</b>

<sup>1</sup> Consolidated subsidiaries.



## 6.3 Operating receivables

(in millions of euros)

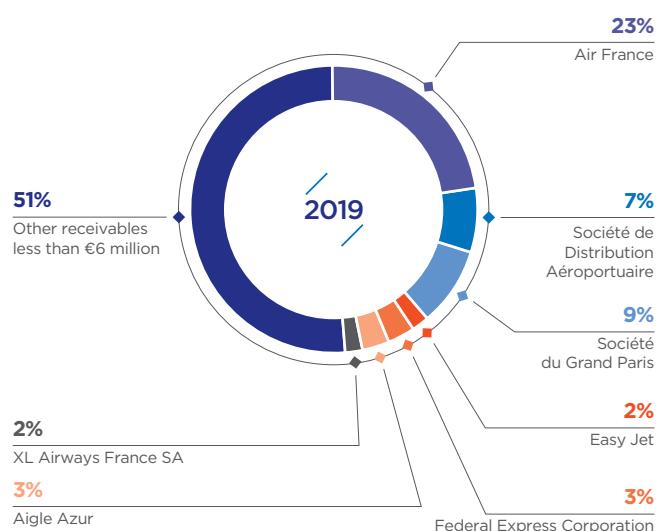
	As at Dec 31, 2019	As at Dec 31, 2018
<b>Trade receivables and related accounts</b>	<b>444</b>	<b>412</b>
Staff costs and related accounts	-	-
Taxes other than income taxes	91	52
Current accounts	786	738
Other debtors	2	59
<b>Other receivables</b>	<b>879</b>	<b>848</b>
<b>TOTAL</b>	<b>1,323</b>	<b>1,260</b>

### Main trade receivables at year-end

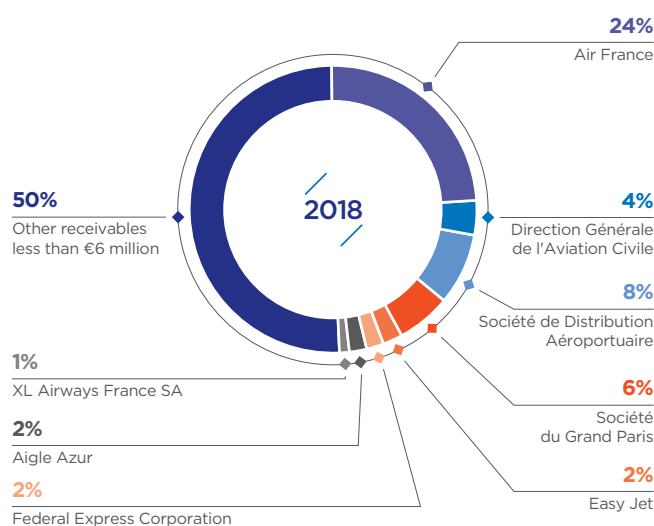
(in millions of euros)

	As at Dec 31, 2019	As at Dec 31, 2018
Air France	103	98
Direction Générale de l'Aviation Civile	-	17
Société de Distribution Aéroportuaire	32	34
Société du Grand Paris	41	25
Easy Jet	8	10
Federal Express Corporation	15	7
Aigle Azur	13	8
XL Airways France SA	8	6
Other receivables less than €6 million	223	208
<b>TOTAL</b>	<b>444</b>	<b>412</b>

### 2019 Operating receivables breakdown



### 2018 Operating receivables breakdown



## Current accounts

Current accounts, in other receivables, are as follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
TANK ÖWA alpha GmbH	426	447
ADP International	300	238
ADP Ingénierie	18	8
SAS Coeur d'Orly Investissement	7	9
ADP Invest	7	7
Société de distribution aéroportuaire	20	-
<b>Fully Consolidated Subsidiaries</b>	<b>778</b>	<b>708</b>
Société de distribution aéroportuaire	-	21
CDG Express Etudes	6	6
Other	2	3
<b>Associates and joint ventures</b>	<b>8</b>	<b>30</b>
<b>TOTAL</b>	<b>786</b>	<b>738</b>

## Depreciation of current assets

The depreciation of current assets amounted to €41 million:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Trade receivables and related accounts	(40)	(21)
Other receivables	(1)	(1)
Current accounts	-	-
<b>TOTAL</b>	<b>(41)</b>	<b>(22)</b>

The increase in impairment losses on receivables at 31 December 2019 is mainly due to the judicial liquidation of two airlines (Aigle Azur €13 million, XL Airways €8 million) during the year.

## Maturity structure of receivables

The table below presents, for each type of receivable, the remaining duration for that the receivable to become payable:

<i>(in millions of euros)</i>	Gross Amount	Payment		
		<1 year	1 to 5 years	>5 years
Receivables from to share investments	82	6	26	50
Loans	7	2	3	2
Other capitalised receivables	72	4	2	66
<b>Receivables from fixed assets</b>	<b>161</b>	<b>12</b>	<b>31</b>	<b>118</b>
Trade receivables and related accounts	444	444	-	-
Other receivables	879	879	-	-
<b>Receivables from current assets</b>	<b>1,323</b>	<b>1,323</b>	<b>-</b>	<b>-</b>
<b>Prepaid expenses</b>	<b>42</b>	<b>27</b>	<b>10</b>	<b>5</b>
<b>TOTAL</b>	<b>1,526</b>	<b>1,362</b>	<b>41</b>	<b>123</b>



## 6.4 Marketable securities and cash

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Marketable securities	1,197	1,289
<i>Of which Treasury shares</i>	1	1
Cash	110	130
<b>TOTAL</b>	<b>1,307</b>	<b>1,418</b>

The short-term investments of Aéroports de Paris SA consist in investment funds (SICAV).

## 6.5 Prepaid expenses and deferred income

### Prepaid expenses

The Prepaid expenses amount to €42 million and consist mainly of items relating to:

- ◇ insurance contracts subscribed;
- ◇ ADP SA Corporate Foundation;
- ◇ the prepayment of leases for the use of the networks built by Réseau

de Transport d'Electricité (RTE) at the Roissy Charles de Gaulle airport which they still own. The leases are spread over the period of use of the infrastructure by Aéroports de Paris SA.

### Deferred income

Deferred income totaled €170 million at year-end 31 December 2019 mostly made of rents paid in advance.

## 6.6 Bond redemption premiums

<i>(in millions of euros)</i>	Assets	Liabilities
Bonds issued	25	-

Details of loan premiums are presented in note 6.9.

## 6.7 Shareholders' equity

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increase	Decrease	Allocation of income	As at Dec 31, 2019
Share capital	297	-	-	-	297
Premiums	543	-	-	-	543
Revaluation difference	23	-	-	-	23
Legal reserve	30	-	-	-	30
Other reserves	839	-	-	-	839
Retained earnings	1,356	-	-	198	1,554
Profit/loss for the period	564	497	-	(564)	497
Interim dividend	(69)	69	(69)	-	(69)
Investment grants	48	10	(3)	-	53
Regulated provisions	1,194	102	(78)	-	1,218
<b>TOTAL</b>	<b>4,823</b>	<b>678</b>	<b>(150)</b>	<b>(366)</b>	<b>4,983</b>

At 31 December 2019, the Company's capital amounted to €296,881,806, divided into 98,960,602 shares with a nominal value of €3.

The equity of Aéroports de Paris SA amounted to €4,983 million.

In accordance with the decision of the Combined General Meeting of 20 May 2019, a dividend of €3.70 per share was paid out on 11 June 2019, representing a total of €366,062,058.



## 6.8 Provisions

<i>(in millions of euros)</i>	As at Dec 31, 2018	Additions	Reversals	As at Dec 31, 2019
Other provisions for risks	8	-	(5)	3
Provisions for litigation	14	1	(4)	11
<b>Provisions for risks</b>	<b>22</b>	<b>1</b>	<b>(9)</b>	<b>14</b>
Provisions for taxes	-	1	-	1
Provisions for restructuring	6	-	(5)	1
Provisions for employee benefit obligations	373	31	(13)	391
Other provisions for charges	1	-	-	1
Provisions for exchange losses	-	-	-	-
<b>Provisions for expenses</b>	<b>381</b>	<b>32</b>	<b>(19)</b>	<b>394</b>
<b>TOTAL</b>	<b>403</b>	<b>33</b>	<b>(28)</b>	<b>408</b>

### Provisions for employee benefit obligations

Aéroports de Paris SA abides by the following employee benefit obligations:

#### RETIREMENT BENEFIT SCHEMES (“END OF CAREER BENEFITS”)

The Group grants a retirement benefit to Aéroports de Paris SA employees taking their retirement. The sum paid is based on a number of months of salary depending on the length of service at Aéroports de Paris at the date of retirement. Employer contributions are due on this amount.

The main risks linked to this system are risks of increase in employer contribution rates applicable to Aéroports de Paris SA, renegotiation of the rise in fee structures as defined by the articles of association, and changes in legal minimum benefit amounts.

#### MUTUAL HEALTH INSURANCE FOR THE RETIRED;

Aéroports de Paris SA helps finance the subscription to two mutual health insurance contracts covering two closed populations of retired former employee.

The main risks identified are the risk of:

- ◇ increase in employers' contributions applicable to the financial participation of Aéroports de Paris SA;
- ◇ of a steady increase in medical costs covered by mutual health insurance, which has a knock-on effect on Aéroports de Paris SA's financial contribution.

#### DEFINED BENEFIT PENSION PLANS

Aéroports de Paris SA grants additional retirement pensions and has insurance contracts to deal with the management of pension payments. Aéroports de Paris SA is therefore compliant with Law No. 2015-839 dated 9 July 2015 on minimum requirements for securing current annuities applicable to pension plans falling under article L. 137-11 of the French Social Security Code.

In this context, Aéroports de Paris SA has opted for the “Fillon tax” on premiums paid on the insurance provider's collective funds (24%) for the defined benefits scheme, and the pension tax paid by the insurance provider (32% for liquidations that took place from 1 January 2013) for other schemes.

There are two defined benefit plans:

- ◇ a defined benefit plan – This plan is of additional type and relates to all employees;
- ◇ a supplementary pension plan – This pension plan is an “add-on” plan for members of the PARDA Hors Escalade Pompiers scheme for firefighters.

Aéroports de Paris SA closed these two supplementary pension plans to new entrants as of July 2019. The rights of eligible employees were frozen at 31 December 2019 in accordance with Order No. 2019-697 of 3 July 2019.

#### MEDALS SCHEME

Aéroports de Paris SA employees are awarded “Aviation industry long service awards”.

#### EARLY RETIREMENT SCHEME

The “PARDA” (protocol of agreement on the early retirement scheme) early retirement scheme involves paying a replacement income over a temporary period prior to the retirement of firemen, to which employer contribution rates and 50% of the “Fillon tax” are added.

#### DETAILS OF THE ACTUARIAL CALCULATION

The total employee benefit obligations in previously described schemes is evaluated in compliance with Recommendation No. 2013-R 02 of 7 November 2013 of the French National Accounting Board relating to accounting and evaluation rules on retirement obligations and similar benefits.

The main actuarial assumptions used to calculate employee benefit obligations are:

- ◇ a discount rate of 0.7%;
- ◇ an annual increase in salaries of between 1.60% and 3.40%, including inflation;
- ◇ a resignation rate demonstrating the probability that not all employees will reach the end of their careers within the company;



- ◇ INSEE 2007-2060 prospective mortality rate tables on the activity phase and generational tables TGH05/TGF05 on the pension phase;
- ◇ a voluntary retirement age of 62 for supervisory and senior supervisory employees, and 65 for the management category.

The company uses the corridor method for the accounting of actuarial differences (10%).

The table below recapitulates all employee benefit obligations by illustrating:

- ◇ the change in actuarial value;
- ◇ liabilities entered on the balance sheet;
- ◇ expense analysis for the financial year.

<i>(in millions of euros)</i>	Retirement Plan	PARDA	Additional retirement benefits <sup>1</sup>	Health cover	Aviation industry long service medals	Total
Actuarial value of obligation at opening	323	15	75	47	2	462
Interest costs	5	-	1	1	-	7
Service costs for the period	17	3	3	-	-	22
Past service costs <sup>2</sup>	-	-	(40)	-	-	(40)
Services provided	(6)	-	(3)	(3)	-	(12)
Reduction/curtailment	(4)	-	(1)	-	-	(5)
Actuarial gain or loss	39	-	17	2	-	57
<b>Actuarial value of obligation at closing</b>	<b>373</b>	<b>18</b>	<b>52</b>	<b>47</b>	<b>2</b>	<b>491</b>
Deferred actuarial difference on balance sheet	(84)	3	(61)	2	-	(140)
Market value of assets at closing	-	-	-	-	-	-
Past service costs <sup>2</sup>	-	-	40	-	-	40
<b>Liabilities recognized in the balance sheet</b>	<b>289</b>	<b>21</b>	<b>31</b>	<b>49</b>	<b>2</b>	<b>391</b>
Discount expenses	5	-	1	1	-	7
Amortisation of actuarial gains/losses	1	-	3	-	-	5
Service costs for the period	17	4	3	-	-	23
Past service costs	-	-	-	-	-	(1)
Reduction/curtailment	(3)	-	-	-	-	(3)
<b>EXPENSE FOR THE PERIOD</b>	<b>20</b>	<b>4</b>	<b>7</b>	<b>1</b>	<b>-</b>	<b>31</b>

<sup>1</sup> Additional Pensions and at Services provided.

<sup>2</sup> The cost of past services related to the crystallization of article 39 rights will be amortized over the next years.

18

## 6.9 Financial debts

### Changes in financial debts

<i>(in millions of euros)</i>	As at Dec 31, 2018	Increases	Decreases	As at Dec 31, 2019
Bonds	4,702	800	(300)	5,202
Loans from credit institutions	667	-	(262)	405
Other loans	4	-	(1)	3
Deposits, estimated fees and deposits received	17	4	(4)	17
Accrued interest on loans	72	72	(72)	72
<b>TOTAL</b>	<b>5,462</b>	<b>876</b>	<b>(639)</b>	<b>5,699</b>

The proceeds from long-term debt consist primarily of €800 million in loans minus €4 million in bond redemption premiums.

Accrued interest on loans stood at €72 million, including:

<i>(in millions of euros)</i>	
Accrued interest on bonds	69
Accrued interest on loans swapped	3

## Debts of bonds and bank loans

<i>(in millions of euros)</i>	Initial capital borrowed	Nominal rate	Initial capital remaining due	Amortisation of capital	Underwriting of loans	Final capital remaining due	Issue premium
ADP EUR 500 M 2010-2020	500	3.89%	500	-	-	500	-
ADP EUR 400 M 2011-2021	400	4.00%	400	-	-	400	-
ADP EUR 400 M 2011-2022	400	3.88%	400	-	-	400	1
ADP EUR 300 M 2012-2019	300	2.38%	300	-	-	-	-
ADP EUR 500 M 2012-2024	500	3.13%	500	(300)	-	500	2
ADP EUR 600 M 2013-2028	600	2.75%	600	-	-	600	4
ADP EUR 500 M 2014 -2028	500	1.50%	500	-	-	500	3
ADP EUR 500 M 2015 -2023	500	1.50%	500	-	-	500	-
ADP EUR 500 M 2017 -2027	500	1.00%	500	-	-	500	1
ADP EUR 500 M 2018 -2038	500	2.13%	500	-	-	500	4
AMUNDI EUR 2 M 2018-2023	2	0.95%	2	-	-	2	-
ADP EUR 800 M 2019 - 2034	-	1.13%	-	-	800	800	11
<b>Bonds</b>	<b>4,702</b>		<b>4,702</b>	<b>(300)</b>	<b>800</b>	<b>5,202</b>	<b>25</b>
BEI EUR 100 M 2003-2018	100	Eur 3M + margin	-	-	-	-	-
BEI EUR 220M 2004-2019	220	Eur 3M + margin	220	(220)	-	-	-
BEI EUR 30 M 2004-2019	30	Eur 3M + margin	30	(30)	-	-	-
BEI EUR 130 M 2005-2020	130	Eur 3M + margin	130	-	-	130	-
DEUTSCHE Bank EUR 37 M 2010-2020	37	4.125%	37	-	-	37	-
BEI EUR 250 M 2018-2038	250	Eur 3M + marge	250	(12)	-	238	-
<b>Loans from credit institutions</b>	<b>767</b>		<b>667</b>	<b>(262)</b>	<b>-</b>	<b>405</b>	<b>-</b>
<b>Other loans</b>	<b>5</b>		<b>5</b>	<b>(1)</b>	<b>-</b>	<b>3</b>	<b>-</b>
<b>TOTAL</b>	<b>5,473</b>		<b>5,373</b>	<b>(563)</b>	<b>800</b>	<b>5,610</b>	<b>25</b>

Swaps on bonds *(in millions of euros)*

Initial date of swap	Duration	Amount	Fair value <sup>1</sup>	Repayments made		Repayments received	
				Rate	Expenses	Rate	Expenses
08/07/11	10 years	100	7	Eur 3M + margin	-	Fixed	4
08/07/11	10 years	100	7	Eur 3M + margin	-	Fixed	4
08/07/12	9 years	100	(4)	Fixed	(3)	Eur 3M + margin	-
08/07/12	9 years	100	(4)	Fixed	(3)	Eur 3M + margin	-
<b>TOTAL SWAPS RELATING TO BONDS</b>		<b>400</b>			<b>(6)</b>		<b>8</b>

<sup>1</sup> Fair value includes Accrued interest.



## 6.10 Trade payables and tax and employee-related liabilities

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
<b>Trade payables</b>	<b>157</b>	<b>118</b>
Staff costs and related accounts	214	211
Taxes other than income taxes	43	58
<b>Tax and employee-related liabilities</b>	<b>257</b>	<b>269</b>
<b>TOTAL</b>	<b>414</b>	<b>387</b>

## 6.11 Other liabilities

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
<b>Debts on fixed assets and related accounts</b>	<b>321</b>	<b>321</b>
Current accounts	50	46
Customer accounts payable	53	24
Various accounts payables	37	23
<b>Other debts</b>	<b>141</b>	<b>93</b>
<b>TOTAL</b>	<b>462</b>	<b>414</b>

### Current accounts

Current accounts, presented in other liabilities, break down follows:

<i>(in millions of euros)</i>	As at Dec 31, 2019	As at Dec 31, 2018
Hub One	7	12
TANK ÖWC beta GmbH	9	9
Hologarde	3	8
SAS Coeur d'Orly Investissement	-	6
ADP Immobilier Tertiaire	3	4
SCI Ville Aéroportuaire Immobilier 1	1	2
ADP Immobilier industriel	1	-
Média ADP	1	2
Hôtels aéroportuaires	23	2
ADP Immobilier	1	-
ADP Ingénierie	1	2
<b>FULLY CONSOLIDATED SUBSIDIARIES</b>	<b>50</b>	<b>46</b>

## 6.12 Schedule of debt payments

The table below presents, for each type of payable, the remaining duration for debt to become payable:

<i>(in millions of euros)</i>	Gross Amount	Payment		
		<1 year	1 to 5 years	>5 years
Bonds	5,202	500	1,802	2,900
Loans from credit institutions	405	185	64	156
Loans and other financial liabilities	92	74	2	16
<b>Financial debt</b>	<b>5,699</b>	<b>759</b>	<b>1,868</b>	<b>3,072</b>
Trade payables	157	157	-	-
Tax and employee-related liabilities	257	257	-	-
<b>Operating liabilities</b>	<b>414</b>	<b>414</b>	<b>-</b>	<b>-</b>
Debts on fixed assets and related accounts	321	309	12	-
Other debts	141	141	-	-
<b>Other payables</b>	<b>462</b>	<b>450</b>	<b>12</b>	<b>-</b>
<b>Deferred income</b>	<b>170</b>	<b>116</b>	<b>17</b>	<b>37</b>
<b>TOTAL</b>	<b>6,745</b>	<b>1,739</b>	<b>1,897</b>	<b>3,109</b>

## 6.13 Accrued expenses and revenue to be received by balance sheet item

Assets (in millions of euros)	As at Dec 31, 2019	Liabilities (in millions of euros)	As at Dec 31, 2019
		Bonds	71
Other financial assets	4	Loans from credit institutions	1
<b>Fixed assets</b>	<b>4</b>	<b>Financial debt</b>	<b>72</b>
Trade receivables and related accounts	163	Trade payables	112
Other receivables	1	Tax and employee-related liabilities	194
<b>Current assets</b>	<b>164</b>	<b>Operating liabilities</b>	<b>306</b>
		Debts on fixed assets and related accounts	224
		<b>Other payables</b>	<b>224</b>
<b>TOTAL</b>	<b>168</b>	<b>TOTAL</b>	<b>602</b>



## NOTE 7 NOTES TO THE CASH FLOW STATEMENT

### 7.1 Change in working capital

<i>(in millions of euros)</i>	2019	2018
<b>Change in inventories</b>	<b>5</b>	<b>(2)</b>
Accounts receivable	43	25
Customers - doubtful accounts	(19)	(3)
Customers - invoice to be established	(20)	(14)
Tax receivable other than income taxes	(11)	7
Other receivables	52	(44)
Prepaid expenses	(14)	(1)
Depreciation of receivable accounts	19	6
Other	1	(3)
<b>Total trade and other receivables</b>	<b>50</b>	<b>(27)</b>
Trade payables	41	6
Operating payables	2	(3)
Customers-credit notes	(11)	6
Advances and down payments	5	-
Staff	3	-
Profit sharing scheme	(5)	6
Social security expenses	5	(3)
Tax liabilities excluding income taxes	1	(2)
Accrued liabilities	14	-
Payments outstanding on shares	(6)	11
Deferred income	14	(7)
Extraordinary expenses	(6)	(16)
Other extraordinary income	-	19
Employees' profit sharing	(24)	(28)
<b>Total trade and other payables</b>	<b>33</b>	<b>(12)</b>
<b>CHANGE IN WORKING CAPITAL</b>	<b>88</b>	<b>(40)</b>

18

### 7.2 Acquisition of participation

<i>(in millions of euros)</i>	2019	2018
ADP Immobilier	43	-
ADP Invest	4	-
SAS Coeur d'Orly Investissement	-	15
Other	3	17
<b>ACQUISITION OF SUBSIDIARIES AND INVESTMENTS IN OTHER ENTITIES</b>	<b>50</b>	<b>31</b>

The other acquisitions correspond to new investment funds FL WH HOLDCO and CI CDG Express.



### 7.3 Change in other financial assets

The -€51 million change in other financial assets is the result of:

- ◇ the change in cash advances in the amount of -€3 million, of which €4 million for ADP Immobilier Tertiaire and -€1 million for ADP Immobilier;
- ◇ the change in current account assets of -€48 million (see Note 6.3).

### 7.4 Dividends received

Aéroports de Paris SA received €61 million, of which €47 million in dividends and €14 million other financial investments.

### 7.5 Net financial interest paid

The net financial interest paid of -€111 million in the cash flow statement breaks down as follows:

- ◇ interest paid of €131 million;
- ◇ interest received of €20 million.

### 7.6 Cash & cash equivalents at the end of period

<i>(in millions of euros)</i>	<b>2019</b>	<b>2018</b>
Cash and cash equivalents	1,306	1,418
Bank overdrafts <sup>1</sup>	(1)	-
<b>NET CASH (AS SHOWN IN THE CASH FLOW STATEMENT)</b>	<b>1,305</b>	<b>1,418</b>

<sup>1</sup> Included in Current liabilities short term debt.

## NOTE 8 OFF BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES

### Off balance sheet commitments

<i>(in millions of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Guarantees	2	16
First demand guarantee	103	2
Acquisition of capital assets	677	914
Other	-	69
<b>COMMITMENTS GRANTED</b>	<b>782</b>	<b>1,001</b>
Guarantees	107	80
First demand guarantee	140	158
Other	3	3
<b>COMMITMENTS RECEIVED</b>	<b>250</b>	<b>241</b>

Guarantees correspond mainly to guarantees on loans to employees, as well as guarantees granted by Aéroports de Paris SA on behalf of ADP Ingénierie and ADP International for the benefit of various customers of these subsidiaries.

Guarantees on first demand have only been given by the ADP Ingénierie and ADP International subsidiaries as part of the execution of their international contracts.



Aéroport de Paris SA, as lessor, shall receive the following minimum payments on the lease agreements in force as at 31 December (in millions of euros):

<i>(en millions euros)</i>	<b>Total 31/12/2019</b>	<b>&lt; 1 an</b>	<b>1 à 5 ans</b>	<b>&gt; 5 ans</b>
Minimum future payments to be received	3 262	279	1 052	1 931

## Contingent liabilities

Aéroports de Paris SA is involved in a number of legal and arbitration proceedings in the ordinary course of its business. Aéroports de Paris SA is also subject to certain claims and legal actions that go beyond the ordinary course of its business.

The amount of provisions accounted for is based on Aéroports de Paris SA's assessment of claims and the level of risk on a case by case basis in which the progress of the case and defense arguments are weighed up. Other events during proceedings may at any time lead to a risk reassessment.

Main litigations and arbitration proceedings presented below are accounted as liability or depending on the case constitute contingent liabilities or assets.

### ◆ litigation JSC investments:

- ◆ in 2013, JSC Investments and SODEC sued Aéroports de Paris for nonperformance of a developer contract for the Aeroville shopping centre dating from 2003 and in resolution for nonperformance of a 2004 amendment providing the implementation of a consultation procedure (won by Unibail). The claimants estimated their disadvantages at a total amount of €412 million,
- ◆ The Administrative Court (having exclusive jurisdiction to settle the litigation according to the decision of the Jurisdiction Court, in

charge of settling conflicts of jurisdiction, dismissed JSC's claims in 2017. The latter appealed against the decision on 30 March 2017,

- ◆ by a judgement dated 24 April 2019, the Administrative Court of Appeal rejected JSC Investissements and SODEC's request and ordered them to pay €1500 each to ADP,
  - ◆ JSC Investments and SODEC appealed to the Conseil d'Etat against this decision. This appeal is currently subject to an admission procedure. If admitted, the procedure will continue; if it is not admitted, the judgment of the Administrative Court of Appeal will become final,
  - ◆ the Group estimates that these complaints are unfounded. As a result, no provision has been recorded to date;
- ◆ TAV/HERVE litigation on the definitive general account of the work relating to the construction of the head office:
- ◆ as parts of the construction of the buildings, that include Groupe ADP's headquarter, the members of the construction consortium, TAV Construction and Hervé SA, have filed a claim on March 25, 2019 against Groupe ADP before the Tribunal de Grande Instance de Paris. TAV Construction and Hervé SA contest the remuneration of the construction work and they demand that Groupe ADP be sentenced to pay their claim. The case is still pending.

## NOTE 9 REMUNERATION AND HEADCOUNT

18

### 9.1 Remuneration allocated to members of administrative and management bodies

<i>(in thousands of euros)</i>	<b>As at Dec 31, 2019</b>	<b>As at Dec 31, 2018</b>
Remuneration	4,493	4,142
Employer's social security contributions	1,636	1,601
Attendance fees	307	186
<b>TOTAL</b>	<b>6,436</b>	<b>5,929</b>

### 9.2 Employment details

The table below gives a breakdown of the workforce (present, on unpaid leave and on secondment).

<b>Categories</b>	<b>2019</b>	<b>2018</b>	<b>Change</b>	<b>Percentage</b>
Executives (excluding CEO and COO)	1,429	1,365	64	4%
Supervisors and technicians	4,365	4,422	(57)	(1)%
Enforcement agents	501	562	(61)	(12)%
<b>TOTAL</b>	<b>6,295</b>	<b>6,349</b>	<b>(54)</b>	<b>(1)%</b>

## NOTE 10 TRANSACTIONS WITH RELATED COMPANIES AND PARTIES

### 10.1 Transactions with affiliated parties

Transactions with affiliated parties mostly include:

- ◇ agreements on remunerations and similar benefits concluded with members of administrative or management bodies;
- ◇ the agreements concluded with the French State and State-owned holding companies, associated companies and joint-venture companies over which Aéroports de Paris SA exercises significant influence and joint control, respectively.

#### Remuneration of principal senior directors

The main corporate officers at Aéroports de Paris SA are: the Chairman & Chief Executive Officer, the members of the Executive Committee and the directors appointed by the General Meetings of Shareholders.

This compensation amounts to €6.4 million in 2019 in comparison to €5.9 million in 2018. This compensation includes short-term employee benefits (fixed and variable salary and benefits in kind), as well as employer contributions and attendance fees (see Note 9)

#### Relations with VINCI

The most significant transactions between Aéroports de Paris SA and Vinci are mainly related to the partnership with Vinci Airports in the context of the Santiago de Chile International Airport concession and the construction of a connecting building between the western and southern terminals of Paris-Orly Airport, delivered in 2019.

#### Relations with the French State and State shareholdings

##### RELATIONS WITH THE FRENCH STATE

The French State holds 50.6% of the share capital of Aéroports de Paris SA and 58.6% of the voting rights as at 31 December 2019. The State is entitled in the same way as any majority shareholder to control decisions that require approval by the shareholders.

Public authorities exercise control over Aéroports de Paris SA with regard to its status as a state-owned company and with regard to its duties, in particular its public service.

In this respect, agreements are regularly concluded with the State. The most significant agreements are listed below:

- ◇ the Economic Regulation Agreement relating to the 2016-2020 signed on 31 August 2015.

Relationship with the *Direction Générale de l'Aviation Civile* (DGAC) - public service duties such as safety assignments, air transport securities and aircraft firefighting and rescue tasks carried out by Aéroports de Paris. The costs incurred in the performance of these duties are invoiced to *Direction Générale de l'Aviation Civile* (DGAC), which funds the airport tax charged to airlines to cover these costs. In 2019, revenues linked to airport security and safety amounted to €482 million (€499 million in 2018). At 31 December 2019, the payable to the DGAC amount €16 million (a receivable of €17 million was recognized at 31 December 2018);

- ◇ agreement for the provision of real estate properties, utilities (electricity, heating, water), services (telecommunications, material, administrative and intellectual assistance) and training to the Air Navigation Service Provider ("DSNA"). This agreement was concluded on 27 July 2007 for a term of 15 years.

##### RELATIONS WITH LA SOCIÉTÉ DU GRAND PARIS

In order to increase its passenger capacity at Paris-Orly Airport, Aéroports de Paris SA decided to construct a connecting building between the western and southern terminals of Paris-Orly Airport. Furthermore, as part of the development of the Grand Paris transport system; a metro station will be built to accommodate metro lines 14 and 18 at Paris-Orly airport. Completion is scheduled for 2024. For this purpose, two agreements have been signed between Aéroports de Paris SA and the Société du Grand Paris:

- ◇ an indemnity agreement signed on 9 January 2015, whereby the Société du Grand Paris compensates Aéroports de Paris SA for the additional costs to bear in the context of the construction of the aforementioned connecting building due to the fact that two tunnels, for Lines 14 and 18, will pass under this building. An amendment was made to this agreement on 9 August 2015;
- ◇ a joint project management agreement signed on 16 July 2015, relating to the construction at Paris-Orly Airport of a metro station to accommodate the 2 metro lines and airport facilities. Aéroports de Paris is named as the sole contractor for this project and will manage all works which are due for completion in 2024. An amendment n°1 to this agreement was signed between SGP and ADP on 6 March 2017 to clarify the different sub-projects, the budget allocated to the construction works, the amount of indemnities to be paid to ADP for the losses and additional costs related to the buildings affected by the construction of the metro station, and the allocation of the missions between the parties. A new amendment is under negotiation aiming to readjust the final estimated cost of the works following final tender offers and additional costs linked to the delay in the commissioning of Line 18 initially planned for 2024 and postponed to 2027.

Furthermore, two additional agreements were signed with the SGP in 2019 related to studies and ancillary works for line 14 and 18 and a new storage and maintenance warehouse for line 14.

##### RELATIONS WITH AIR FRANCE-KLM

Transactions with Air France-KLM primarily concern:

- ◇ the invoicing of aeronautical and ancillary fees set by the Economic Regulation Agreement pursuant to the Civil Aviation Code;
- ◇ rental costs invoiced related to the rental of land and buildings surrounding the airports.

##### RELATIONS WITH REGIE AUTONOME DES TRANSPORTS PARISIENS (RATP)

- ◇ an agreement was signed in 2019 with RATP for the ancillary works of line 14 south of the Grand Paris Express and for the support of RATP Teams who must go to safe areas in the airport with regulated acces.

## NOTE 11 SUBSEQUENT EVENTS

There are no subsequent events known to date.



## 18.4 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.*

*This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of Aéroports de Paris,

### Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Aéroports de Paris for the year ended December 31, 2019.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2019 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

#### Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2019 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

### Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R.823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

18

### Valuation of property, plant, equipment and recognition of investments as assets

(see notes 4.5 and 6.1 "Property, plant, equipment and intangible assets")

Risk identified	Our response
<p>As at December 31, 2019, the net carrying amount of property, plant, equipment stood at M€ 7,876 (or 65% of total assets). The tangible assets are depreciated according to the methods set out in the note 6.1 to the financial statements. Their useful life is re-evaluated at each year-end based on the investment and continuation program for existing assets, so that they reflect the estimated useful lives.</p> <p>Under the 2016- 2020 Economic Regulation Agreement (ERA) entered into with the French State, your Company is pursuing an investment program within the regulated scope that must meet an investment budget amounting to M€ 2,978 for the period, as well as a deadline condition. In the case where the investment program would not be observed, your Group would be impacted by a penalty on the airport and ancillary fees.</p> <p>We consider the valuation of property, plant, equipment and the recognition of investments as assets to be a key audit matter due to (i) significant value of property, plant, equipment in the accounts of your Company, and (ii) the necessary management's judgements to estimate the useful life of depreciable assets, which involves a specific and complete identification of assets whose renewal is planned in the short or medium term, and (iii) the penalty to be applied which could impact the expected airport and ancillary fees in the case the investment program governed by the EAR is not respected.</p>	<p>The works we conducted consisted mainly in:</p> <ul style="list-style-type: none"> <li>◆ familiarizing ourselves with the internal control procedures relating to (i) the recognition of investments as expenses or assets, (ii) the identification of assets whose renewal is planned in the short or medium term, and (iii) the estimation of the useful life of depreciable assets;</li> </ul> <p>We have also, using sampling method:</p> <ul style="list-style-type: none"> <li>◆ verified whether investments meet the definition of an asset;</li> <li>◆ compared the useful lives applied with the expected useful lives, as resulting from the investment and continuation program of the existing assets;</li> <li>◆ examined the accounting documentation for the assets whose depreciation term has changed over the year;</li> <li>◆ conducted a critical review of the residual values of assets likely to be replaced under the 2016 -2020 investment program.</li> </ul>

## Valuation of equity interests

(see notes 4.6 and 6.2 "Financial assets")

### Risk identified

Equity securities amounted to M€ 1,411 as at December 31, 2019 (net value of M€ 1,324).

Equity securities are recorded on the balance at acquisition cost excluding expenses.

As indicated in note 4.6 to the annual financial statements, your Company examines the value of equity securities at each year-end by referencing to the value in use. If the value in use of these securities is lower than their accounting value, an impairment loss for the difference is recorded.

The estimate of the value in use of these equity securities requires management's judgment in its choice of items to be considered. Such items may correspond, as the case may be, to historical items (equity or average stock market prices over the last month in particular), or forecast items (expected cash flows).

We consider the valuation of equity securities to be a key audit matter, given their importance on the balance sheet due to the management's judgment to estimate the value in use of these securities.

### Our response

The works we conducted consisted mainly in:

- ◆ examining and assessing the valuation methods adopted by management to estimate values in use;
- ◆ comparing the date used in determining values in use with the source data by entity and, specifically, examining the consistency of the forecast cash flows and adopted assumptions taking into account the economic situation at year-end and the date of the preparation of the financial statements;
- ◆ verifying the arithmetical accuracy of the value in use calculations adopted by your Company for the main securities.

## Specific Verifications

We have also performed, in accordance with professional standards applicable in France, to the specific verifications required by French laws and regulations.

### Information provided in the Management Report and in the Other Documents with respect to the financial position and the financial statements Provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board Of directors' management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders.

We attest that the information relating to payment terms referred to in article D. 441-4 of the French Commercial Code (Code de commerce) is fairly presented and consistent with the financial statements.

### Report on Corporate Governance

We attest that the Board of Directors' Report on Corporate Governance sets out the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code (Code de commerce).

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

DELOITTE & ASSOCIES and ERNST & YOUNG Audit were appointed as statutory auditors of Aéroports de Paris by the Annual General Meeting of May 18, 2015.

As at December 31, 2019, DELOITTE & ASSOCIES and ERNST & YOUNG Audit were both in their fifth year of total uninterrupted engagement.

Concerning the information given in accordance with the requirements of Article L. 225-37-3 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a public purchase offer or exchange, provided pursuant to Article L. 225-37-5 of the French Commercial Code (Code de commerce), we have agreed these to the source documents communicated to us. Based on our work, we have no observations to make on this information

### Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders or holders of the voting rights has been properly disclosed in the management report.

Previously, ERNST & YOUNG et Autres and ERNST & YOUNG Audit, members of the EY international network, previously were statutory auditors of your Company from 2009 to 2014 and 2003 to 2008, respectively.



## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the

going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Financial Statements

### Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- ◆ identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ◆ obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- ◆ evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- ◆ assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained,

whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- ◆ evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

### Report to the Audit and Risk Committee

We submit to the Audit and Risk Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risk Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit and Risk Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

18

Paris-La Défense, March 3, 2020

The Statutory Auditors  
French original signed by

DELOITTE & ASSOCIÉS

ERNST & YOUNG Audit

Olivier Broissand

Christophe Patrier

Alban de Claverie

Alain Perroux



## 18.5 PRO FORMA FINANCIAL DATA

Not applicable.

## 18.6 INTERIM FINANCIAL DATA

Not applicable.

## 18.7 DIVIDEND DISTRIBUTION POLICY

### Amount of dividends distributed during the course of the last three financial years:

- ◇ With respect to 2018: €366 million or €3.7 per share, representing a payout ratio of 60% of net income;
- ◇ With respect to 2017: €342 million or €3.46 per share, representing a payout ratio of 60% of net income;
- ◇ With respect to 2016: €261 million or €2.64 per share, representing a payout ratio of 60% of net income.

### Dividend distribution policy

The Annual General Meeting of Shareholders, held on 20 May 2019, voted to pay a dividend of €3.7 per share for the 2018 financial year, with an ex-dividend date of 7 June 2019. Given that the payment of the interim dividend (€0.70) on 10 December 2018, the dividend settlement (€2.76) was paid on 7 June 2019. This dividend corresponds to a payout ratio of

60% of the net result attributable to the Group for 2018 accounting period, and is unchanged since that of 2013 accounting period.

The Board of Directors of Aéroports de Paris has decided in 2015 to implement a policy for the payment in cash of an interim dividend up until the financial year ending on 31 December 2020.

For the 2019 financial year, this interim dividend amounts to €69.28 million, i.e. €0.70 per share. The dividend payment of the interim dividend was made on 6 December 2019 and payment of the interim dividend for 2019 was made on 10 December 2019.

Since 1 January 2013, all dividends and interest paid for the benefit of natural persons are subject to the progressive scale for income tax after a reduction of 40%. The option for flat-rate withholding tax, as provided in article 117 quater of the General Tax Code has been discontinued.

### Statute of limitation

Unclaimed dividends shall lapse to the government authorities at the end of a five-year period as from their date of payment.

## 18.8 LEGAL AND ARBITRATION PROCEEDINGS

To date, other than the disputes mentioned below, neither Aéroports de Paris nor any of its subsidiaries have been in the past or are currently party to any legal action or arbitration procedure before an independent authority, government body or non-jurisdictional authority, that could give rise in the future, or has given rise in the last 12 months, to material adverse impacts on the financial position, business, income or assets of Aéroports de Paris or of its subsidiaries.

The overall consolidated provisions created for all Group litigation and claims is shown in Note 8.1 to the consolidated financial statements in Chapter 18.

The most significant disputes and claims were as follows:

### JSC Investissements

On 13 July 2013, JSC Investissements initiated an action for compensation before the Paris Commercial Court following the decision of Aéroports de Paris in 2004 not to grant an authorisation of temporary occupation of public property concerning the construction and operation of a centre for shopping and services on Paris-Charles de Gaulle airport site.

The Court of Appeal, by a decision of 18 March 2015, confirmed the lack of jurisdiction of the civil courts, in favour of the administrative courts. Finally, the Jurisdictional Court, by a decision of 4 July 2016, recognised the jurisdiction of the administrative courts to hear the case and returned the parties to the Paris Administrative Court.



By decision of 19 January 2017, the Paris Administrative Court denied JSC Investissements all of its claims. An appeal against this decision has been filed by JSC Investments. By judgment of 24 April 2019, the Administrative Court of Appeal rejected JSC Investissements and SODEC's request and ordered them to pay €1,500 each to Aéroports de Paris.

JSC Investissements challenged the decision before the Council of State (Conseil d'Etat). The admissibility of the appeal is currently being considered. If it is deemed admissible, the procedure will continue before the Council of State. If not, the decision of the Administrative Court of Appeal will be final.

## Registered office

As part of the construction of the building complex housing Groupe ADP's new registered office, a dispute has arisen between the members of the business consortium comprising TAV TEPE AKFEN YATIRIM INSAAT VE ISLETME A.S (agent) and HERVE S.A. and Aéroports de Paris regarding the balance of their contract.

On 25 March 2019, the members of the consortium filed a case against Aéroports de Paris before the Tribunal de Grand Instance (High Court) of Paris to request that it sentence Aéroports de Paris to pay the balance. The mediation procedure before the Company Mediator begun on 27 March 2019 has not been completed. Aéroports de Paris contests the merits of this summons, and the demands formulated. The case is ongoing.

## 18.9 MATERIAL CHANGE IN THE FINANCIAL OR COMMERCIAL POSITION SINCE 31 DECEMBER 2019

Significant events occurring between the end of the 2019 financial year and 10 February 2020, the date on which the accounts were approved by the Board of Directors, are mentioned in Note 17 to the consolidated

financial statements in Chapter 18. Significant events occurring between 10 February 2020 and the date of filing of this Universal Registration Document are included in Chapter 10 hereof.

## ADDITIONAL INFORMATION ON THE SHARE CAPITAL AND PROVISIONS OF THE ARTICLES OF ASSOCIATION

<b>19.1 INFORMATION ON THE SHARE CAPITAL</b>	<b>308</b>	Rights attached to shares	311
Share capital	308	Modification of the share capital and rights attached to the shares	312
Authorisation of share buybacks by Aéroports de Paris	308	General Meetings of Shareholders	312
Non-capital securities	310	Provisions of Articles of Association resulting in the delaying, deferring or preventing a change in controlling interest	312
Capital authorised but not issued	310	Identification of shareholders	312
<b>19.2 PROVISIONS OF THE ARTICLES OF ASSOCIATION</b>	<b>311</b>	Breaching of thresholds	313
Corporate object	311		
Management bodies	311		

### 19.1 INFORMATION ON THE SHARE CAPITAL

#### Share capital

As of the date of this report, the Company's share capital totalled €296,881,806, divided into 98,960,602 fully paid-up shares of the same category, with a par value of €3 each. No changes were made to the share capital in 2019. Shares in Aéroports de Paris have been traded on the Euronext Paris (compartment A) under the ADP symbol since 16 June 2006.

Aéroports de Paris was converted into a public limited company with capital of €256,084,500 divided into 85,361,500 shares with a par value of €3 in accordance with the decree of 20 July 2005.

#### Authorisation of share buybacks by Aéroports de Paris

#### Outline of the share buyback programme applicable on the date of filing of the Universal Registration Document (programme authorised by the General Meeting of Shareholders of 20 May 2019)

The General Meeting of Shareholders of 20 May 2019 authorised the Board of Directors to decide on the implementation of the share buyback programme which would allow transaction in the Company's shares.



Pursuant to article 225-211 of the French Commercial Code and article 241-2 of the General Regulations of the AMF, the Company presents below a description of the share buyback programme.

Maximum share of the capital available for buyback by the Company: 5% of the number of shares making up the Company capital (on an indicative basis 4,948,030 shares as of 31 December 2019) on the date of purchase; the total number of shares held on a given date cannot exceed 10% of the existing Company capital on the same date.

The Company can, within the framework of the authorisation, acquire shares up to a maximum purchase price per share equal to €255, excluding acquisition costs, under the liquidity contract, and equal to €210, excluding acquisition costs, for other transactions in the programme. The total amount allocated for executing the programme is €550 million.

Duration of the programme: 18 months from 20 May 2019, or until 20 November 2020.

### Objectives of the programme

- ◆ Influencing the secondary market or liquidity of Aéroports de Paris shares through a liquidity contract with an independent investment services provider, in accordance with the code of conduct recognised by the AMF;
- ◆ Allotting or selling shares to employees as part of the profit-sharing scheme or the implementation of any employee savings plan of the company or the group in accordance with the conditions stipulated by law;
- ◆ Implementing the company stock option purchase plan in accordance with the provisions of articles L. 225-177 *et seq.* of the French Commercial Code or any similar plan;
- ◆ Allocating free shares to employees under the provisions of articles L. 225-197-1 of the French Commercial Code;
- ◆ Cancelling the shares thus acquired, subject to authorisation by an Extraordinary General Meeting to reduce the share capital;
- ◆ Delivering shares on the exercising of rights attached to securities giving access to capital by way of redemption, conversion, exchange, presentation of a warrant or in any other way;
- ◆ Holding and delivering shares (by way of payment, exchange or contribution) as part of external growth transactions, mergers, spin-offs or contributions;
- ◆ Enabling the Company to conclude transactions for any authorised purpose or any purpose such as may become authorised by law or applicable regulations.

The shares bought back and held by Aéroports de Paris will be deprived of their voting rights and will not give any entitlement to dividend payments. The purchase, sale or transfer of the shares may occur within the limits authorised by the provisions of the applicable laws and regulations, and by all means excluding the sale of put options, on one or more occasions, on regulated markets, multilateral trading systems or over the counter, including by the purchase or sale of blocks, public share purchase, sale or exchange offer, use of options or other financial instruments negotiated on a regulated market or over the counter or by delivery of shares subsequent to the issuing of securities giving access to the Company's capital by way of conversion, exchange, redemption, exercising of warrants or in any other way, whether directly or indirectly via an investment services provider (without limiting the portion of the buyback programme which may be made in this way).

### Share buyback programmes in force

The Board of Directors' Meeting of 27 March 2019 implemented the share buyback programmes authorised by the General Meeting of Shareholders on 4 May 2018 (between 1 January and 20 May 2019) and on 20 May 2019 (between 21 May and 31 December 2019) as part of the liquidity contract signed with Rothschild & Cie Banque, in compliance with AMF decision 2018-01 on the establishment of liquidity contracts as a market practice accepted by the AMF, applicable on 1 January 2019. The maximum purchase price per share for the liquidity contract is €255, excluding acquisition costs. The sum of €35 million was assigned by the Board of Directors to the liquidity account.

The maximum purchase price per share for the share buyback programme in place at 31 December 2019 was €255, excluding acquisition costs, under the liquidity contract, and €210, excluding acquisition costs, for other transactions in the share buyback programme. The maximum amount that the Company can allocate to the share buyback programme cannot exceed €550 million.

### Summary of transactions relating to treasury shares carried out by the Company during financial year 2019

As at 31 December 2019, Aéroports de Paris did not hold any treasury shares. The contract liquidity account had a credit balance of €17,510,310.00, the budget of €35 million authorised by the Board had not been fully called upon at that stage. As at that date, no position was open, with regard to buying or selling, within the framework of the share buyback programme.

## // TRANSACTIONS RELATING TO TREASURY SHARES CARRIED OUT WITHIN THE FRAMEWORK OF THE LIQUIDITY CONTRACT BETWEEN 20 MAY 2019 AND 31 DECEMBER 2019

Cumulative gross flows	Number of shares	Average price (in euros)	Value (in euros)
Number of shares at 20 May 2019	18,750	162,0493	3,038,424.38
Purchases	193,143	163,4061	31,560,744.37
Sales	211,893	163,4668	34,637,470.65
Number of shares at 31 December 2019	0	0	0

No operation has been carried out within the framework of the share buyback programme through the use of a derivative product.

## Non-capital securities

Aéroports de Paris' outstanding bond issues amounted to €5,167 million as of 31 December 2019. They are broken down in Note 9.4 to the consolidated financial statements in Chapter 18.

## Capital authorised but not issued

Authorisations remaining valid to increase and reduce the current capital at the date of filing of this Universal Registration Document:

Purpose of the financial authorisations/delegations remaining valid granted to the Board of Directors	Maximum nominal amount (26-month authorisation)
Share capital increase <sup>a</sup> with preservation of the pre-emptive subscription right. Price: set by the Board of Directors in accordance with the applicable legal provisions.	Share capital increase: €97 million <sup>P 1 6</sup> (i.e. approximately 33% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>a</sup> with removal of the pre-emptive subscription right through a public offering. Price: set by the Board of Directors and at least equal to the minimum amount provided for in the applicable laws and regulations, i.e. currently a price at least equal to the weighted average price of the last three trading sessions prior to its determination, less a maximum discount of 5% if applicable <sup>c</sup> .	Share capital increase: €29 million <sup>P 3 6</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>a</sup> with removal of the pre-emptive subscription right through a private placement offer. Price: same rules as for the price setting in the event of an issue with removal of the pre-emptive subscription rights through a public offering	Share capital increase: €29 million <sup>P 3 6</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Increase in the number of securities in the case of an issue with or without pre-emptive subscription rights. Price: same rules for the price setting as those applicable to the delegation for an increase in the number of securities.	Increase in the number of securities to be issued: 15% of the original issue <sup>P 4 6</sup> .
Share capital increase through the incorporation of premiums, reserves, profits or other in the form of a creation or allocation of free shares and/or increase in the nominal value of the existing shares. The Board of Directors sets the amount and type of amounts to be incorporated into the share capital and the number of shares to be issued and/or for which the nominal value will be increased.	Share capital increase: €97 million <sup>5</sup> (i.e. approximately 33% of the capital).
Share capital increase <sup>b</sup> reserved for subscribers to an Employee Savings Scheme Price: set in accordance with the provisions of the French Labour Code (article L. 3332-19 <i>et seq.</i> ), neither higher than the average of the listed prices over the last 20 trading sessions prior to the decision setting the opening date of the subscription period, nor lower by over 20% [(or 30% when the lock-up period exceeds 10 years)] than this average <sup>d</sup> .	Share capital increase: €2.9 million <sup>P 3</sup> (i.e. approximately 1% of the capital).
Share capital increase <sup>b</sup> in payment for a public exchange offer initiated by the Company. Exchange parity, amount of the balance and price: set by the Board of Directors in accordance with the applicable legal provisions.	Share capital increase: €29 million <sup>P 3</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>b</sup> with a view to payment in contributions in kind. Price: the Board of Directors sets the number of shares to be issued and their characteristics in accordance with the applicable legal provisions.	Share capital increase: 10% of share capital at the time of the issue <sup>P 3</sup> .



**Purpose of the financial authorisations/delegations remaining valid granted to the Board of Directors**

**Maximum nominal amount (26-month authorisation)**

Dilutive share capital increase (global cap).	Global cap on dilutive share capital increases: €97 million Global cap to which the following sub-caps are added: €97 million or around 33% of capital for share capital increases with preservation of pre-emptive subscription rights <sup>1</sup> ; €29 million, or around 10% of capital for share capital increases with removal of pre-emptive subscription rights <sup>3</sup> ; €29 million, or around 10% of capital for share capital increases during public offer periods <sup>6</sup> .
Share capital increases during public offer periods (global cap) For resolutions 19, 20, 21 and (when used in connection with an issue as part of resolutions 19, 20 or 21) 22.	Global cap for share capital increases during public offer periods: €29 million <sup>3 6</sup> , or approximately 10% of the capital.

**Caps:**

- <sup>P</sup> With attribution to the global cap for dilutive capital increases of €97 million par value.
- <sup>1</sup> With attribution to the sub-cap for capital increases with preservation of pre-emptive subscription rights of €97 million par value.
- <sup>2</sup> With attribution to the global cap for issues of Company debt securities of €500 million.
- <sup>3</sup> With attribution to the sub-cap for capital increases with removal of pre-emptive subscription rights of €29 million par value.
- <sup>4</sup> With, for an issue with preservation of pre-emptive subscription rights, attribution to cap(1) and for an issue with removal of pre-emptive subscription rights, attribution to cap (3).
- <sup>5</sup> Without attribution to the global cap for dilutive capital increases.
- <sup>6</sup> With attribution to the sub-cap of capital increase of €29 million par value in the event of a capital increase during the period of an offer on the Company.

**Notes:**

- <sup>a</sup> Issue of Company shares or securities giving access to the capital of the Company or a subsidiary.
- <sup>b</sup> Issue of Company shares or securities giving access to the capital of the Company.
- <sup>c</sup> It being stated that in the event of the issue of securities giving access to capital, the issue price shall be such that the amount immediately received by ADP (or the subsidiary in the event of the issue of securities giving access to ordinary shares in a subsidiary) increased, if applicable, by that likely to be received subsequently by itself (or the subsidiary concerned) is at least equal to the minimum amount stipulated by law.
- <sup>d</sup> The Board of Directors being authorised, if it deems it appropriate, to reduce or remove the discount indicated in articles L. 3332-19 et seq. of the French Labour Code subject to the legal and regulatory limits, in order to take into account, notably, the legal, accounting, tax and social regimes applicable locally. The Board of Directors is also authorised to allocate, free of charge, to the said beneficiaries, in addition to the shares or securities that are capital securities giving access to capital to be subscribed in cash, shares or securities that are capital securities giving access to capital to be issued or already issued in substitute for all or part of the discount indicated in articles L. 3332-19 et seq. of the French Labour Code and/or matching contribution, within the legal and regulatory limits pursuant to articles L. 3332-10 et seq. and L. 3332-18 et seq. of the French Labour Code.

The authorisations are approved for 26 months (expiry July 2020).

The shareholders granted these authorisations to the Board of Directors during the Combined General Meeting of 4 May 2018. None of these delegations had been used on the date on which this Universal Registration Document was filed.

## 19.2 PROVISIONS OF THE ARTICLES OF ASSOCIATION

### Corporate object

In accordance with article 2 of the Articles of Association, the purpose of the Company, in France and abroad, is to:

- ◇ perform the construction, laying-out, operation and development of airport facilities;
- ◇ develop any industrial or service activity in the airport area for all categories of customers;
- ◇ enhance the value of all the movable and real estate assets it owns or uses;
- ◇ take, acquire, operate or assign all processes and patents concerning activities related to the aforementioned purposes;
- ◇ directly or indirectly take part in any transactions that could relate to any of these purposes, through the incorporation of new companies and undertakings, contribution, subscription or purchase of securities

or corporate rights, acquisition of interest, merger, association or otherwise;

- ◇ generally, carry out any industrial, commercial, financial, movable or real estate transactions directly or indirectly related to any of the aforementioned purposes.

### Management bodies

See section 12 "Management bodies and Executive Management" of this Universal Registration Document.

### Rights attached to shares

Pursuant to article 11 of the Articles of Association, each share shall entitle the holder to profits and Company assets in a proportion corresponding to the portion of capital that it represents.



It also entitles the holder to voting rights and the right to be represented at Shareholders' Meetings in accordance with the Company's Articles of Association and applicable laws and regulations. Therefore, at all General Meetings of Shareholders, each shareholder has as many votes as the number of paid up shares he/she owns or represents, without limitations other than those that could result from legal provisions. The Articles of Association of Aéroports de Paris have not been modified to oppose the application of article L. 225-123 of the French Commercial Code, as amended by Law No. 2014-384 of 29 March 2014, intended to reclaim the real economy, known as the "Florange Law". As a result, as of 3 April 2016, in accordance with the aforementioned law, fully paid-up shares which have been registered for at least two years in the name of the same shareholder will automatically be entitled to double voting rights.

Ownership of a share automatically means that the owner fully complies with the Articles of Association and decisions taken at General Meetings of Shareholders.

Shareholders will bear losses only up to the limit of their contribution.

Inheritors, creditors, successors in title and other representatives of a shareholder may not request the placing under seal of the Company's assets and securities, nor ask for the division or sale thereof by auction, nor interfere in its administration. To exercise their rights, they must refer to the financial statements and decisions of the General Meetings of Shareholders.

Each time that it will be necessary to own several shares to exercise any right whatsoever, in case of exchange, consolidation, attribution of shares or as a result of a capital increase or reduction, merger or any other corporate action, the owners of isolated shares or shares that are less than the amount required, can exercise this right only if they personally see to the consolidation and if necessary, the purchase or sale of the number of necessary shares.

## Modification of the share capital and rights attached to the shares

Any change in the capital or voting rights attached to the securities forming it shall be submitted to general law rules, since the Articles of Association do not include any special provisions.

## General Meetings of Shareholders

### Notice of meetings

In accordance with article 20 of the Articles of Association, Ordinary and Extraordinary General Meetings of Shareholders and Special Meetings, if any, are called, are held and rule under the conditions provided for by the law. They are held at the registered office or in any other place, including in another department, mentioned in the notice of meeting.

### Participation in meetings

All shareholders, regardless of the number of shares they hold, are entitled to attend the General Meetings of Shareholders and to take part in decisions, whether in person or through an intermediary. The right of shareholders to participate in Ordinary or Extraordinary General Meetings is subject to registration in an account of shares on behalf of the shareholder or the intermediary registered on his or her behalf on the date set by the laws and regulations in force, either in the registered securities accounts held by the Company or in bearer securities accounts maintained through authorised intermediaries.

Registration of securities in bearer share accounts held by the official intermediary is recorded by an attestation provided by the intermediary, by electronic means, as an attachment to the form for remote voting

or voting by proxy or to the official admission drawn up in the name of the shareholder or to the account of the shareholder represented by the registered intermediary. Shareholders wishing to attend the meeting in person who have not received their official admission on the second working day preceding the meeting at midnight (Paris time), may also make arrangements to have a certificate issued.

The Board of Directors may, if it deems it useful, deliver to shareholders named and personal passes and require the presentation of such passes to have access to the General Meeting of Shareholders.

If the Board of Directors so decides at the time of the calling of the meeting, shareholders may attend the meeting by videoconference or through any telecommunication means enabling their identification under the terms and conditions set by applicable regulation.

Each shareholder may grant a proxy under the terms and conditions stipulated by law and regulations. Shareholders may also vote by correspondence under legal conditions. Shareholders who have voted by correspondence will no longer have the right to participate directly in the Shareholders' Meeting or to be represented there.

Owners of securities mentioned in the third paragraph of article L. 228-1 of the French Commercial Code (owners who are not domiciled in France, as defined in article 102 of the French Civil Code) may be represented, under the conditions provided for by law, by a registered intermediary.

## Rules applicable to amendments to the Articles of Association

Only an Extraordinary General Meeting is empowered to amend all of the terms of the Articles of Association. However, it cannot increase the commitments of shareholders, with the exception of regular operations resulting from the consolidation of shares. Also, without prejudice to this, it requires a majority of two-thirds of the votes of shareholders present, represented or that have voted by correspondence.

## Provisions of Articles of Association resulting in the delaying, deferring or preventing a change in controlling interest

Pursuant to article 7 of the Company's Articles of Association, and in accordance with the provisions of article L. 6 323-1 paragraph 2 of the French Transport Code, "changes in the share capital cannot result in the government authorities losing the majority stake in the share capital".

## Identification of shareholders

In accordance with article 9 of the Articles of Association and the French Commercial Code, the shares are registered shares or bearer shares, at the shareholder's choice, subject to legal and regulatory provisions. Shares may be registered in the name of an intermediary under the conditions set forth by articles L. 228-1 *et seq.* of the French Commercial Code. The intermediary is bound to disclose its capacity as intermediary holding securities on behalf of a third party, in accordance with the laws and regulations.

The provisions of the above paragraphs shall also apply to other securities issued by the Company.

The Company is entitled, in accordance with applicable laws and regulations, to request at any time, in exchange for compensation payable by it, either from the central depository that keeps the accounts of the shares issued, or directly from one or more of the intermediaries mentioned in article L. 211-3 of the French Monetary and Financial Code,



as applicable, information on the holders of securities carrying the right to vote in its general meetings immediately or in the future.

In case of registered securities giving access to existing or future shares, the intermediary registered under the conditions set out in article L. 228-1 of the French Commercial Code is required, under the applicable laws and regulations, to disclose the identity of owners of securities upon simple request of the Company or its agent, which request that can be submitted at any time.

## Breaching of thresholds

Under the terms of article 9 of the Articles of Association of Aéroports de Paris, any natural person or legal entity, acting individually or in concert, who should come to own, within the meaning of article L. 233-9 of the French Commercial Code, directly or indirectly, a number of shares or voting rights equal to or greater than 1% of the share capital of Aéroports de Paris or the voting rights therein is required, no later than the close of trading on the fourth trading day following the breaching of thresholds with effect from the registration of shares making it possible to reach or exceed this threshold, to declare to the Company the total number of shares and voting rights so held.

In addition, such person must also inform Aéroports de Paris, in his or her letter disclosing that thresholds have been exceeded, of the specific information outlined in the third paragraph of Section I of article L. 233-7 of the French Commercial Code.

This disclosure must be repeated in the above manner each time another 1% threshold is reached or crossed, both upwards and downwards, for whatever reason, up to the 5% threshold provided for within article L. 233-7 of the French Commercial Code. When the aforementioned 5% threshold is exceeded, a disclosure must be made under the same conditions as set

out above each time another 0.5% threshold is reached or crossed, both upwards and downwards, for whatever reason. Since 2009, the system of declaring thresholds has been expanded to include certain derivative financial products.

The Articles of Association for Aéroports de Paris provide that in the case of non-compliance with this obligation to disclose that the thresholds have been exceeded, the shareholder or shareholders concerned holding at least 3% of the capital of or voting rights in Aéroports de Paris may lose the right to vote relating to the securities exceeding the limits subject to disclosure at a General Meeting of Shareholders.

Moreover, pursuant to the provisions of the French Commercial Code, all individuals or legal entities, acting alone or in concert, who own a number of shares representing more than 5%, 10%, 15%, 20%, 25%, 30%, 33.33%, 50%, 66.66%, 90% and 95% of the capital or voting rights of the Company, must inform the Company and the French Financial Markets Authority (AMF) in writing of the total number of shares or voting rights they own, no later than the close of business on the fourth day following the threshold being crossed. The thresholds declared to the AMF are made public by the latter. This information is also transmitted under the same time restrictions and conditions, when the share of capital or voting rights held is lower than the thresholds specified above. Decree No. 2009-105 of 30 January 2009 and law No. 2012-387 of 22 March 2012, modifying the French Commercial Code, added to this system of declaring thresholds, particularly by expanding it to include certain derivative financial products and by increasing reporting requirements.

Unless they are duly declared, the shares exceeding the portion that should have been declared in accordance with the above-mentioned legal provisions are deprived of voting rights for all Shareholders' Meetings to be held until the expiry of a two-year period following the date of regularisation.



## MATERIAL CONTRACTS

Material contracts other than those entered into in the ordinary course of business to which Aéroports de Paris or any other member of the group is a party are the following:

- ◆ on 11 February 2019, the infrastructure manager CDG Express (“GI CDG Express”), equally owned by Groupe ADP, SNCF Réseau and *Caisse des Dépôts et Consignations*, signed with the French government the concession contract for works relating to the CDG Express link project (see section in Chapter 10 entitled “Recent events and outlook”);
- ◆ the contract signed on 19 April 2018 in which Aéroports de Paris, parent company of Groupe ADP, finalised the acquisition, through its wholly-owned subsidiary, ADP International, of an additional 41.5% stake in Airport International Group (“AIG”), concession holder at Queen Alia International Airport (QAIA) in Amman, Jordan; following this operation, Groupe ADP, which already owned a 9.5% stake in AIG since 2007, now owns 51% of the capital; it thus has exclusive control of AIG, and has fully consolidated AIG’s financial accounts;
- ◆ the agreements entered into on 7 July 2017 according to the terms of which Aéroports de Paris, the parent company of Groupe ADP, finalised the acquisition, through its subsidiary Tank ÖWA alpha GmbH, of an additional 8.12% holding of the securities of TAV Havalimanlari Holding A.Ş. (“TAV Airports”); Groupe ADP, which had already held 38% of TAV Airports shares since 16 May 2012, now holds 46.12% of the share capital of that company;
- ◆ the Economic Regulation Agreement signed on 31 August 2015 with the French government for the 2016-2020 period (see the paragraph “Fees” in Chapter 5);
- ◆ the agreement signed on 30 March 2006 between the government authorities and Aéroports de Paris setting forth the terms and conditions of retrocession by Aéroports de Paris to the government authorities of a portion of the real estate capital gain in the event of a closure to public air traffic of all or part of an airfield operated by Aéroports de Paris (see the paragraph in Chapter 7 entitled “Real estate property and facilities”);
- ◆ the agreement entered into on 27 July 2007 between the government authorities and Aéroports de Paris setting the terms under which Aéroports de Paris makes available to the government authorities and its services, the land and buildings and provides various types of lands and buildings that enable Aéroports de Paris to carry out its public service missions (see the special report of the Statutory Auditors on related-party agreements and commitments for the financial year ended 31 December 2015 presented in Appendix 1);
- ◆ the contractual agreements relating to the industrial cooperation with the Schiphol Group, mainly comprising: the industrial cooperation agreement entered into on 14 November 2008 between Aéroports de Paris and the Schiphol Group (described in Chapter 6 “Partnership with Schiphol Group”), the shareholders’ agreement relating to Aéroports de Paris signed on 1 December 2008 between the French government and the Schiphol Group, in the presence of Aéroports de Paris, the shareholders’ agreement relating to the Schiphol Group concluded on 1 December 2008 between Aéroports de Paris, the Dutch government, the City of Amsterdam and the City of Rotterdam, as described, and the Exit Agreement signed on 1 December 2008 between Aéroports de Paris and Schiphol Group (described in Chapter 16 under “Agreements likely to have an impact in the event of a public offering”).





21

## INFORMATION FROM EXPERTS

Not applicable.



22

## DOCUMENTS AVAILABLE TO THE PUBLIC

The “AMF information” page of the Company website is available at the following address: <https://www.parisaeroport.fr/en/group/finance/amf-information>

This page contains all the regulated information published by Groupe ADP in application of the disposal of articles 221-1 and the following ones of the *Règlement général de l’Autorité des Marchés Financiers* (AMF).

The status of the Company, the the minutes of General Meetings of Shareholders, the Company financial statements and consolidated statements, the Statutory Auditors’ reports and all other corporate documents under the French Commercial Code, can be read, in hard copy, at the Company’s registered office.

### Investor Relations

**Audrey Arnoux**

Head of Investor Relations

**Thibault Garcia**

Investor Relations Officer

## FINANCIAL CALENDAR

### // RESULTS, REVENUE AND GENERAL MEETING

Results, revenue and general meeting	Publication date	Quiet period
2020 First quarter revenue	Thursday 23 April 2020	From 12 April to 23 April 2020
Annual General Meeting of Shareholders	Tuesday 12 May 2020	
2020 Half-year results	Monday 27 July 2020	From 7 to 27 July 2020
2020 9-Month revenue	Friday 23 October 2020	From 9 to 23 October 2020

22

### // MONTHLY TRAFFIC FIGURES

December 2019 traffic figures	14 January 2020
January 2020 traffic figures	13 February 2020
February 2020 traffic figures	16 March 2020
March 2020 traffic figures	15 April 2020
April 2020 traffic figures	15 May 2020
May 2020 traffic figures	15 June 2020
June 2020 traffic figures	15 July 2020
July 2020 traffic figures	17 August 2020
August 2020 traffic figures	16 September 2020
September 2020 traffic figures	14 October 2020
October 2020 traffic figures	16 November 2020
November 2020 traffic figures	14 December 2020





23

## INFORMATION ON ACQUISITIONS

Information concerning companies in which the Company holds sufficient stock to be capable of having a significant impact on the appraisal of its assets, financial situation or its income is contained in Chapter 5.



A1

# STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

## GENERAL MEETING OF SHAREHOLDERS TO APPROVE THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

*This is a free translation into English of the statutory auditors' special report on regulated agreements issued in the French language and is provided solely for the convenience of English-speaking readers. This report on regulated agreements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the Article and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.*

To the Aéroports de Paris annual general meeting of shareholders,

In our capacity as statutory auditors of your company, we hereby report on certain regulated agreements.

We are required to inform you, on the basis of the information provided to us, of the terms, conditions and the reasons for the company's interest of those agreements indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce), to evaluate the benefits resulting from these agreements prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code concerning the implementation, during the year, of the agreements already approved by the general meeting of shareholders.

We performed those procedures which we considered necessary to comply with professional guidance issued by the national auditing body (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

## Agreements submitted for approval to the annual general meeting

### A. Agreements authorized and/or concluded during the year ended December 31, 2019

In accordance with Article L. 225-40 of the French Commercial Code, we have been advised of certain regulated agreements, concluded during the year ended December 31, 2019, which received prior authorization from your Board of Directors.

#### 1. With the French State, the main shareholder of your company or with public bodies

##### Persons concerned

- ◇ The French State, shareholder holding more than 10% of the voting rights of your company, represented by Mrs. Solène Lepage (until March 31, 2019) and Mrs. Isabelle Bui (since May 20, 2019),
- ◇ Directors appointed on proposal by the French State: Mrs. Geneviève Chauv Debry, Mrs. Fanny Letier, Mr. Michel Massoni, Mr. Christophe Mirmand and Mrs. Perrine Vidalenche.

##### 1.1 Agreement entered into with the Ministry for the Environment, Energy and the Sea

###### Nature and purpose

Agreement entered into with the Ministry for the Environment, Energy and the Sea to determine the financing conditions for the renovation of the A3 highway before the access to Paris Charles de Gaulle airport.

###### Conditions

This agreement was authorized by your Board of Directors on February 14, 2019 and signed on May 17, 2019. It provides for a contribution from your company of €150,000 excluding taxes for the upgrade work to the road serving Paris-Charles de Gaulle airport.

###### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in ensuring that the road allowing access to the Paris-Charles de Gaulle platform is restored as soon as possible to enable its employees, those of other companies based there and passengers to safely access the airport.

##### 1.2 Agreement with the Ministry for the Ecological and Inclusive Transition

###### Nature and purpose

Agreement entered into with the Ministry for the Ecological and Inclusive Transition, Direction régionale et interdépartementale de l'équipement et de l'aménagement d'Ile-de-France (Ile-de-France Regional Department for Equipment and Planning) / Direction des routes d'Ile-de-France (Ile-de-France Highways department) covering the financing of civil engineering work for access to Paris Charles de Gaulle airport for the platform's Eastern bypass and transfer of ownership of this work to your company.

###### Conditions

This agreement was authorized by your Board of Directors on March 27, 2019 and signed on May 29, 2019 for €9,000,000 excluding taxes representing the acquisition of the engineering work by your company.

###### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in benefiting from the completion and acquiring ownership of engineering work that improves platform access.

##### 1.3 Agreement entered into with the Ministry of Defense acting on behalf of the schools of Saint-Cyr-Coëtquidan and the commandement Terre pour le territoire national (French National Territory Land Command)

###### Nature and purpose

Sponsorship agreement defining the conditions in which your company provides its support to the Saint-Cyr initiative for the creation, development and operation of the "National Territory Security" chair. This sponsorship resulted in the payment of a donation by your company in the amount of €100,000.

###### Conditions

This agreement was authorized by your Board of Directors on July 25, 2019 and signed on November 28, 2019 for a renewable period of one year.

###### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in contributing to the creation of a chair which incorporates the role of airports in high-level studies, being named as sponsor on all the media produced by the beneficiary and becoming a pioneer with regard to the position and role of airports in national security.

##### 1.4 Agreement with the Ministry for the Ecological and Inclusive Transition, the Direction générale de l'aviation civile (French Civil Aviation Authority) and the Direction des services de la navigation aérienne (French Air Navigation Division)

###### Nature and purpose

Agreement defining the joint financing conditions between your Company and the French State for an anti-drone technological demonstrator on the Paris-Charles de Gaulle platform. Your company's financial contribution totaled €1,440,000.

###### Conditions

This agreement was authorized by your Board of Directors on December 11, 2019 and signed on December 12, 2019 for term equivalent to that of the contract signed by the French State with the device supplier.

###### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in accelerating the protection of the Paris airport system and benefiting from the most state-of-the-art anti-drone technology at a reasonable cost.

## 1.5 Agreement entered into with the Quai Branly-Jacques Chirac museum

### Nature and purpose

Partnership agreement for the organization of a cultural goods exhibition in Terminal 2F of Paris-Charles de Gaulle airport.

### Conditions

This agreement, which expires on March 31, 2021, was authorized by your Board of Directors on January 24, 2019 and signed on January 30, 2019. The services were valued at €80,000 excluding taxes for each party.

### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in benefiting from material services (mainly sale of rights and tickets) and visibility as a partner.

## 1.6 Agreements with Société du Grand Paris (SGP)

### 1.6.1 LAND SALE AGREEMENT IN CONNECTION WITH THE EXTENSION OF SUBWAY LINE 14

#### Nature and purpose

Agreement defining the conditions of sale of land and volumes and occupied land in connection with the extension of subway line 14.

#### Conditions

This agreement was authorized by your Board of Directors on February 14, 2019 and signed on February 27, 2019 for a term of 10 years. Your company's compensation totaled €3,782,596 excluding taxes.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in benefiting from the extension of subway line 14 to Paris-Orly and being compensated for the amount under the conditions validated by the Direction Nationale d'Intervention Domaniale (French National Directorate of Crown Intervention).

### 1.6.2 AGREEMENT FOR COMPENSATION OF WORK AND STUDIES FOR THE EXTENSION OF SUBWAY LINE 14

#### Nature and purpose

Agreement defining the terms and conditions of financing by SGP and conduct of work and studies by your company for SGP (network diversion, planning and studies and worksite supervision) for the extension of subway line 14.

#### Conditions

This agreement was authorized by your Board of Directors on December 12, 2019 and signed by your company on December 26, 2019. The amount receivable by your company is €2,014,513 excluding taxes.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on the commitments undertaken by your company with SGP to complete the subway line 14 extension within the deadline; the overlapping of the relevant engineering work within complex airport structures and the need for this work not to impact the public service provided by your company and SGP's commitment to finance the work.

### 1.6.3 AGREEMENT FOR COMPENSATION OF WORK AND STUDIES FOR THE CONSTRUCTION OF SUBWAY LINE 18

#### Nature and purpose

Agreement defining the terms and conditions of financing by SGP and conduct of work and studies by your company for SGP (network diversion, planning and studies and worksite supervision) for the construction of subway line 18.

#### Conditions

This agreement was authorized by your Board of Directors on December 12, 2018 and signed by your company on December 26, 2019. The amount receivable by your company is €2,065,835 excluding taxes.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on the commitments undertaken by your company with SGP to complete the construction of subway line 18 within the deadline; the overlapping of the relevant engineering work within complex airport structures and the need for this work not to impact the public service provided by your company and SGP's commitment to finance the work.

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## 1.7 Agreement entered into with Grand Paris Aménagement, public body

### Nature and purpose

Agreement for the sale of 4.2 ha of land belonging to your company located at the Saint Cyr l'Ecole airfield to Grand Paris Aménagement as part of the creation of an urban development zone.

### Conditions

This agreement was authorized by your Board of Directors on February 14, 2019 and signed on April 19, 2019. The sale amounted to €3,300,000 excluding taxes.

### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in helping to address the housing crisis and benefiting from the improvement in the link to land which should become a business park.

## 1.8 Framework agreement entered into with the Académies (Regional Education Authority) of Créteil, Versailles and Amiens

### Nature and purpose

Cooperation agreement between your company and the Académies of Créteil, Versailles and Amiens to promote training.

### Conditions

This agreement was authorized by your Board of Directors on June 9, 2019 and signed on July 1, 2019 for a term of 3 years.

### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest, as part of its CSR policy, in adopting an approach to promote training for regional inhabitants and helping to set up positive solutions to compensate for the regional impact arising from the development of terminal 4.



## 1.9 Amendment 5 to the preparatory protocol between SNCF Réseau and the Caisse des Dépôts et Consignations

### Preamble

At its meeting on March 26, 2014, your Board of Directors authorized the conclusion of a shareholders' agreement that sets out the conditions of cooperation between the French State, SNCF Réseau and your company within CDG Express Etudes S.A.S. Signed on May 16, 2014, this agreement defines, beyond the statutory rules, the commitments and functions of each shareholder.

At its meeting on December 16, 2015, your Board of Directors authorized the signature of a preparatory protocol relating to the creation of a project company between SNCF Réseau and your company in order to carry out the CDG Express rail connection project. Signed on March 2, 2016, it specifies the various joint studies to be conducted to create the project company, as well as the realization of the CDG Express project and the budget necessary for all the studies until the project company's creation, i.e. €12 million excluding taxes, shared equally between the two partners.

At its meeting on May 3, 2016, your Board of Directors authorized a first amendment to the agreement between your company and SNCF Réseau for the CDG Express rail connection project in order to extend its terms and conditions to the Caisse des Dépôts et Consignations. This amendment no. 1, signed on May 24, 2016, also stipulates that the parties shall undertake all the actions in their power to create the project company before December 31, 2016 and to increase the forecast budget from €12 million to €12.4 million excluding taxes.

At its meeting on December 14, 2016, your Board of Directors authorized a second amendment in order to extend the terms of the agreement to June 30, 2017, update the additional studies and cap the amount of expenses assumed by each party as part of the project. The forecast budget, initially set at €12 million excluding taxes, was increased to €12.4 million excluding taxes by amendment no. 1, and further increased by amendment no. 2 to €49.1 million excluding taxes until June 30, 2017.

A third amendment, authorized by your Board of Directors at its meeting on June 21, 2017 and concluded on November 16, 2017, extended the term of the agreement between your company, SNCF Réseau and the Caisse des Dépôts et Consignations to carry on the CDG Express rail connection studies until September 15, 2017. This amendment no. 3 also updates the content and the funding conditions of the additional studies that are necessary for the CDG Express project for an amount increased to €49.66 million.

A fourth amendment, authorized by your Board of Directors on December 20, 2017 and signed on June 21, 2018, revised the amount budgeted for the pre-financing of the studies and work necessary for the CDG Express project to €110 million.

### Nature and purpose

Amendment 5 to the preparatory protocol of March 2, 2016 to approve the level of reimbursement for your company for the studies, excluding any necessary technical studies. The amendment also terminates the mutual financing obligations with SNCF Réseau for the technical studies and work, pending the coming into force of the CDG Express project concession agreement.

### Conditions

On July 25, 2019, your Board of Directors authorized the signing of amendment 5 to the preparatory protocol between your company, SNCF Réseau and the Caisse des Dépôts et Consignations to approve the level of reimbursement for your company for the studies, excluding

any necessary technical studies. This amount totaled €3,568,700 including €1,000,000 for project management fees.

### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in obtaining the reimbursement of prefinanced amounts for the CDG Express project.

**1.10 Partnership agreement relating to the Georges Guynemer des métiers de l'aérien du Pays de Meaux training division signed with Air France, Caisse des Dépôts et Consignations, Dassault Aviation, EPIGO, Fédération Nationale de l'Aviation Marchande (National Federation of Commercial Aviation), Groupement des Industries Françaises de l'Aéronautique et du Spatial (French Aerospace Industries Association), ASTech PARIS REGION competitiveness division, l'école Aéronautique des Cadets du Pays de Meaux (flying school), Les Ailes du Pays de Meaux association, Conseil Régional Ile-de-France (Ile-de-France Regional Council), Conseil Départemental de Seine et Marne (Seine-et-Marne Departmental Council), Communauté d'Agglomération du Pays de Meaux, Communauté d'Agglomération Roissy Pays de France, Communauté de Communes du Pays de l'Ourcq, Communauté de Communes Plaines et Monts de France, Académie de Créteil, Association pour la Formation aux Métiers de l'Aérien (AFMAé), Paris Est Marne-la-Vallée University and GIP Emploi CDG**

### Persons also concerned

Mrs. Valérie Péresse, Chairwoman of the Conseil régional d'Ile-de-France and Mr. Patrick Renaud, Chairman of the Communauté d'agglomération Roissy Pays de France, observers within your company.

### Nature and purpose

Partnership agreement relating to the "Georges Guynemer des métiers de l'aérien du Pays de Meaux training division." For your company, the scopes of involvement in this project are (i) contribution to the financing for the restoration of the Meaux Esbly "Métiers de l'aéroportuaire" airfield terminal, (ii) contribution to "découverte des métiers de l'aéroportuaire" initiatives, (iii) payment of a share of the apprenticeship tax to Charles Baudelaire school, (iv) involvement of ADP Group employees in the facilitated learning program and (v) apprenticeship training in airport professions.

### Conditions

This agreement was authorized by your Board of Directors on June 19, 2019 and signed on July 16, 2019 for a term of 5 years.

### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in adopting a partnership approach to promote employment for the inhabitants of the North-West region of Seine-et-Marne, boosting cooperation with the Communauté d'Agglomération du Pays de Meaux and helping to roll out the CSR policy and set up positive solutions to compensate for the regional impact arising from the development of terminal 4.

### 1.11 Agreement entered into with the RATP to compensate for the services and work carried out by your company for the extension of subway line 14 and the work performed at Paris-Charles de Gaulle airport

#### Nature and purpose

Agreement defining the conditions of the RATP's support and compensation for the services and work carried out by your company for the RATP either prior to the subway line 14 extension work or during the work performed by RATP to build the subway and its ancillary work at Paris-Charles de Gaulle airport.

#### Conditions

This agreement was authorized by your Board of Directors on December 12, 2018 and signed by your company on December 26, 2019. The amount paid to your company was €842,392 excluding taxes.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on the commitments undertaken by your company with SGP to complete subway lines 14 and 18 within the deadline, the overlapping of the relevant engineering work with complex airport structures and the need for this work not to impact the public service provided by Aéroport de Paris and SGP's commitment to finance the work.

## 2. With companies that have common corporate officers with your company

### 2.1 With Média Aéroports de Paris

Person concerned

Mr. Augustin de Romanet, Chairman and CEO of your company and Chairman of the Board of Directors of Média Aéroports de Paris.

#### Nature and purpose

Agreement entered into with Média Aéroports de Paris defining the conditions for the supply of advertising equipment for the Paris Aéroport Startup Day event.

## B. Prior-year agreements and commitments not submitted to the approval of a previous Shareholders' Meeting

We have been advised of the following agreement, authorized and executed in fiscal 2018, which was not approved by the Shareholders' Meeting convened to rule on the financial statements for the year ended December 31, 2018.

### Agreement entered into with Société du Grand Paris (SGP)

#### Persons concerned

The French State and the Directors representing or appointed by it, as listed in paragraph A.1 of the first section of our report.

#### Nature and purpose

Mandate granted by SGP to your company to proceed on its behalf with the demolition of building 66 at Paris-Le Bourget airport to make way for the construction of subway line 17.

#### Conditions

At its meeting on June 19, 2019, your Board of Directors authorized an agreement between your company and Média Aéroports de Paris, which was signed on July 1, 2019. It provides for the free supply (valued at €133,440 excluding taxes) by Média Aéroports de Paris of its advertising equipment to promote the "Start up Day" event.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in freely benefiting from the media campaign covering the "Airport Startup Day" event, to be broadcast on screens located at the Paris-Orly and Paris-Charles de Gaulle Airports and operated by Média Aéroports de Paris.

### 2.2 With Le Domaine National de Chambord - public body

Person concerned

Mr. Augustin de Romanet, Chairman and CEO of your company, is Chairman of the Board of Directors of Le Domaine National de Chambord.

#### Nature and purpose

Partnership agreement for the joint organization of a photo exhibition for the 500th anniversary of Chambord to be displayed on sheeting at Paris-Charles de Gaulle airport.

#### Conditions

At its meeting on May 20, 2019, your Board of Directors authorized an agreement between your company and Le Domaine National de Chambord, which was signed on July 29, 2019 for a two-year period. The parties' commitments were valued at €240,000 excluding taxes for each party.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in benefiting from material services (mainly sale of rights and tickets) visibility as partner.

#### Conditions

This agreement was authorized by your Board of Directors on October 16, 2018 and signed by your company on November 30, 2018 and transmitted on July 25, 2019 to your company by SGP. The amount paid to your company totaled €899,640 excluding taxes.

#### Reasons for the company's interest in the agreement

This agreement was justified by your Board of Directors based on your company's interest in helping to set up subway line 17 at Paris-Le Bourget airport, this stop being strategically important in developing its appeal, and handling a complex demolition while being reimbursed under market conditions.

A1



## Agreements previously approved by the shareholders' meeting

### A. Agreements and commitments approved in prior years that remained in force during the financial year

In accordance with Article R. 225-30 of the French Commercial Code, we have been advised that the implementation of the following agreements, which were approved by the Shareholders' Meeting in prior years, continued during the year.

#### 1. With the French State, the main shareholder of your company or with public bodies

##### Persons concerned

The French State and the Directors representing or appointed by it, as listed in paragraph A.1 of the first section of our report.

##### 1.1 Framework agreement signed with the Direction Générale de l'Aviation Civile ((DGAC) -French Civil Aviation Authority) relating to the occupancy conditions of existing buildings or those under construction, and private parking spaces

##### Nature and purpose

Framework agreement signed between your company and the French State - Ministry for the Ecological and Inclusive Transition, French Civil Aviation Authority for the purpose of defining, under Article 43 of your company's specifications, the occupancy conditions of the French State (DGAC) with respect to existing buildings or those under construction, and private parking spaces, owned by your company and allocated by the French State to the French Air Transport Police Authority (GTA) exercising their duties in Parisian airports.

##### Conditions

At its meeting on October 18, 2017, your Board of Directors authorized a framework agreement between your company and the French State - Ministry for the Ecological and Inclusive Transition, French Civil Aviation Authority, which was signed on October 15, 2018 for a term of 5 years, with effect from January 1, 2018.

Article 43-II of your company's specifications sets the terms and conditions governing the provision, for a fee, of land, buildings, premises and parking areas owned by your company and occupied by departments of the French state, and refers to the conclusion of multi-year agreements to determine the applicable rents by considering the rates previously applied and the costs borne by your company.

The agreement is concluded under the following financial conditions:

- ◇ a discount of 40% on rents inside terminals,
- ◇ a discount of 20% on rents outside terminals,
- ◇ a discount of 10% on land rentals,
- ◇ a discount of 10% on parking spaces related to buildings,
- ◇ leasing expenses 100% covered, with management fees of 6%,
- ◇ payment of VAT and other taxes (particularly taxes on property and premises in Ile-de-France),
- ◇ annual indexation of rents based on the Tertiary Activities Rent Index.

Detailed information and the financial terms and conditions relating to the leases and lease amendments are set out in Appendix 1.

##### 1.2 Framework agreements and leases concluded with on the one hand the French Ministry of the Interior, Overseas France and Territorial Communities and the French Ministry of Immigration, and on the other hand the French Ministry of the Budget, Public Accounts and State Reform (Customs and Excise Authority) pursuant to Article 43 of your company's specifications

##### Nature and purpose

Protocols defining the main terms and conditions under which your company, pursuant to Article 43 of the specifications, provides certain buildings to the French State, represented by the Ministry of the Interior, Overseas France and Territorial Communities and the French Ministry of Immigration, as well as the French Ministry of the Budget, Public Accounts and State Reform (Customs and Excise Authority), and the civil leases entered into pursuant to these agreements.

##### Conditions

At its meeting on December 17, 2014, your Board of Directors authorized two protocols with on the one hand the French Ministry of the Interior, Overseas France and Territorial Communities and the French Ministry of Immigration and on the other hand the French Ministry of the Budget, Public Accounts and State Reform (Customs and Excise Authority). These protocols were signed on March 5, 2015 with effect as of January 1, 2015.

During this same meeting, your Board of Directors also authorized the signature of two civil leases and amendments concerning the provision of premises and parking areas in public parks to the Ministry of the Interior, Overseas France and Territorial Communities and the French Ministry of Immigration, as well as the French Ministry of the Budget, Public Accounts and State Reform (Customs and Excise Authority). These leases were entered into pursuant to the agreement of March 5, 2015.

These authorizations were granted until December 31, 2019, the date the protocols expire.

The financial terms and conditions of the protocols mention:

- ◇ a discount of 60% on rents for premises and parking areas inside terminals, for leases entered into before December 31, 2009 and leases for selective needs or additional needs due to an increase in airport activities;
- ◇ a discount of 40% on rents for premises and parking areas outside terminals.

Detailed information and the financial terms and conditions relating to the leases entered into under the protocols are out in appendix 1.

##### 1.3 Framework agreement entered into with the French Air Navigation Division (DSNA) in accordance with Article 36 of your company's specifications

##### Nature and purpose

This framework agreement sets out the various types of transitional services that your company provides pursuant to Article 36 of its specifications to the French Air Navigation Division (DSNA), along with the associated financial, legal, operational and technical terms and conditions.

## Conditions

As part of the continuity and effective management of air navigation services in the airports and aerodromes managed by your company, and in accordance with Article 36 of your company's specifications, the French State, represented by the Ministry for Ecology, Sustainable Development and Planning, has decided, for a transitional period, to entrust your company with certain public interest services, as set out in Article 36 of the specifications.

At its meeting on June 28, 2007, your Board of Directors authorized an agreement with the French State. This agreement was entered into on July 27, 2007 with retroactive effect from January 1, 2007. It sets out the type of services and the financial, legal, operational and technical terms and conditions under which the services will be provided. It concerns the provision of property, supplies (electricity, heating, fluid), services (telecommunications, material and administrative assistance and advisory) and general training.

This agreement was concluded for a 15-year period, renewable once by tacit agreement for fifteen years. It may not extend beyond July 21, 2036.

Your company receives remuneration based on the costs incurred for the services it provides. In accordance with the financial agreement signed on April 27, 2015, and its amendment signed on December 15, 2015, pursuant to the framework agreement, for financial year 2019, your company invoiced the French State €15,076,820 excluding taxes for the services provided.

## 1.4 Agreement with the French State, represented by the Ministry for the Budget, Public Accounts and the Civil Service - Customs and Excise Authority, on granting the use of the plot of land associated with building 517 at Paris-Orly Airport

### Nature and purpose

Contract granting the use of the plot of land associated with building 517 and the adjacent land for parking.

### Conditions

At its meeting on October 30, 2008, your Board of Directors authorized (i) the sale of building 517 at Paris-Orly Airport to the French State, represented by the French Ministry for the Budget, Public Accounts and the Civil Service - Customs and Excise Authority, by your company and (ii) the subsequent granting of use of the adjacent land for parking. Following the sale of the building in 2008, a lease was entered into between the French State and your company for this purpose for a 30-year period, renewable by tacit agreement for identical periods, for a maximum of ninety-nine years.

## 1.5 Economic Regulation Agreement with the French State

### Nature and purpose

Economic Regulation Agreement setting the maximum average increase for airport fees, the indicators regarding quality service and the relating financial incentive.

### Conditions

At its meeting of July 29, 2015, your Board of Directors authorized the signature of the Economic Regulation Agreement for the 2016-2020 fees period (ERA), under the terms of Article L. 6325-2 of the French Transport Code (Code des transports) and Articles L. 224-2, R. 224-3-1 and R. 224-4 of the French Civil Aviation Code (Code de l'aviation civile).

Signed on August 31, 2015, this agreement sets the maximum average increase for airport fees for the 2016-2020 period, in accordance with the investment program stipulated for the regulated scope.

## 1.6 Agreement entered into with the Prefects of Paris and Val-de-Marne on Rescue and Fire Fighting Services (RFFS) at Paris-Orly Airport

### Nature and purpose

It sets forth the terms and conditions governing the provision by your company of operational support in terms of Rescue and Fire Fighting Services (except aircraft) in the Paris-Orly Airport area for the French State, represented by the Prefects of Paris and Val-de-Marne.

### Conditions

At its meeting on December 15, 2011, your Board of Directors authorized an agreement on the provision of support by your company in terms of Rescue and Fire Fighting Services in the Paris-Orly Airport area (except aircraft).

At its meeting on February 16, 2016, your Board of Directors authorized the tacit extension of the agreement until February 10, 2018; indeed, this agreement, which was effective for a 3-year period from February 11, 2012, may be extended by tacit agreement for consecutive 3-year periods.

The agreement, signed on February 11, 2012, provides for the use of your company's material and human resources for Rescue and Fire Fighting Services (RFFS) in aerodromes to fight fires other than fires concerning aircraft, and to provide rescue services in Paris-Orly Airport area, under the authority and command of the French State. In addition, it provides for setting up an emergency call center for the aerodrome area on the premises allocated by your company to its Rescue and Fire Fighting Services (RFFS). The French State guarantees your company against third party claims in connection with these services.

Your company's support is free of charge, without increasing the expenses charged to Rescue and Fire Fighting Services, unless it is compensated for the additional cost by the French State.

## 1.7 Agreement with the Ministry of the Interior regarding the provision of systems using PARAFE processing (rapid external border processing)

### Nature and purpose

Agreement regarding the provision of systems using PARAFE processing (rapid external border processing).

### Conditions

At its meeting on December 14, 2016, your Board of Directors authorized the conclusion of an agreement formalizing the collaboration between your company and the Ministry of the Interior regarding the renewal program and the deployment of PARAFE.

This agreement, signed on January 4, 2017, sets the terms for the implementation, communication, governance and funding of the program and is initiated for a 5-year period tacitly renewable for the same period. Your company has decided to bear the totality of the funding of the PARAFE, considering that this program was in line with the public interest, from your company's stand point, as well as from the French State's stand point, and that it reinforces the attractiveness of its platforms.

## 1.8 Procurement contract with the French Ministry of Europe and Foreign Affairs relating to the reception of public figures

### Nature and purpose

Procurement contract between your company and the French Ministry of Europe and Foreign Affairs relating to the reception of French and foreign public figures in the airport area and related services.

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### Conditions

At its meeting on December 14, 2016, your Board of Directors authorized the signature of a procurement contract defining the terms and conditions of performance and prices of the services rendered by your company for the benefit of the French Ministry of Europe and Foreign Affairs. This contract was signed on December 31, 2016 for 4 years. The characteristics of the procurement contract are as follows:

- ◇ For the services performed for the benefit of public figures designated by the French Ministry of Europe and Foreign Affairs, the pricing applied is lower on average by 48% compared to the prices agreed with the service provider responsible for the reception of your company's private clients;
- ◇ These specific prices will nevertheless cover your company's expenses.

## 1.9 With the French State and the French Air Navigation Division (DSNA) relating to the ILS for the Pontoise - Cormeilles-en-Vexin aerodrome

### Nature and purpose

Agreement related to the movement, maintenance and operation of the Instrument Landing System (ILS) for the Pontoise - Cormeilles-en-Vexin aerodrome (Val-d'Oise) for a term of 5 years beginning on October 20, 2016, after which it may be tacitly renewed by annual periods.

### Conditions

At its meeting on October 19, 2016, your Board of Directors authorized the conclusion of an agreement, which defines the terms and conditions of the movement, maintenance and operation, which are at the risk and expense of your company, of the Instrument Landing System or "ILS" for the Pontoise - Cormeilles en-Vexin aerodrome. However, the DNSA will continue to be responsible for aircraft approach control. This agreement was signed on October 20, 2016. The ILS transfer cost is valued at €160,000 excluding taxes, and the annual maintenance costs at €80,000 excluding taxes.

## 1.10 Agreement with the French Ministry of the Armed Forces regarding the PR public parking lot at Paris-Charles de Gaulle Airport

### Nature and purpose

Agreement with the French Ministry of the Armed Forces - Air Force Command - regarding the specific conditions applicable to the Air Force Command's subscriptions for access to the PR public parking lot located at Paris-Charles de Gaulle Airport.

### Conditions

At its meeting on December 14, 2016, your Board of Directors authorized the conclusion of an agreement with the French Ministry of the Armed Forces - Air Force Command -, which was signed on December 15, 2016, in order to define the specific legal and financial conditions of these subscriptions. It also provides for a 75% discount on your company's standard rates for PR parking.

## 1.11 With the Musée d'Orsay and the Musée de l'Orangerie

### Nature and purpose

Sponsorship agreement signed on January 1, 2019 for 2 years with the Musée d'Orsay and Musée de l'Orangerie covering your company's support as part of its passenger cultural program, via the organization of the "Bienvenue in Paris" (Welcome to Paris) exhibition at Paris-Charles de Gaulle Airport, and stipulating the parties' reciprocal commitments.

### Conditions

At its meeting on December 12, 2018, your Board of Directors authorized an agreement between your company, the Musée d'Orsay and the Musée de l'Orangerie, which was signed on January 14, 2019.

The agreement sets the financial terms and conditions by valuing the contributions of each of the two parties (€99,880 excluding taxes for both parties) and defines the compensation procedure for invoice payment.

## 1.12 Agreement with Atout France, State Economic Interest Grouping

### Nature and purpose

Partnership agreement aimed at establishing a regulatory framework and determining partnership principles between your company and Atout France for the period 2018-2021, defining in particular the areas of cooperation that will be specified in annual action plans.

### Conditions

At its meeting on June 27, 2018, your Board of Directors authorized the signature of an agreement between your company and Atout France, which was signed on July 19, 2018, with effect from January 1, 2018 for a 4-year period.

This agreement defines the areas of cooperation between the parties, and the terms and conditions for monitoring the cooperation initiatives.

## 1.13 Agreement with Musée du Louvre, public body

### Nature and purpose

Sponsorship agreement concluded with the Musée du Louvre for a 2-year period, covering the organization of an exhibition within the disembarkation hall of Paris-Orly Airport, and providing the reciprocal commitments of both parties.

### Conditions

At its meeting on July 30, 2018, your Board of Directors authorized an agreement between your company and the Musée du Louvre, which was signed on August 28, 2018.

The agreement sets the financial terms and conditions by valuing the contributions of each of the two parties (€63,000 excluding taxes for both parties) and defines the compensation procedure for invoice payment.

This agreement enables your company to showcase its cultural strategy and benefit from (material services (particularly the transfer of the exhibition's visual copyrights for a period of two years, and visibility as a partner on the Musée du Louvre's various communication channels (site, social networks, etc.).

In return, your company pledges to provide the Musée du Louvre with an exhibition space at Paris-Orly, West terminal, to assume the exhibition's printing and installation costs, and publicize the exhibition and the Musée du Louvre.

## 1.14 Agreements with the French State and SNCF Réseau, public body

### Nature and purpose

Shareholders' agreement concerning the company CDG Express Etudes S.A.S., signed by your company, the French State and SNCF Réseau.

### Conditions

At its meeting on March 26, 2014, your Board of Directors authorized the conclusion of a shareholders' agreement that sets out the conditions of cooperation between the French State, SNCF Réseau and your company within CDG Express Etudes S.A.S. Signed on May 16, 2014, this agreement defines, beyond the statutory rules, the commitments and functions of each shareholder.

On July 8, 2015, your Board of Directors authorized an amendment to this shareholders' agreement, which was signed on October 12, 2015 and specified the financial conditions applicable to studies carried out according to the terms of the project's continuation. The amendment also provides for a €3.6 million additional budget equally funded by your company and SNCF Réseau.

Your Board of Directors' meeting of December 14, 2016 authorized the extensions of the company's lifespan and the shareholders' agreement until December 31, 2017.

Your Board of Directors' meeting of July 24, 2017 authorized the extensions of the company's lifespan and the shareholders' agreement until December 31, 2018, a decision adopted on October 30, 2017.

These decisions were adopted in light of the project calendar and the creation of the project company. One of the latter's first actions will be to purchase the studies performed since 2014, as it was unable to act prior to December 31, 2016, the end date of the research firm.

## 1.15 Agreements with SNCF Réseau and Caisse des Dépôts et Consignations, public bodies

### 1.15.1 BYLAWS OF GESTIONNAIRE D'INFRASTRUCTURE CDG EXPRESS

#### Nature and purpose

Bylaws of Gestionnaire d'Infrastructure CDG Express as of October 5, 2018.

#### Conditions

At its meeting on July 24, 2017, your Board of Directors authorized the adoption of bylaws to create a joint subsidiary between your company, SNCF Réseau and the Caisse des Dépôts et Consignations, to act as infrastructure manager responsible for the financing, design, construction and maintenance of the CDG Express rail connection.

### 1.15.2 SHAREHOLDERS' AGREEMENT OF GESTIONNAIRE D'INFRASTRUCTURE CDG EXPRESS

#### Nature and purpose

Shareholders' agreement concerning Gestionnaire d'Infrastructure CDG Express signed with SNCF Réseau and the Caisse des Dépôts et Consignations on February 8, 2019.

#### Conditions

At its meeting on July 24, 2017, your Board of Directors authorized a shareholder's agreement to create a joint subsidiary between your company, SNCF Réseau and the Caisse des Dépôts et Consignations, to act as infrastructure manager responsible for the financing, design, construction and maintenance of the CDG Express rail connection.

### 1.15.3 EQUITY INVESTMENTS OF SHAREHOLDERS IN THE SHARE CAPITAL OF GESTIONNAIRE D'INFRASTRUCTURE CDG EXPRESS

#### Nature and purpose

Agreement whose purpose is to set the terms and conditions governing the equity investments of shareholders in the share capital of Gestionnaire d'Infrastructure CDG Express.

#### Conditions

At its meeting on November 21, 2018, your Board of Directors authorized an agreement, which was signed on February 11, 2019, whose purpose is to set the terms and conditions governing the equity investments of shareholders in the share capital of Gestionnaire d'Infrastructure CDG

Express. Under the agreement, your company undertakes to increase the share capital by a maximum of €145 million.

## 1.16. Agreements with SNCF Réseau, public body

### Nature and purpose

Various contracts to assist your company in realizing the CDG Express project.

### Conditions

At its meeting on February 22, 2018, your Board of Directors authorized several contracts under which SNCF Réseau will ensure that the work carried out by your company complies with the technical and safety standards.

Accordingly, the following contracts were concluded:

- ◇ Technical assistance contract signed on April 19, 2018 for €404,574 excluding taxes;
- ◇ Rail safety contracts signed on February 20, 2018, April 10, 2018 and June 20, 2018 for respective amounts of €53,589 excluding taxes, €101,511 excluding taxes and €48,145 excluding taxes;
- ◇ Contract covering the access to use of the SNCF Réseau instruction system via external access and the DOC network signed on March 12, 2018 free of charge.

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## 1.17 Agreement with the Régie autonome des transports parisiens (RATP) as part of the renovation of aerial bridge no. 2 of the Paris-Orly Airport

### Persons also concerned

Mr. de Romanet, Chairman and CEO of your company and Director of the RATP, it being specified that Mrs. Isabelle Bui, permanent French State representative, is also a Director of the RATP.

### Nature and purpose

Your company carries out, under its delegated contracting ownership, waterproofing and reinforcement work for the Orly Pont 2 between the "Aéroport d'Orly" and "Porte de l'Essonne" stations of the T7 tramway. This work requires procedures within the tramway's operational scope and on the equipment owned by the RATP.

Consequently, the purpose of the agreement concluded with the RATP is to momentarily transfer the contracting ownership of a portion of the equipment and works making up the tramway infrastructure owned by the RATP, which was impacted by this operation.

### Conditions

At its meeting on October 16, 2018, your Board of Directors authorized an agreement, which was signed October 18, 2018, between your company and the RATP, relating to the waterproofing and reinforcement work for the Orly Pont 2 between the "Aéroport d'Orly" and "Porte de l'Essonne" stations of the T7 tramway.

You company pays the RATP for all costs generated by the studies and works covered by the delegated contracting ownership and the additional costs occasioned at the RATP relating to the works directly related to the site of the operation (e.g.: replacement bus).

The agreement amounts to €151,479, to which is added, according to needs, communication, consignment and replacement bus expenses based on the number of periods necessary to render the services until the end of the project.

## 1.18 With Société du Grand Paris, public body

### 1.18.1 AGREEMENT RELATING TO SHARED CONTRACTING OWNERSHIP FOR THE CONSTRUCTION OF A SUBWAY STATION AT PARIS-ORLY AIRPORT FOR THE FUTURE 14 AND 18 SUBWAY LINES

#### Nature and purpose

Agreement relating to shared contracting ownership for the construction of a subway station at Paris-Orly Airport for the future 14 and 18 subway lines.

#### Conditions

At its meeting on June 17, 2015, your Board of Directors authorized the conclusion of an agreement, signed on July 16, 2015, for sharing the contracting ownership that sets out the conditions for constructing the future "Grand Paris" station in Orly. Under the agreement, your company will act as the contracting owner and project manager for the entire operation.

This agreement also defines a provisional estimate of the total amount of the works and the compensation your company would be entitled to for the services performed in its capacity of contract owner during the pre-project phases for an amount of €3.6 million.

At its meeting on February 22, 2017, your Board of Directors authorized the signature of an amendment to this agreement. This amendment, signed on March 1, 2017, calls for adjustments to the total amount of funding by the Société du Grand Paris for the station and the parking amounting to €195.2 million excluding taxes (March 2016 value), breaking down into €132.8 million excluding taxes for the station and €62.4 million excluding taxes for the parking. The other changes provided by the amendment relate to clarifications or specifications on the tasks of the parties for the building of the facilities, the liability regime, and the insurance covering the construction risks without substantially modifying the economics and general equilibrium of the parties' obligations.

### 1.18.2 AGREEMENT RELATING TO THE COMPENSATION FROM SOCIÉTÉ DU GRAND PARIS CONCERNING THE FEASIBILITY STUDIES FOR THE IMPLEMENTATION OF SUBWAY 17 (NORTH) AND ANCILLARY WORK AT THE PARIS - LE BOURGET AIRPORT

#### Nature and purpose

Agreement relating to the compensation from Société du Grand Paris concerning the feasibility studies for the implementation of subway 17 (north) and ancillary work at the Paris-Le Bourget Airport.

#### Conditions

At its meeting on July 24, 2017 your Board of Directors authorized the conclusion of an agreement relating to the compensation from Société du Grand Paris concerning the feasibility studies for the implementation of subway 17 (north) and ancillary work at the Paris-Le Bourget Airport. This agreement was signed on September 21, 2017. The compensation, valued at €97.4 thousand excluding taxes, covers, on one hand, all the feasibility studies related to the implementation of subway 17 (north) and its ancillary works on the Paris-Le Bourget platform or any action or expertise aimed at assisting the draft-design studies conducted by Société du Grand Paris. It also covers the feasibility studies relating to the modifications of existing airport facilities or facilities to be built by your company in order to enable the crossing of subway 17 (north) and the construction of ancillary work.

### 1.18.3 AGREEMENT RELATING TO THE COMPENSATION FROM SOCIÉTÉ DU GRAND PARIS RELATED TO THE FEASIBILITY STUDIES FOR THE IMPLEMENTATION OF SUBWAY 17 (NORTH) AND ANCILLARY WORK AT THE PARIS-CHARLES DE GAULLE AIRPORT

#### Nature and purpose

Agreement signed with Société du Grand Paris covering the compensation from Société du Grand Paris related to the feasibility studies for the implementation of subway 17 (north) and ancillary work at the Paris-Charles de Gaulle Airport.

#### Conditions

At its meeting on March 22, 2017 your Board of Directors authorized the conclusion of an agreement relating to the compensation from Société du Grand Paris related to the feasibility studies for the implementation of subway 17 (north) and ancillary work at the Paris-Charles de Gaulle Airport. This agreement was signed on July 12, 2017. The compensation, valued at €522 thousand excluding taxes, covers, on one hand, all the feasibility studies related to the implementation of works (station and ancillary work) for subway 17 (north) on the Paris-Charles de Gaulle platform or any action or expertise aimed at assisting the draft-design studies conducted by Société du Grand Paris. It also covers the feasibility studies relating to the modifications of existing airport facilities or facilities to be built by your company in order to enable the crossing of subway 17 (north) and the construction of ancillary work.

### 1.18.4 COMPENSATION AGREEMENT RELATING TO THE REINFORCEMENT AND GROUND STABILIZATION WORKS REGARDING THE CONSTRUCTION OF A SUBWAY STATION ON PARIS-ORLY AIRPORT FOR THE FUTURE 14 AND 18 SUBWAY LINES

#### Nature and purpose

Reinforcement and ground stabilization works are required as part of the crossing of the 14 and 18 subway lines on the airport space of your company. This agreement is related to the fact that Société du Grand Paris is taking over the additional costs involved for these works, for which your company is in charge of the project management.

#### Conditions

This agreement, signed on January 9, 2015, and providing for your company's compensation by Société du Grand Paris, was the subject of an amendment that was authorized by your Board of Directors on June 17, 2015 and signed on July 16, 2015. The purpose of the amendment was to increase the compensation payable by Société du Grand Paris, from €15,825 thousand to €24,181 thousand excluding taxes.

### 1.19 Agreement with Société du Grand Paris (SGP) and Syndicat des transports d'Ile-de-France (STIF) relating to the terms of implementation and funding of studies for the Paris-Orly Airport hub

#### Nature and purpose

Agreement between your company, Société du Grand Paris and Syndicat des transports d'Ile-de-France (STIF) relating to the terms of implementation and funding of studies for the Paris-Orly Airport hub.

#### Conditions

At its meeting on June 21, 2017, your Board of Directors authorized the conclusion of an agreement, covering the terms of implementation and funding of studies for the Paris-Orly Airport hub. Signed on September 4,



2017 for a period of two years, the agreement may be renewed for a maximum of one year. Your Board of Directors also granted the Chairman and CEO the authority to sign the agreement, with the possibility of sub-delegation. The agreement may be adjusted as needed in the interests of the Paris-Orly Airport. This agreement provides that:

- ◇ our company, as developer of the Paris-Orly Airport and unique contracting owner of the subway station falling within the scope of the RTGPE pursuant to the agreement of shared contracting ownership signed on July 16, 2015 with Société du Grand Paris, will perform under its contracting ownership the studies for the Paris-Orly Airport hub based on the following studies program organized in three phases;
  - ◆ a first phase involving the analysis of the current situation and the expression of needs: diagnostic, issues and multimodality program;
  - ◆ a second phase covering development proposals with several scenarios (for instance, bus coordination area at Orly West or Orly South, soft modes of transport including cycling and walking);
  - ◆ a third phase comprising the formalization and validation of the development project.
- ◇ Société du Grand Paris will contribute to their funding by means of a grant for a maximum amount of €100 thousand, excluding taxes.

## 1.20 With La Poste

### 1.20.1 LEASE RELATED TO THE OPENING OF A POST OFFICE IN TERMINAL 2 OF PARIS-CHARLES DE GAULLE AIRPORT

#### Nature and purpose

Agreement regarding the signature of a lease related to the opening of a post office in Terminal 2 of Paris-Charles de Gaulle Airport.

#### Conditions

its meeting on June 29, 2016, your Board of Directors authorized the conclusion of a civil lease with La Poste for an 8-year period. Concluded on September 18, 2017, the lease provides for the payment of the costs related to the area rented by La Poste and the payment of a fixed rent for these premises, on which a 60% discount on the public rates is applied.

### 1.20.2 LEASE RELATED TO THE OPENING OF A POST OFFICE IN THE WEST TERMINAL OF PARIS-ORLY AIRPORT

#### Nature and purpose

Agreement regarding the signature of a lease to provide La Poste with a location to transfer its post office in the West terminal of Paris-Orly Airport for which La Poste will receive a 60% rental discount.

#### Conditions

At its meeting on October 19, 2016, your Board of Directors authorized the conclusion of a civil lease with La Poste for an 8-year period. Concluded on November 15, 2017, the lease provides for the payment of the costs related to the area rented by La Poste and the payment of a fixed rent for these premises, on which a 60% discount on the public rates is applied.

## 1.21 Agreement relating to the transfer of copyrights with La Réunion des musées nationaux et du Grand Palais, public body

#### Nature and purpose

Agreement relating to the transfer of copyrights for the visuals of the "Paris, peinture et photographie" exhibition at La Réunion des musées nationaux et du Grand Palais (RMN-GP).

#### Conditions

At its meeting on December 20, 2017, your Board of Directors authorized the signature of an agreement involving the transfer of copyrights for the visuals of the "Paris, peinture et photographie" exhibition at La Réunion des Musées Nationaux et du Grand Palais. The agreement which was signed on December 20, 2017 for a two-year period, has expired on December 19, 2019. This agreement is intended to set the financial terms of the representation rights of the exhibition's visuals during two years for an amount of €26,400 for the benefit of RMN-GP.

## 1.22 Agreements entered into with Régie autonome des transports parisiens (RATP), public body and Syndicat des Transports d'Ile-de-France (STIF)

#### Person also concerned

Mr. de Romanet, Chairman and CEO of your company and Director of the RATP, it being specified that Mrs. Isabelle Bui, permanent French State representative, is also a Director of the RATP.

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### 1.22.1 TRAMWAY LINE BETWEEN VILLEJUIF AND ATHIS-MONS

#### Nature and purpose

It sets out the route, service area and financing principles for the tramway between Villejuif and Athis-Mons, and the area granted to RATP on the property owned by your company to operate the tramway. The term of this agreement is the date the tramway is decommissioned.

#### Conditions

At its meeting on June 18, 2009, your Board of Directors authorized a tripartite agreement with RATP and STIF concerning the Villejuif-Athis-Mons tramway line. The purpose of the agreement, signed on October 7, 2009, is to:

- ◇ set out the route, service principles and location of the stations of the tramway at Paris-Orly Airport;
- ◇ grant RATP the right to use the area required to operate the tramway, free of charge;
- ◇ specify that all studies and works relating to the construction of the tramway line and to the rehabilitation of roads and facilities in Paris-Orly Airport are to be financed by RATP;
- ◇ distribute the financing of the studies and works on the road deviation and/or protection of existing road networks between your company and RATP, based on whether the roads are open to the public or not.

### 1.22.2 TERMS AND CONDITIONS OF OPERATING AND MAINTENANCE OF WORKS AND FACILITIES DEDICATED TO THE OPERATION OF THE T7 TRAMWAY

#### Nature and purpose

Agreement concluded with RATP and the STIF relating to the terms and conditions of operating and maintenance of works and facilities dedicated to the operation of the T7 tramway and located on your company's estate. The term of this agreement is the date the T7 tramway is decommissioned.

#### Conditions

At its meeting on June 29, 2016, your Board of Directors authorized the conclusion of an operating and maintenance agreement. The purpose of the agreement, signed on December 1, 2016, is to define the terms and conditions for maintaining and operating the works and facilities dedicated to the operation of the T7 tramway in order to guarantee the performances allocated to the system of transport and establish the conditions of interface coordination between the tramway's operation and the management of adjacent parcels of land.



## 1.23 With SNCF Mobilités, public body

### Nature and purpose

Agreement related to rehabilitation works of the RER station of the Roissy hub, which stipulates that your company will be in charge of the project management of the overall works that will affect the railway area managed by SNCF, with the exception of the specific works that will be performed by SNCF Mobilités and supported financially by your company.

### Conditions

At its meeting on March 16, 2016, your Board of Directors authorized the conclusion of an agreement with SNCF Mobilités related to rehabilitation works for the Roissy RER station hub, which was signed on January 18, 2017. This agreement sets out the technical, financial and legal terms and conditions of the works that will impact the facilities of SNCF, in accordance with the agreement of May 26, 1976. Its term is set at the date the works are delivered to SNCF Mobilités.

## 1.24 With the public agency of the Palace, Museum and National Estate of Versailles

### Nature and purpose

Agreement relating to the set-up of a photography exhibition of the Versailles estate in the access tunnel to satellite 3 of Terminal 1 of the Paris-Charles de Gaulle Airport.

### Conditions

At its meeting on June 29, 2016, your Board of Directors authorized the conclusion of an agreement, signed on July 6, 2016, and applicable until December 31, 2019, relating to the set-up of a photography exhibition of the Versailles estate in the access tunnel to satellite 3 of Terminal 1 of Paris-Charles de Gaulle Airport. The reciprocal services, priced at €178,000 excluding taxes, consist of:

- ◇ for the Palace, Museum and National Estate of Versailles, the transfer of the visual copyrights of the exhibition for a 3-year period and the visibility of the ADP Group as a partner on its various channels of communication;
- ◇ for your company, in providing an exhibition area for a 3-year period starting June 30, 2016, and bearing the costs related to printing and setting up of the exhibition and communication covering the exhibition and the public agency.

## 2. With companies in which the French State is also shareholder, directly or indirectly

### 2.1 With Gestionnaire d'Infrastructure CDG Express

#### 2.1.1 Design-build contract

##### Nature and purpose

Works design-build contract.

##### Conditions

At its meeting on October 16, 2018, your Board of Directors authorized a works design-build contract as part of the CDG Express project. The €205 million contract was signed on February 8, 2019.

#### 2.1.2 Loan agreement

##### Nature and purpose

Repayable advance to Gestionnaire d'Infrastructure CDG Express, in the form of a non-revolving credit facility for €150 million.

### Conditions

At its meeting on November 21, 2018, your Board of Directors authorized a repayable advance to Gestionnaire d'Infrastructure CDG Express to ensure the payment of sums due under the loan from the French State in cases of degraded traffic; in the base case, the repayable advance will not be used.

The repayable advance is in the form of a non-revolving credit facility for €150 million, available as of the commissioning of the rail connection, if its operating income will not be sufficient to service the loan from the French State and the related fees and commissions. Should the advance be used, no dividend may be paid to shareholders until the advance has been fully repaid. The amount outstanding on the advance is to be repaid under all circumstances, including cancellation or loss. A rendezvous clause will occur every 5 years as of the 2030 review clause, in order to define the terms and conditions for the total or partial continuance of this advance based on the project results. Given these factors, the interest rate on the repayment of the advance is 3.6%. This agreement was signed on February 21, 2019.

### 2.2 With Gestionnaire d'Infrastructure CDG Express and SNCF Réseau, public bodies

#### Nature and purpose

Builder interface agreement signed between your company, Gestionnaire d'Infrastructure CDG Express and SNCF Réseau.

#### Conditions

At the outset, the French State (the concession-granting authority) and Gestionnaire d'Infrastructure CDG Express (the concession holder) signed a concession agreement on February 11, 2019, in order to grant the concession holder the design, financing, realization or organization of the infrastructure and the operation as well as the maintenance, including the upkeep and renewal, of the concession holder's infrastructure in compliance with the performance objectives.

At its meeting on October 16, 2018, your Board of Directors authorized a builder interface agreement as part of the CDG Express work. It was signed on February 8, 2019. The purpose of the agreement is (i) to organize relations between the parties that have not been defined in their design-build contract covering the CDG Express work (ii) determine the allocation and coordination of the parties' obligations with respect to the design, realization or organization of the infrastructure, as stipulated by the concession, (iii) avoid the risks relating to interfaces between the obligations of SNCF Réseau, the Builder under the SNCF Réseau design-build contract - and the obligations of your company under its design-build contract, (iii) allocate the cost of any compensation, penalties and sanctions imposed by the concession granter and compensation payable to the concession holder, and (iv) ensure that disputes between holders of the design-build contracts are resolved, and that direct means of recourse are available to them.

### 2.3 With CDG Express Etudes S.A.S.

#### Nature and purpose

Signature of an agreement relating to the terms and conditions of execution of pre-project tasks and studies outsourced to your company as part of the "CDG Express" rail connection project;

#### Conditions

At its meeting on May 18, 2015, your Board of Directors authorized the signature of an agreement with CDG Express Etudes S.A.S. relating to the conditions of execution of pre-project tasks and studies outsourced to your company as part of the "CDG Express" rail connection project. Signed on June 29, 2015, it sets the completion calendar, the details of the studies to be performed, as well as the financial terms, and provides for the payment of an amount of €570,000 excluding taxes to your company by CDG Express Etudes S.A.S.

## 2.4 With Réseau Transport d'Electricité

### Nature and purpose

Agreement relating to the connection of the electrical installation of Paris-Charles de Gaulle Airport to the public electricity transport network.

### Conditions

At its meeting on June 17, 2015, your Board of Directors authorized the signature of an agreement, signed on July 28, 2015, that sets up the conditions of performance for the various works needed to connect the Paris-Charles de Gaulle Airport to the public electricity transport network in 225 KV, and the final financial terms of this connection, of which the total cost was estimated at €23 million excluding taxes, including €16.1 million excluding taxes financed by your company between 2012 and 2017. It was signed for an indefinite term given its purpose and will remain in effect as long as the company benefits from this connection.

## 3. With the French State and Royal Schiphol Group NV (NV Luchthaven Schiphol), shareholders of your company

### Persons concerned

- ◇ The French State and the Directors representing or appointed by it, as listed in paragraph A.1 of the first section of our report;
- ◇ Mr. Dick Benschop (since May 20, 2019), Mr. Jos Nijhuis (until May 20, 2019) and Mrs. Jacoba Van der Meijs, directors of your company, and company officers and/or executives of Royal Schiphol Group NV (NV Luchthaven Schiphol).

### Nature and purpose

Shareholders' agreement signed by the French State, represented by the Ministry of the Economy and Finances, and Royal Schiphol Group NV (NV Luchthaven Schiphol).

### Conditions

In connection with the industrial cooperation agreement between NV Luchthaven Schiphol (Schiphol Group) and your company, your Board of Directors approved a shareholders' agreement between the French State and the Schiphol Group in your presence, at its meeting on November 14, 2008. This agreement was entered into on December 1, 2008, for an initial twelve years period.

## 4. With Schiphol Group NV, minority shareholder of your company

### Persons concerned

Mr. Dick Benschop (since May 20, 2019), Mr. Jos Nijhuis (until May 20, 2019) and Mrs. Jacoba Van der Meijs, directors of your company, and company officers and/or executives of Royal Schiphol Group NV (NV Luchthaven Schiphol).

### Nature and purpose, and Conditions

At its meeting on January 18, 2012, your Board of Directors authorized the signature of two agreements that concern the crossed real estate investments linked to the Altaï & Transport real estate operations:

- ◇ "Shareholders' Agreement" - Altaï real estate operation: shareholders' agreement related to the functioning of the company that manages the Altaï building and concluded between S.A.S. Ville Aéroportuaire Immobilier and S.C.I. SRE Holding Altaï in the presence of your company, Schiphol Group, SRE International BV, SRE Altaï BV and S.C.I. Ville Aéroportuaire Immobilier 1.

- ◇ "Joint-Venture Agreement"- Transport real estate operation: shareholders' agreement that governs the functioning of the company that manages the Transport Building in Holland and concluded between your company, Schiphol Real Estate, SRE Transport Beheer BV, on the one hand, and on the other hand, S.A.S. ADP Investissement and S.A.S. ADP Investissement Nederland BV.

These agreements have been concluded for a sixteen-year period starting from the date of signature, i.e. February 1, 2012, and can be renewed every five years by tacit renewal.

## 5. With the City of Paris

### Person concerned

Mrs. Anne Hidalgo, observer of the Board of Directors of your company and mayor of Paris.

### Nature and purpose

Partnership agreement between your company and the City of Paris concerning the exhibition organized in Terminal 1 of the Paris Charles de Gaulle Airport.

### Conditions

At its meeting on February 22, 2017, your Board of Directors authorized the signature of a partnership agreement between the collectivity of the City of Paris and your company that was signed on April 10, 2017 with a term ending on February 28, 2019. The reciprocal services, priced at €120,000 excluding taxes, consist mainly in:

- ◇ For the City of Paris, (i) the transfer of copyrights of the exhibition for a maximum duration of two years, (ii) the provision of public relations areas in the Hôtel de Lauzun located on Île Saint-Louis in Paris (4th district) and (iii) the visibility of group ADP as a partner on its different communication channels;
- ◇ For your company, (i) the provision of an exhibition area located in Terminal 1 of the Paris Charles-de-Gaulle Airport (access tunnel of satellite 7) for a duration of at least two years starting February 2017, (ii) assuming the costs of printing and (iii) the installation of the exhibition and related communication.

## 6. With Média Aéroports de Paris company, joint venture between Aéroports de Paris and JC Decaux

### Person concerned

Mr. Augustin de Romanet, Chairman and CEO of your company and Chairman and Director of Média Aéroports de Paris.

### Nature and purpose

Agreement relating to the diffusion of communication campaigns.

### Conditions

At its meeting on October 18, 2017, your Board of Directors authorized the signature of a framework agreement between Média Aéroports de Paris and your company related to the diffusion of communication campaigns of your company. Your Board of Directors also authorized the CEO, with possibility of sub-delegating his mandate, to sign purchase orders enabling the implementation of this framework agreement. This agreement, signed on October 19, 2017, is intended to define the financial and commercial terms governing your company's diffusion of communication campaigns via the facilities marketed by Média Aéroports de Paris on the platforms of the Paris Charles-de-Gaulle, Paris-Orly and Paris-Le Bourget Airports until December 31, 2021. It also provides for respective discounts of 40% and 45% compared to the standard rates excluding taxes of Média Aéroports de Paris for the digital and non-digital advertising formats.

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## B. Agreements approved in prior years, without effect during the financial year

In addition, we have been informed of the following commitments, previously approved by Shareholders' Meetings of prior years, which had no effect during the year.

### WITH THE FRENCH STATE, THE MAIN SHAREHOLDER OF YOUR COMPANY OR WITH PUBLIC BODIES

#### Persons concerned

The State and the Directors who represent it, mentioned in paragraph A.1 of the first section of this report.

#### 1. Agreement entered into with the French State represented by the Ministry for the Ecological and Solidarity Transition – Civil Aviation Authority, regarding the exchange of lands and buildings

##### Nature and purpose

Agreement regarding the exchange of lands and buildings between your company and the French State (Ministry for the Ecological and Solidarity Transition, Civil Aviation Authority).

##### Conditions

At its meeting on June 28, 2012, your Board of Directors authorized the conclusion of an agreement, signed on November 2, 2012, regarding the conditions of the exchange of lands and buildings of which the French State (DGAC) has no more use and their reintegration in the estate of your company, and the transfer of lands and buildings owned by your company to integrate them in the public domain (DGAC) by taking into account the change in air traffic and the creation of an urban boulevard named "barreau d'Athis-Mons," which will constitute the southern bypass of the Paris-Orly Airport in order to join the RD 118 to the RD 25E.

At its meeting on October 14, 2015, your Board of Directors authorized the conclusion of an amendment to this agreement, in order to redefine the lands and buildings covered by this exchange. These properties, buildings and lands are located in the south-east area of the Paris-Orly Airport.

The transfer of these properties is subject to the following conditions:

- ◇ obtaining from the appropriate authorities a waiver of their preemption rights;

- ◇ agreement from the French State-administered property on the financial evaluation of the global real estate operation;
- ◇ abandonment and reclassification of its public domain by the French State (DGAC) for all lands and buildings to be transferred under this agreement;
- ◇ authorization of the French State (DGAC) given to your company to transfer two plots of land to be used as kennels located in the "blue zone" of the airport hold, pursuant to Article 53 of your company's specifications;
- ◇ obtaining all the necessary reports (asbestos, energy performance diagnostic, termites), for the transfer of the 461 building, module A6/B6.

The exchanges of lands and buildings will be subject to either an administrative certificate or a notarized act covering the transfer of all the above-mentioned properties.

Based on the valuations of the French real estate local services (France Domaine des départements de l'Essonne (91) and du Val-de-Marne (94)), the French State and your company have agreed that these exchanges have an equivalent economic value and would not be subject to any balancing cash payment.

#### 2. Agreement regarding the transfer of lands and parts of buildings, located at the 375 building of the Paris-Orly Airport

##### Nature and purpose

Agreement regarding the transfer of lands and parts of buildings, located at the 375 building of the Paris-Orly Airport.

##### Conditions

At its meeting on June 17, 2015, your Board of Directors authorized an agreement for the transfer of lands and parts of buildings, located at the 375 building of the Paris-Orly Airport, occupied by both your company and the Air and Boarder Traffic Police (DPAF). Signed on September 30, 2015, it provides for the signature of a notarized property transfer resulting in the payment by your company of a balancing cash payment to the French State for €865,000, taxes and duties excluded.

Paris-La Défense, Mars 9, 2020

The Statutory Auditors

DELOITTE & ASSOCIÉS

Olivier Brissand

Christophe Patrier

ERNST & YOUNG Audit

Alban de Claverie

Alain Perroux

## Appendix 1.1: List of new leases and amendments concluded during financial year 2019 with the State pursuant to framework agreements authorized by the Board of Directors of Aéroports de Paris<sup>1</sup>

### Leases concluded with the State - French Ministry of the Interior

pursuant to Article 43 of the Aéroports de Paris specifications within the framework of the 2015 Memorandum of Understanding with the Police Services (expiry 12/31/2019)

#### // TABLE 1: AMENDMENTS TO EXISTING LEASES SIGNED DURING AND/OR FROM FINANCIAL YEAR 2019

Airport	Building	Contract no.	Effective date	Date of signing
Paris-Orly	400	21CI0934 (amendment no. 2)	01/09/2017	12/06/2019
Paris-Orly	400	21CI0935 (amendment no. 2)	07/25/2017	07/10/2019
Paris-Charles de Gaulle	1200	CDGA-31CI0143 (amendment no. 2)	02/28/2019	11/28/2019
Paris-Charles de Gaulle	1200	CDGA-31CI0143 (amendment no. 3)	10/17/2019	11/28/2019
Paris-Charles de Gaulle	1200F	CDGE-31 CI 1351 (amendment no. 1)	02/22/2019	03/22/2019
Paris-Charles de Gaulle	1200	31CI0143 (amendment no. 1)	05/16/2018	11/28/2019
Paris-Charles de Gaulle	1200	31CI0151 (amendment no. 1)	10/10/2017	12/31/2019
Paris-Charles de Gaulle	1400	CDG1-31CI1396 (amendment no. 1)	09/23/2019	Not signed

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#### // TABLE 2: NEW LEASES CONCLUDED DURING FINANCIAL YEAR 2019

Airport	Building	Contract no.	Duration	Financial conditions	Effective date	Date of signing
Paris-Charles de Gaulle	1213N	CDGE-31CI1498	10 months	60% rental reduction	02/22/2019	04/02/2019
Paris-Charles de Gaulle	6020	31CI1543	1 year and 8 months	40% rental reduction	04/07/2018	08/22/2019
Paris-Charles de Gaulle	6020	31CI1548	1 year and 9 months	40% rental reduction	04/01/2018	10/31/2019

### Leases concluded with the State - French Ministry for the Economy and Finance

pursuant to Article 43 of the Aéroports de Paris specifications within the framework of the 2015 Memorandum of Understanding with the Customs Services (expiry 12/31/2019)

#### // TABLE 1: AMENDMENTS TO EXISTING LEASES SIGNED DURING AND/OR FROM FINANCIAL YEAR 2019

Airport	Building	Contract no.	Effective date	Date of signing
Paris-Charles de Gaulle	1200E	CDGE-31CI1356 (amendment no. 3)	11/15/2018	07/04/2019
Paris-Orly	402	21CI050 (amendment no. 4)	05/31/2019	10/17/2019
Paris-Orly	517	21CI0433 (amendment no. 2)	01/01/2020	12/17/2019
Paris-Charles de Gaulle	3700	31CI1430 (amendment no. 2)	12/01/2018	02/08/2019
Paris-Charles de Gaulle	1100	31CI1399 (amendment no. 2)	05/13/2018	04/01/2019
Paris-Charles de Gaulle	1100	CDG1 31CI1399 (amendment no. 3)	09/19/2019	Not signed

<sup>1</sup> Please note that some of these leases had a retroactive effect.

**// TABLE 2: NEW LEASES CONCLUDED DURING FINANCIAL YEAR 2019**

<b>Airport</b>	<b>Building</b>	<b>Contract no.</b>	<b>Duration</b>	<b>Financial conditions</b>	<b>Effective date</b>	<b>Date of signing</b>
Paris-Orly	529	21CI1079	5 years and 1 month	40% rental reduction	11/01/2019	10/17/2019
Paris-Orly	405	21CI1139	7 months	60% rental reduction	06/01/2019	09/27/2019

Leases concluded with the State - Ministry for the Ecological and Inclusive Transition of France pursuant to Article 43 of the Aéroports de Paris specifications within the framework of the Agreement signed with the DGAC (French Civil Aviation Authority) on October 15, 2018 (expiry December 31, 2022)

<b>Airport</b>	<b>Building</b>	<b>Contract no.</b>	<b>Duration</b>	<b>Financial conditions</b>	<b>Effective date</b>	<b>Date of signing</b>
Paris-Charles de Gaulle	1261P	CDGE-31CI1494	5 years	40% rental reduction	01/01/2018	03/20/2019
Paris-Charles de Gaulle	3630	31 CI 1560	5 years	20% rental reduction	01/01/2018	04/03/2019
Paris-Charles de Gaulle	5740	31 CI 1558	5 years	20% rental reduction	01/01/2018	In progress
Paris-Le-Bourget	Land 406	41CI0250	5 years	10% rental reduction	01/01/2018	06/03/2019
Paris-Le-Bourget	27	41CI0232	2 years	10% rental reduction	06/21/2018	In progress
Issy-les-Moulineaux	1	53AO0013	5 years	no rental reduction	01/01/2018	09/30/2019
Toussus-le-noble	Land 127	54CI0102	5 years	10% rental reduction	01/01/2018	02/14/2019
Paris-Orly	Land 808	IMOS-21CI1055	5 years	10% rental reduction	01/01/2018	02/21/2019

## Appendix 1.2: List of leases concluded prior to financial year 2019 with the State pursuant to framework agreements authorized by the Board of Directors of Aéroports de Paris and continued during financial year 2019

### Leases concluded with the State - French Ministry for the Economy and Finance prior to 2019 and continued during financial year 2019

pursuant to Article 43 of the Aéroports de Paris specifications

within the framework of the 2015 Memorandum of Understanding signed with the Customs Services (expiry 12/31/2019)

Aerodrome	Building	Contract no.	Rent recognized <sup>1</sup> during the period (in € ex VAT)	Re-invoicing of Rental expenses during the period <sup>2</sup> (in € ex VAT)	Duration	Financial conditions	Effective date	Date of signing
Paris-Charles de Gaulle	12.00 E	CDGE-31 CI1356(3)	203,245.92	102,938.16	5 years	60% rental reduction	09/30/2016	11/28/2016
Paris-Charles de Gaulle	12.00 F	CDGE-31 CI1355(1)	108,153.12	61,922.16	5 years	60% rental reduction	01/01/2015	06/08/2015
Paris-Charles de Gaulle	12.00 G	CDGE-31 CI1359	7,289.28	3,922.08	5 years	60% rental reduction	01/01/2015	06/08/2015
Paris-Charles de Gaulle	1200 and 1259 LAC	CDGA-31 CI0142 (3)	194,768.04	139,321.20	5 years	60% rental reduction	11/14/2017	10/02/2018
Paris-Charles de Gaulle	14.00 and 14.01	CDG1-31 CI1397 (1)	68,192.96	35,651.96	5 years	60% rental reduction	06/30/2016	07/04/2016
Paris-Charles de Gaulle	1226	CDGA-31 CI0221	127,549.56	61,992.60	5 years	60% rental reduction	08/01/2016	10/28/2016
Paris-Charles de Gaulle	3416	IMON-31 CI1421	67,385.36	31,557.70	5 years	60% rental reduction	01/01/2015	06/30/2015
Paris-Charles de Gaulle	3609	IMON-31 CI1422	1,100.84	1,180.86	5 years	60% rental reduction	01/01/2015	06/08/2015
Paris-Charles de Gaulle	7610	IMON-31 CI1426	74,509.32	30,564.86	5 years	60% rental reduction	01/01/2015	06/25/2015
Paris-Charles de Gaulle	3700	IMON-31 CI1430	56,078.16	32,341.02	5 years	60% rental reduction	01/01/2015	06/15/2015
Paris-Charles de Gaulle	3417	IMON-31 CI1431	11,975.36	6,611.49	5 years	60% rental reduction	01/01/2015	06/08/2015
Paris-Charles de Gaulle	3452	IMON-31 CI 1521 (1)	14,700	8,820	2 years	40% rental reduction	11/01/2018	10/02/2018
Paris-Orly	288	IMOS21 CI0990	133,599.69	66,428.20	5 years	60% rental reduction	01/01/2015	10/20/2015
Paris-Orly	400	21 CI0931 (1)	167,862	94,170	5 years	60% rental reduction	01/01/2015	09/22/2015
Paris-Orly	400	21 CI0932 (1)	48,654	34,704	5 years	60% rental reduction	02/28/2018	05/30/2018
Paris-Orly	Parking 517	21 CI0433 (1)	6,688.24	0	9 years	60% rental reduction	01/01/2009	01/19/2010
Paris-Orly	Land 517	IMOS-21 CI0611	0	45,050	30 years	No expense reduction	11/28/2005	11/28/2005
Issy-les-Moulineaux	1	53AO0007 <sup>3</sup>	185.40	0	5 years	60% rental reduction	01/01/2015	10/12/2015
Paris-Le Bourget	402	41CI0180 <sup>3</sup>	4,322.88	944.64	5 years	60% rental reduction	01/01/2015	01/01/2015

<sup>1</sup> It is noted that the recognised rent and amount of rental expenses invoiced include the financial terms defined by the amendments made in 2015.

<sup>2</sup> Idem.

<sup>3</sup> By omission, this lease did not feature in the 2018 appendix.

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## Leases concluded with the State- French Ministry of the Interior prior to 2019 and continued during financial year 2019

pursuant to Article 43 of the Aéroports de Paris specifications within the framework of the 2015 Memorandum of Understanding with the Police Services (expiry 12/31/2019)

Aerodrome	Building	Contract no.	Rent recognized during the period (in € ex VAT)	Re-invoicing of rental expenses during the period (in € ex VAT)	Duration	Financial conditions	Effective date	Date of signing
Paris-Charles de Gaulle	1200 and 1259 LAC	CDGA-31CI0143 DPAF	258,546.96	185,669.76	5 years	60% rental reduction	01/01/2015	08/27/2015
Paris-Charles de Gaulle	34 57 C	31 CI1445	18,075.56	12,299.26	5 years	60% rental reduction	01/01/2015	06/30/2015
Paris-Charles de Gaulle	12.00 E	CDGE-31 CI1352	182,873.52	92,498.76	5 years	60% rental reduction	01/01/2015	01/01/2015
Paris-Charles de Gaulle	12.00 F	CDGE-31 CI1351 (1)	70,646.28	42,736.44	5 years	60% rental reduction	01/01/2015	01/01/2015
Paris-Charles de Gaulle	12.33 (S3)	CDGE-31 CI1353 (1)	23,084.16	14,435.64	5 years	60% rental reduction	01/01/2015	01/01/2015
Paris-Charles de Gaulle	12.00 G	CDGE-31 CI1354	11,718.60	6,997.68	5 years	60% rental reduction	01/01/2015	01/01/2015
Paris-Charles de Gaulle	12.00 E	CDGE-31 CI1396 <sup>1</sup> (DGSI)	11,702.04	3,586.44	3 years and 8 months	60% rental reduction	04/14/2016	08/25/2016
Paris-Charles de Gaulle	5720	IMON-31 CI1416	8,677.76	5,968.72	5 years	60% rental reduction	01/01/2015	08/24/2015
Paris-Charles de Gaulle	5740	IMON-31 CI1417	27,567.28	28,426.12	5 years	60% rental reduction	01/01/2015	08/24/2015
Paris-Charles de Gaulle	3418B	IMON-31 CI1432	11,712.16	9,365.32	5 years	60% rental reduction	01/01/2015	08/24/2015
Paris-Charles de Gaulle	3421G	IMON-31 CI1433	11,668.00	7,162.56	5 years	60% rental reduction	01/01/2015	08/24/2015
Paris-Charles de Gaulle	14.00 and 14 01	CDG1-31 CI1396	12,454.22	7,675.91	5 years	60% rental reduction	01/01/2015	08/27/2015
Paris-Orly	400	21 CI0936 Amendment no. 1	17,764.28	10,971.10	5 years	60% rental reduction	01/01/2015	Signed, not dated
Paris-Orly	400	21 CI0940	52,819.36	26,780.00	5 years	60% rental reduction	01/01/2015	12/26/2017
Paris-Orly	400	21 CI0934	202,729.87	140,921.59	5 years	60% rental reduction	01/01/2015	10/22/2015
Paris-Orly	400	21 CI0935	208,348.95	162,204.31	5 years	60% rental reduction	01/01/2015	12/04/2015
Paris-Orly	402	ORYW21 CI049	31,619.02	27,364.22	5 years	60% rental reduction	01/01/2015	10/22/2015
Paris-Orly	820	ORYS 21 CI0939	21,604.00	1,218.00	5 years	60% rental reduction	01/01/2015	07/08/2015
Paris Charles de Gaulle	1100	CDG1-31 CI 1398 (amendment no. 1)	78,564.00	84,575.16	5 years	60% rental reduction	03/08/2017	09/08/2017
Paris-Orly	400	21 CI 0934 (amendment no. 2)	206,909	148,447	5 years	60% rental reduction	01/09/2017	In progress
Paris-Orly	400	21 CI 0935 (amendment no. 2)	221,885	177,445	5 years	60% rental reduction	01/09/2017	In progress

Aerodrome	Building	Contract no.	Rent recognized during the period (in € ex VAT)	Re-invoicing of rental expenses during the period (in € ex VAT)	Duration	Financial conditions	Effective date	Date of signing
Paris-Charles de Gaulle	1100	CDG1-31 CI 1404 - DGSI (amendment no. 1)	2,665.40	2,907.88	5 years	60% rental reduction	03/09/2017	09/08/2017
Paris-Le Bourget	48	41CI0181 <sup>1</sup>	9,517.44	1,054.92	5 years	60% rental reduction	01/01/2015	01/01/2015
Issy-les-Moulineaux	Area	53AO0008 <sup>1</sup>	23,837.40	0	5 years	60% rental reduction	01/01/2015	10/12/2015
Toussus-Le-Noble	201	54CI0082 <sup>1</sup>	23,230.56	0	5 years	60% rental reduction	01/01/2015	10/16/2015
Toussus-Le-Noble	202	54CI0083 <sup>1</sup>	4,264.32	0	5 years	60% rental reduction	01/01/2015	10/16/2015
Paris-Charles de Gaulle	CDGA-C (DGSI)	CDGA-31 CI 0151 <sup>1</sup> (amendment no. 1)	8,159.76	3,672.48	5 years	60% rental reduction	10/10/2017	In progress

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<sup>1</sup> By omission, this lease did not feature in the 2018 appendix.

## Leases concluded with the State – Ministry for the Ecological and Inclusive Transition of France prior to 2019 and continued during financial year 2019

pursuant to Article 43 of the Aéroports de Paris specifications within the framework of the Agreement signed with the DGAC (French Civil Aviation Authority) on October 26, 2007 and the one signed on October 15, 2018

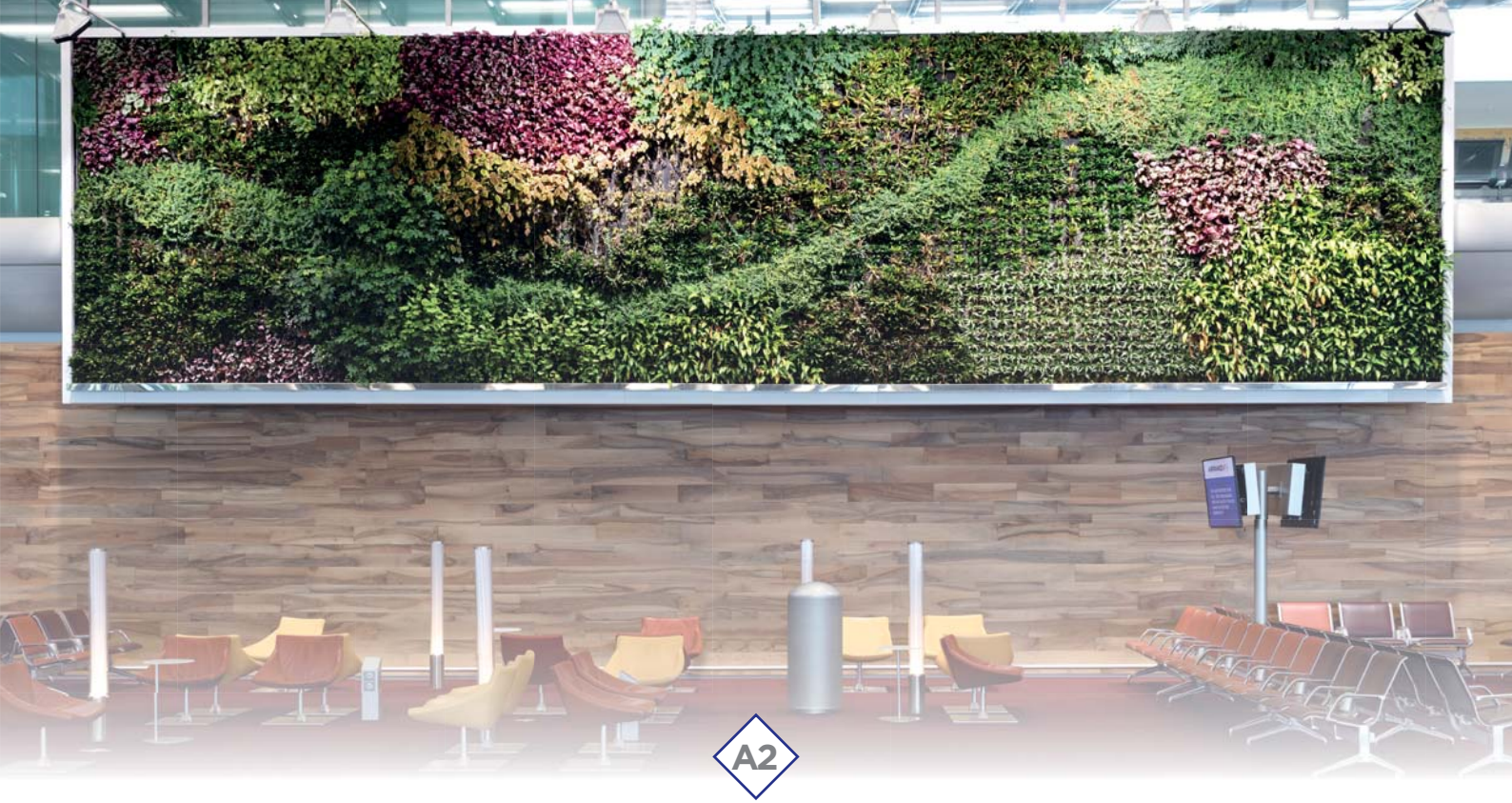
Aerodrome	Building	Contract no.	Rent recognized during the period (in € ex VAT)	Re-invoicing of rental expenses during the period (€ ex VAT)	Duration	Financial conditions	Effective date	Date of signing
Paris-Charles de Gaulle	Land 71 01	IMON-31CI0583	0	0	30 renewable years	Free handover Art. 43 I specifications	07/22/2005	09/24/2009
Paris-Orly	Land 281	IMOS-21CI0450	0	6,389.00	30 renewable years	Free handover Art. 43 I specifications	07/22/2005	09/30/2009
Paris-Charles de Gaulle	3702	31CI1518 <sup>1</sup>	4,846.40	2,052.45	5 years and 3 months	20% rental reduction	09/15/2017	10/03/2017

<sup>1</sup> By omission, this lease did not feature in the 2018 appendix.

## Leases concluded with the State – Ministry for the Ecological and Inclusive Transition of France prior to 2019 and continued during financial year 2019

pursuant to Article 36 of the Aéroports de Paris specifications within the framework of the Agreement signed with the French Air Navigation Services on July 27, 2007 (expiry July 21, 2035)

<b>Aerodrome</b>	<b>Building</b>	<b>Contract no.</b>	<b>Rent recognized during the period (in € ex VAT)</b>	<b>Re-invoicing of rental expenses during the period (€ ex VAT)</b>	<b>Duration</b>	<b>Financial conditions</b>	<b>Effective date</b>	<b>Date of signing</b>
Paris-Charles de Gaulle	1213/1205	CDGE-31C11227	462,157.68	115,907.04	4 years	Current rate decision grid	01/01/2018	12/19/2018



# REPORT ON THE CORPORATE GOVERNANCE OF AÉROPORTS DE PARIS

2019 fiscal period

<p><b>1.1 COMPENSATION</b></p> <p><b>2.2 GOVERNANCE</b></p>	<p><b>339</b></p> <p><b>344</b></p>	<p><b>1.3 ELEMENTS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER</b></p>	<p><b>369</b></p>
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## 1.1 COMPENSATION

### 2020 executive officer compensation policy referred to in article L. 225-37-2 of the French Commercial Code

In application of article L. 225-37-2 of the French Commercial Code, the Board of Directors submits for the approval of the General Meeting of Shareholders the compensation policy which describes all the components of the fixed and variable remuneration of the Chairman and Chief Executive Officer for the financial year 2020.

The compensation policy is in line with Decree no. 2012-915 of 26 July 2012 amending that of 9 August 1953 which capped the compensation of corporate officers of public companies to which this Decree is applicable, including Aéroports de Paris, at €450,000. It consists of a fixed and of a variable portion.

The allocation of the variable portion is based on the achievement of quantitative and qualitative objectives related to the corporate strategy:

- ◆ the definition of the 2021-2025 strategy, which will be based on a consolidated Group approach, and the negotiation with the French State of the next Economic Regulation Agreement are the first objectives for 2020;
- ◆ the goal of providing customers, passengers and airline companies with quality services is, in this respect, the foundation for the company's

commitments and actions. Achievement is measured using the rate of overall satisfaction upon departure (ACI/ASQ index) and is implemented through the Group's attractiveness and service policy;

- ◆ to implement it, given the expected ongoing increase in traffic, existing infrastructure must be maintained and made more efficient, capacity to host and service airlines and customers must be optimised and access to the airports must be improved. Future projects, such as terminal T4, must also be prepared;
- ◆ the realisation and funding of the corresponding investment plan are made possible by an ongoing improvement in the Group's financial performance, resulting in lower tariffs. This is measured in particular by EBITDA and ROCE;
- ◆ sustainable development, environmental and social issues are key strategic challenge that must be included in all the Group's activities. Corporate social responsibility is also a transformation driver in all areas: governance, the environment, human capital, purchases - customers and society;

◆ in 2020, this strategy and the policies implemented are part of a context characterized by the possible privatization provided for by the PACTE law, as in 2019.

The proposed compensation is conditioned by this strategic framework. The compensation for financial year 2020 was adopted by the Board of Directors on 10 February 2020 on the advice of the Compensation, Appointments and Corporate Governance Committee and will be submitted for approval by the French Minister of the Economy within the framework of article 3 of French Decree no. 53-707 of 9 August 1953 (as amended).

We propose that you approve the compensation policy as presented in this report.

Note that the approval of the General Meeting of Shareholders will be required (i) for any changes to the compensation items already approved by the General Meeting of Shareholders, and (ii) for the renewal of Augustin de Romanet's term of office as Chairman and CEO.

Should the General Meeting of Shareholders of 12 May 2020 fail to approve the resolution on the 2020 compensation policy for the Executive Officer, the policy previously approved by the General Meeting of Shareholders of 20 May 2019 in application of article L. 225-37-2 of the French Commercial Code will continue in effect. The Board of Directors will submit a draft resolution on a revised compensation policy for approval to the next General Meeting of Shareholders.

The gross annual amount of the Chairman and CEO's fixed compensation for the year 2020 is set, unchanged, at €350,000.

The Chairman and CEO's maximum annual gross variable compensation is set at €100,000, unchanged. This portion is based on:

- ◆ three quantitative objectives: Group EBITDA, including TAV (weight: 25%), Group ROCE, (constant scope assessed on January 1, 2020) (15%) and passenger satisfaction at departure (10%). The performance level ranges from 70% (nil below this) to 110%;
- ◆ three qualitative objectives:
  - ◆ supporting the process for the potential privatisation provided for under the PACTE law, notably by monitoring the mobilisation of management and the corporate body (15%),
  - ◆ drafting a Group 2021-2025 strategic plan and negotiating the 2021-2025 Economic Regulation Agreement with the government, based on proposals by Aéroports de Paris in its public consultation document of April 2019, and continued studies to ensure the Terminal 4 works can be started at the beginning of 2021 (15%),
  - ◆ environmental and social commitments, and Groupe ADP attractiveness and welcome policy benefitting airlines and passengers (20%).

The performance level for each of these objectives ranges from 80% (nil below this) to 150%.

The Board of Directors will assess how far each of these objectives has been reached. The weighting given to each objective defines the fraction of the variable remuneration linked to it.

The Chairman and CEO's annual gross variable compensation for the 2020 financial year will be submitted for the approval of the Minister of the Economy under article 3 of French Decree no. 53-707 of 9 August 1953. Payment will be subject to approval by the Annual General Meeting of Shareholders to be held in 2021 (called to approve the financial statements for the year ended 31 December 2020) in accordance with the laws in effect.

The Chairman and CEO has a company vehicle and is covered by the contract for contingency insurance and the personal accident policy for employees of Aéroports de Paris. He has no employment contract with Aéroports de Paris and is not entitled to any compensation under a non-competition clause.

The Chairman and CEO does not benefit from any severance bonus or any specific pension scheme. He does not receive any compensation as a director.

The Company has not set up any stock-option or share-purchase schemes that benefit the Chairman and CEO.

Aéroports de Paris has not made any commitments to the Chairman and CEO in terms of compensation, allowances or benefits due or potentially due as a result of taking on, ending or changing their role or after their exercise and, notably, no commitments for retirement benefits or other life annuity benefits.

The maximum amount for the variable component of their compensation has been set as an absolute value, not as a percentage. Decree no. 2012-915 of 26 July 2012 amending that of 9 August 1953 capped the compensation of executive officers of public companies at €450,000. The fixed compensation proposed by the Board of Directors and approved by the Minister of the Economy for the Chairman and CEO is €350,000. It was also decided that the amount of the variable component payable to the Chairman and CEO could enable the statutorily authorised ceiling to be reached: the maximum amount is therefore predefined by the Board of Directors at €100,000 and expressed as a directly readable monetary value.

The table below shows the compensation of the Chairman and CEO compared to the average and median compensation of the Company's employees.

Annual compensation received (in euros)	2019	2018	2017	2016	2015
<b>Chairman and CEO</b>					
Compensation	450,000	450,000	445,500	450,000	445,800
<b>Employees</b>					
Average annual compensation	57,836	56,863	56,148	55,032	54,324
Median annual compensation	52,825	52,780	50,938	49,953	49,370
<b>Chairman and CEO/Employee ratio</b>					
Average annual compensation	7.78	7.91	7.93	8.18	8.21
Median annual compensation	8.52	8.69	8.75	9.01	9.03



## Non-executive officer compensation policy referred to in article L. 225-37-2 of the French Commercial Code

Non-executive officers are compensated solely based on their attendance at Board of Directors' meetings and at the meetings of its committees involved in defining and monitoring Company strategy.

In 2017, the General Meeting of Shareholders of 11 May decided to increase the annual attendance fees to €350,000 to take into account the increase in the number of directors (*i.e.* the director representing the State and those proposed by the State and appointed by the General Meeting of Shareholders) and of eligible non-voting Board members and to enable the revaluation of the unit amounts allocated per session, unchanged since 2008. The new provisions were effective as of 12 May 2017.

An increase in the amount of overall annual compensation will be proposed at the next General Meeting of Shareholders to take into account the appointment of a senior director, the creation of a CSR Committee in 2019 and the actual number of Board of Directors and committee meetings.

Note that the compensation is paid:

- ◆ to the French State budget for the director appointed by government decree (article 5 of Order 2014-948 of 20 August 2014);
- ◆ to the French State budget for directors proposed by the State and appointed by the General Meeting of Shareholders, who are civil servants (article 6 V of the above-mentioned order);
- ◆ to the French State budget for any compensation exceeding a cap set by the regulations in effect for directors proposed by the State and appointed by the General Meeting of Shareholders, who are not civil servants (article 6 V of the above-mentioned order).

Directors representing employees do not receive any compensation.

Aéroports de Paris has not made any commitments to the non-executive corporate officers in terms of compensation, allowances or benefits due or potentially due as a result of taking, ending or changing their roles or after their exercise and, notably, no commitments for retirement benefits or other life annuity benefits.

## Amount of compensation payable and paid to corporate officers during the 2019 financial year: information referred to in article L. 225-37-3 of the French Commercial Code

### Augustin de Romanet – Chairman and CEO, Executive Officer of the Company

The following compensation and benefits were paid or allocated to Augustin de Romanet in respect of his mandate as Chairman and CEO of Aéroports de Paris during financial year 2019 in application of the criteria approved by the General Meeting of Shareholders of Aéroports de Paris of 20 May 2019. In accordance with the laws in effect, payment of the components of annual gross variable compensation to the Chairman and CEO for financial year 2019 will be conditional on approval by the Annual General Meeting of Shareholders to be held on 12 May 2020.

The gross annual amount of fixed compensation payable to the Chairman and CEO was €350,000.

The maximum gross variable compensation of the Chairman and CEO is set at €100,000, *i.e.* 29% of the fixed compensation. It is based on three quantitative objectives (total weight: 50%): Group EBITDA (25%), Group ROCE (15%), passenger satisfaction at departure (10%) and four qualitative objectives (total weight: 50%): involvement in the process leading to eventual privatisation (20%), the Groupe ADP's attractiveness and service policy in favour of airlines and passengers, notably the continuation of the CDG Express project and the opening of the consultation on terminal T4 (10%), the Company's corporate social responsibility, including managerial involvement and employee safety (10%) and the strategy and management policy for subsidiaries and affiliates, notably internationally (10%).

Achievement of each of these objectives will be reviewed by the Board of Directors on 10 February 2020, on the advice of the Compensation, Appointments and Corporate Governance Committee, and submitted for approval by the French Minister of the Economy within the framework of article 3 of Decree 53-707 of 9 August 1953 (as amended).

The weighting given to each objective defines the fraction of the variable remuneration linked to it.

The objectives were achieved, respectively, as follows: 110% for the quantitative objectives (including Group EBITDA = 110%, Group ROCE = 110%, Customer satisfaction at departure = 110%) and 98% for the qualitative objectives (including involvement in eventual privatisation = 100%, the attractiveness and customer service policy = 90%, Corporate Social Responsibility = 100% and the Strategy and management policy for subsidiaries and affiliates = 100%).

A detailed report on the accomplishments and criteria was presented to the Compensation, Appointments and Corporate Governance Committee and to the Board of Directors for deliberation.

In 2019, Groupe ADP management has put in place the studies and elements preparatory to a possible privatization. Furthermore, it remained focused on achieving the 2016-2020 Regulation Agreement objectives and on the Connect 2020 strategic plan. Company employees also remained committed to achieving the Group's objectives.

The Group's strong economic and financial performance was confirmed with Group EBITDA of €1,772 million and Group ROCE of 6.5%, an over-performance compared to the objectives set for the budget.

The Group defined its international strategy for 2025, which was presented during Investors Day on 5 April 2019. The investment strategy focused in particular on providing support to TAV following the end of the Istanbul Atatürk concession and on continuing the work to integrate TAV and AIG.

The ACI/ASQ customer satisfaction score improved significantly, reaching 3.85/5. This was the result of the time management actions implemented (flight punctuality, journey time to the airport, border processing times (notably 105 new Parafe SAS facial recognition gates) and connections). Charles de Gaulle continued its way up the Skytrax ranking, coming in thirtieth place worldwide (ninth in its category). To improve even further, it was agreed that Skytrax would conduct audits (three-year partnership) at Charles de Gaulle and Orly.

In terms of the attractiveness for airline companies, Paris-Charles de Gaulle Airport welcomed 21 new routes and Paris-Orly 13 in 2019.

The consultation on Terminal 4, from February to May 2019, was the subject of a report made public and presented to the CNDP (National Commission for Public Debate) in October. The consultation included meetings with over 6,000 people via a number of different methods:





public meetings, workshops, stands, etc. Following the consultation, the Group undertook 29 new commitments, reflecting the discussions: noise and health, the environment and air quality, health, climate, employment and training, economic development and appeal, integration and the social and solidarity economy, accessibility and mobility at and around the airport and monitoring of the project over the long term.

With respect to CSR, including management involvement and employee safety, it should be noted that there was a very significant decline in the number of workplace accidents resulting in work stoppages, with 12.88 in 2019 compared to 14.62 in 2018 thanks to a targeted multi-year action plan monitored directly by the Executive Committee.

The Chairman and CEO has a company vehicle and is covered by the contract for contingency insurance and the personal accident policy for employees of Aéroports de Paris. He has no employment contract with Aéroports de Paris and is not entitled to any compensation under a non-competition clause.

The Chairman and CEO does not receive multi-year or exceptional variable compensation or any severance bonuses and does not benefit from a specific pension scheme. The Board of Directors acknowledged Augustin de Romanet's decision to waive all compensation for his position as a director of Aéroports de Paris, for which the decision regarding allocation and distribution among the directors was modified by deliberation of the Board of Directors on 15 October 2019.

No stock option plan and no performance share allocation plan have been implemented by the Company for its corporate officers.

No benefits or compensation were paid to Augustin de Romanet by companies controlled by Aéroports de Paris.

The variable portion for 2018 (€ 100,000) of the Chairman and Chief Executive Officer was paid to him in 2019.

<i>(in euros)</i>	2019	2018
Compensation due for the financial year	456,402	456,165
Exercising of options allocated during the course of the financial year	-	-
Exercising of performance-related options allocated during the course of the financial year	-	-
Severance package	None	None
Non-competition benefit	None	None
Supplementary pension scheme	None	None
<b>TOTAL</b>	<b>456,402</b>	<b>456,165</b>

<i>(in euros)</i>	2019		2018	
	Amounts due <sup>1</sup>	Amounts paid <sup>2</sup>	Amounts due	Amounts paid
Fixed compensation	350,000	350,000	350,000	350,000
Variable compensation	100,000	100,000	100,000	100,000
Differed/multi-annual variable compensation	None	None	None	None
Exceptional compensation	-	-	-	-
Director compensation	-	-	-	-
Benefits in kind	6,402	6,402	6,165	6,165
<b>TOTAL</b>	<b>456,402</b>	<b>456,402</b>	<b>456,165</b>	<b>456,165</b>

<sup>1</sup> Subject to approval by the Annual General Meeting of Shareholders of the Company on 12 May 2020.

<sup>2</sup> Approval by the General Meeting of Shareholders on 20 May 2019.

## Compensation paid to Board members and non-voting Board members, non-executive corporate officers

### Compensation paid to Board members

The distribution scale for the attendance fees payable, per session of the Board of Directors and its committees, to the directors appointed by the General Meeting of Shareholders and to the director representing the French State was modified by deliberation of the Board of Directors on 15 October 2019 and approved by the French Minister of the Economy on 16 December 2019, as follows:

- ◇ Director: €1,700;
- ◇ Senior Director: €2,500 for the Board of Directors;

- ◇ Committee chair: €2,500.

This scale does not include a fixed component. It takes into account the appointment of a Senior Director and the creation of a Corporate Social Responsibility Committee, following deliberation by the Board of Directors on 15 July 2019 based on a proposal from the Compensation, Appointments and Corporate Governance Committee.

Augustin de Romanet waived any compensation for his role as a director of Aéroports de Paris.

	Director	Senior Director	Chairman
Board of Directors	€1,700	€2,500	€2,500
Audit and Risk Committee	€1,700	-	€2,500
Strategy and Investment Committee	€1,700	-	€2,500
Compensation, Appointments and Corporate Governance Committee	€1,700	-	€2,500
Corporate Social Responsibility Committee	€1,700	-	€2,500
Ad hoc committees	€1,700	-	€2,500

Gross amount (in euros)	2019	2018
Jacques Gounon	68,100	32,000
Dick Benschop (since 20 May 2019) <sup>1</sup>	1,700	-
Jacoba van der Meijs <sup>1</sup>	17,000	5,100
Vinci represented by Xavier Huillard	32,300	17,000
Jos Nijhuis (until 20 May 2019) <sup>1</sup>	16,900	17,800
Augustin de Romanet	-	-
Predica represented by Françoise Debrus	0	28,800
Director appointed by the French State - Solenne Lepage (until 31 March 2019)	27,200	30,600
Director appointed by the French State - Isabelle Bui (since 20 May 2019)	37,400	-
Director proposed by the French State and appointed by the General Meeting of Shareholders - Geneviève Chauv-Debry	37,400	20,400
Director proposed by the French State and appointed by the General Meeting of Shareholders - Michel Massoni	25,500	15,300
Director proposed by the French State and appointed by the General Meeting of Shareholders - Denis Robin (until 30 October 2018)	-	5,100
Director proposed by the French State and appointed by the General Meeting of Shareholders - Christophe Mirmand (since 24 January 2019)	8,500	-
Director proposed by the French State and appointed by the General Meeting of Shareholders - Fanny Letier (since 20 May 2019)	11,000	-
Director proposed by the French State and appointed by the General Meeting of Shareholders - Perrine Vidalenche	23,800	13,600
<b>TOTAL</b>	<b>306,800</b>	<b>185,700</b>

<sup>1</sup> These amounts were paid to Schiphol Nederland B.V., a subsidiary of the Schiphol Group, in application of a receivable assignment agreement.

## Compensation paid to non-voting Board members

The Board of Directors' meeting of 15 October 2019 also confirmed the withholding of an amount on the overall annual attendance fees allocated to the directors appointed by the General Meeting of Shareholders in order to pay fees to the non-voting Board members, in the amount of half of the compensation paid to a director, i.e. €850 for each attendance at a meeting of the Board or of an ad-hoc committee, and up to ten meetings a year.

The non-voting Board members, appointed by the General Meeting of Shareholders, received compensation for the 2018 and 2019 financial years, paid in 2019 and 2020:

Gross amount (in euros)	2019	2018
Anne Hidalgo	0	0
Bernard Irion (until 20 May 2019)	7,650	7,650
Christine Janodet	8,500	5,950
Gilles Leblanc (until 12 April 2018)	-	850
Valérie Péresse (since 20 May 2019)	1,700	-
Patrick Renaud (since 20 May 2019)	5,950	-

In the event of an ex post negative vote on the remuneration of directors for the 2019 financial year, article L 225-100 of the French Commercial Code provides that the payment of the amount allocated for the current financial year is suspended until the approval by the next General Meeting of Shareholders of the revised remuneration policy.

## 2.2 GOVERNANCE

### Mandates and positions held in companies by the corporate executive officers during the 2019 financial year

#### Directors appointed by the General Meeting of Shareholders

// **Augustin de Romanet** (Chairman and CEO of Aéroports de Paris since 29 November 2012, renewed by the decrees of 24 July 2014 and 29 May 2019)

**DATE OF BIRTH:**

2 April 1961

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

Co-opted by the Board of Directors on 12 November 2012 to replace Mr Pierre Graff, ratified by the General Meeting of Shareholders of 16 May 2013, renewed by the General Meeting of Shareholders of 15 May 2014

**START OF CURRENT MANDATE:**

20 May 2019 (renewed by the General Meeting of Shareholders of 20 May 2019)

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

**Years mandates held within the Groupe ADP**

Retail and services segment:

- ◆ Média Aéroports de Paris, a French simplified joint stock company, joint venture with JC Decaux: Chairman and director
- ◆ Société de Distribution Aéroportuaire (SDA), a French simplified joint stock company, joint venture with Lagardère: member of the Board
- ◆ Relay@ADP, a French simplified joint stock company, joint venture with Lagardère: member of the Management Board

Business Foundation:

- ◆ Business Foundation: Chairman

**Other mandates:**

- ◆ Airport Council International (ACI) Europe, an international non-profit organisation based in Belgium: member of the Board of Directors and of the Executive Committee (mandate ended on 28 June 2019 – New mandate started on 1 January 2020)
- ◆ Régie Autonome des Transports parisiens (RATP), a public industrial and commercial establishment: Director
- ◆ SCOR, listed European company:
  - ◆ Senior Director
  - ◆ Chairman of the Compensation and Appointments Committee
  - ◆ Director of the Crisis Management Committee
  - ◆ Member of the Strategic Committee
  - ◆ Member of the Corporate Social Responsibility, Societal and Sustainable Development Committee
- ◆ Member of the Supervisory Board of Le cercle des économistes SAS, a French company
- ◆ Chairman of the Board of Directors of the Établissement public du domaine national de Chambord (France)
- ◆ Atout France, the French tourism development agency, an Economic Interest Grouping: member of the Board of Directors
- ◆ Paris EUROPLACE, a non-profit organisation: Chairman of the Board of Directors
- ◆ Institut pour l'Innovation Économique et Sociale endowment fund: Director

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

**Years mandates held within the Groupe ADP**

TAV Group, Turkish public limited companies under Turkish law:

- ◆ TAV Havalimanlari Holding A.S. (TAV Airports), a company listed in Turkey, from January 2013 to July 2017: Director and Vice Chairman of the Board of Directors, Vice Chairman of the Corporate Governance Committee, Vice Chairman of the Risk Committee and Vice Chairman of the Appointments Committee
- ◆ TAV Yatirim Holding A.S. (TAV Investment), from February 2013 to July 2017: Director and Vice Chairman of the Board of Directors
- ◆ TAV Tepe Akfen Yatirim Insaat Ve Isletme A.S. (TAV Construction – a subsidiary of Tave Yatirim Holding), from February 2013 to July 2017: Director and Vice Chairman of the Board of Directors

Royal Schiphol Group, a public limited company under Dutch law:

- ◆ Member of the Supervisory Board and the Audit Committee of NV Luchthaven Schiphol, a company governed by Dutch law, from February 2013 to October 2013

**Other mandates:**

- ◆ Chairman of the Board of Directors and of the Executive Committee of ACI Europe from June 2015 to June 2017

## // Jacques Gounon (Independent Director, Senior Director)

### DATE OF BIRTH:

25 April 1953

### NATIONALITY:

French

### DATE OF FIRST APPOINTMENT:

Co-opted on 2 July 2008, ratified by the General Meeting of Shareholders of 28 May 2009

### START OF CURRENT MANDATE:

20 May 2019 (renewed by the General Meeting of Shareholders of 20 May 2019)

### OTHER MANDATES AND DUTIES CURRENTLY HELD

#### Mandates within the GETLINK (GET SE) Group - formerly Eurotunnel

- ◆ Chairman and CEO of the GETLINK Group (GET SE), a European listed company
- ◆ Chairman of France-Manche, a French limited company
- ◆ Chairman of Eurotunnel Holdings, a French SAS
- ◆ Chairman of Eleclink Limited, a British company
- ◆ Director of The Channel Tunnel Group Limited, a British company
- ◆ Director of Eurotunnel SE, a European company incorporated under Belgian law

### MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS

- ◆ None

A2

## // Dick Benschop

### DATE OF BIRTH:

5 November 1957

### NATIONALITY:

Dutch

### DATE OF FIRST APPOINTMENT:

General Meeting of Shareholders of 20 May 2019

### START OF CURRENT MANDATE:

20 May 2019

### OTHER MANDATES AND DUTIES CURRENTLY HELD

- ◆ Chairman & Chief Executive Officer of Royal Schiphol Group - N.V. Luchthaven Schiphol, a public limited company under Dutch law
- ◆ Chairman of the Board of Directors of Oranje Fonds (the Netherlands)
- ◆ Director of Brisbane Airport Corporation (Australia)

### MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS

- ◆ Chairman and Director of Shell Netherlands (the Netherlands) from 2011 to 2015
- ◆ Director of:
  - ◆ Shell Petroleum Company SB (Brunei - Asia) from February 2016 to April 2018
  - ◆ Shell Development BV (Kazakhstan) from February 2016 to April 2018
  - ◆ North Caspian Operating Company NV (the Netherlands) from April 2017 to April 2018
  - ◆ Private Oil Holdings Oman Ltd (the Netherlands) from June 2017 to April 2018
- ◆ Substitute Director of PDO Oil Board (Oman) from 2017 to April 2018

## // Jacoba van der Meijs

### DATE OF BIRTH:

26 January 1966

### NATIONALITY:

Dutch

### DATE OF FIRST APPOINTMENT:

Co-opted by the Board of Directors on 23 May 2017 to replace Ms Els de Groot

### RENEWED BY THE GENERAL MEETING OF SHAREHOLDERS OF 20 MAY 2019

Start of current mandate:

20 MAY 2019

### OTHER MANDATES AND DUTIES CURRENTLY HELD

- ◆ Member of the Executive Board and Chief Financial Officer of Royal Schiphol Group - N.V. Luchthaven Schiphol (a Dutch company)
- ◆ Non-Executive Director of the Supervisory Board and Chairwoman of the Audit Committee of Kendrion NV, a listed Dutch Company (Netherlands)
- ◆ Member of the Board of Directors of Brisbane Airport Corporation (Australia)
- ◆ Member of the Board of Directors and Treasurer of the Nederland Distributie Land (NDL) non-profit organisation

### MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS

- ◆ Non-Executive Director of the Supervisory Board, member of the Audit Committee and member of the Health, Safety, Security, Environment and Quality Committee of Koole Terminals (the Netherlands) from September 2016 to June 2017
- ◆ Vice-Chairwoman Finance Projects for Shell Global Solutions (Netherlands), from 2009 to September 2016

**// Xavier Huillard (Permanent Representative of Vinci)**

**DATE OF BIRTH:**

27 June 1954

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

**Mandates held within the Vinci Group:**

- ◆ Chairman and CEO of VINCI, a French listed limited company
- ◆ Chairman of Vinci Concessions, SAS, a French company
- ◆ Chairman of the Supervisory Board of VINCI Deutschland GmbH
- ◆ Permanent representative of VINCI, Director on the Board of Directors of:
  - ◆ VINCI Energies, a French limited company
  - ◆ La Fabrique de la Cité, Endowment Fund
- ◆ Director of Kansai Airports, Kabustiki Kaisha, a Japanese company
- ◆ Permanent representative of SNEL, Director on the Board of Directors of ASF, a French limited company
- ◆ Permanent representative of Vinci Autoroutes, Director on the Board of Directors of Cofiroute, a French limited company
- ◆ President of Fondation d'entreprise VINCI pour la Cité

**Other mandates:**

- ◆ Director and Chairman of the Compensation Committee of Air Liquide, a French listed limited company
- ◆ Member of the Institut de l'Entreprise Committee
- ◆ Vice-Chairman of the Aurore Association

**DATE OF FIRST APPOINTMENT:**

VINCI appointed as a Director by the General Meeting of Shareholders of 15 May 2014

**START OF CURRENT MANDATE:**

20 May 2019 (renewed by the General Meeting of Shareholders of 20 May 2019)

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Non-voting member of the Board of Directors of Aéroports de Paris, from 01/12/13 to 14/07/14

**Mandates that have expired within the VINCI Group**

- ◆ Permanent representative of VINCI, Director on the Board of Directors of Eurovia, a French simplified joint-stock company (from 2008 to 2015)
- ◆ Chairman of VINCI Concessions Management, a simplified joint stock company (from 2010 to 2014)

**// Françoise Debrus (Permanent Representative of Predica, Independent director)**

**DATE OF BIRTH:**

19 April 1960

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Director of Investments, Crédit Agricole Assurances Solutions

**Other mandates at PREDICA:**

- ◆ Permanent representative of Predica, Director and member of the Audit Committee and of the Appointments and Compensation Committee of Korian, SA, listed in France
- ◆ Member of the Supervisory Board and of the Audit Committee of Altarea SCA, listed in France
- ◆ Member of the Board of Directors and of the Audit Committee of Semmaris, a semi-public French company
- ◆ Member of the Board of Directors of Comexposium, a limited French company
- ◆ Member of the Supervisory Board and of the Audit Committee of Covivio Hôtels, SCA listed in France

**DATE OF FIRST APPOINTMENT:**

PREDICA appointed as a Director by the General Meeting of Shareholders of 15 May 2014

**START OF CURRENT MANDATE:**

20 May 2019 (renewed by the General Meeting of Shareholders of 20 May 2019)

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Permanent representative of Crédit Agricole Assurance, Director of Générale de Santé, a listed limited company, from June 2015 to December 2015
- ◆ Permanent representative of Predica, Director and member of the Audit Committee:
  - ◆ Eurosic, a limited company, from June 2011 to August 2017
- ◆ Permanent representative of PREDICA, Director:
  - ◆ MEDICA, a limited company, from June 2012 to March 2014
- ◆ Director of:
  - ◆ RAMSAY SANTE, a limited company, from March 2009 to June 2015
  - ◆ Foncière Développement Logements, SA, from March 2009 to January 2016
  - ◆ Beni Stabili, an Italian listed company (SIIC) from April 2013 to November 2016

## Director representing the French State

### // Isabelle Bui

**DATE OF BIRTH:**

15 February 1982

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Director of Transport Acquisitions - Agence des participations de l'État - Ministry of the Economy and Finance
- ◆ Member of the Board of Directors representing the French State:
  - ◆ RATP (Régie autonome des transports parisiens) - Public industrial and commercial establishment
  - ◆ Engie, a listed French limited company

**DATE OF FIRST APPOINTMENT:**

Decree of 20 May 2019, replacing Ms Solenne Lepage

**START OF CURRENT MANDATE:**

11 May 2017

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Director of La Monnaie de Paris (EPIC) from June 2014 to 2016
- ◆ Secretary General of the Club de Paris at the Directorate-General for Treasury, Ministry of Economy and Finance, from 2017 to 2019
- ◆ Bureau Chief of banking and payment services office of the Directorate-General for Treasury, Ministry of Economy and Finance, from 2014 to 2017

## Directors appointed by the General Meeting of Shareholders on proposal by the French State



### // Genevieve Chaux Debry

**DATE OF BIRTH:**

18 June 1958

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Chairwoman of the Supervisory Board of Aéroport de Bordeaux-Mérignac, a French non-listed limited company
- ◆ Honorary senior civil servant.

**DATE OF FIRST APPOINTMENT:**

Decree of 11 July 2014

**START OF CURRENT MANDATE:**

11 May 2017, renewed by the General Meeting of Shareholders of 11 May 2017, on proposal by the French State

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Rapporteur at the *Cour des Comptes* (French State Audit Office) from April 2013 to July 2015

### // Fanny Letier

**DATE OF BIRTH:**

15 March 1979

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Co-founder and CEO of Geneo Capital Entrepreneur, a management fund to support SME and mid-market company growth in France
- ◆ Chairwoman of G4 partners, a management company, France
- ◆ Director of bioMérieux, a listed French limited company
- ◆ Director of Nexans, a listed French company
- ◆ Director of the Institut français des administrateurs (IFA)
- ◆ Senior civil servant

**START OF CURRENT MANDATE:**

20 May 2019, appointed by the General Meeting of Shareholders of 20 May 2019, on proposal by the French State

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Executive Director responsible for the SME equity division and support coordination and member of the Executive Committee of BPIfrance (from 2015 to 2018)
- ◆ CEO of BPIfrance Investissements Régions (from September 2013 to March 2015)



## // Michel Massoni

**DATE OF BIRTH:**

20 September 1950

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

Decree of 26 April 2013, to replace Ms Régine Bréhier

**RENEWAL OF MANDATE:**

Decree of 11 July 2014

**START OF CURRENT MANDATE:**

11 May 2017, renewed by the General Meeting of Shareholders, on proposal by the French State

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Associate member of the General Council for the Environment and Sustainable Development – Ministry for Ecological and Inclusive Transition

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◇ Coordinator of the Economy and Regulation college at the Ministry for Ecological and Inclusive Transition from October 2007 to October 2017
- ◇ Chairman of the Board of Directors of the Railway Safety Public Establishment, from August 2015 to December 2017

## // Christophe Mirmand

**DATE OF BIRTH:**

22 July 1961

**NATIONALITY:**

French

**DATE OF APPOINTMENT:**

Co-opted on proposal by the French State during the Board of Directors' meeting of 24 January 2019 to replace Mr Denis Robin, ratified by the General Meeting of Shareholders of 20 May 2019

**START OF CURRENT MANDATE:**

11 May 2017

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Senior Prefect – General Secretary at the French Ministry of the Interior

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

## // Perrine Vidalenche

**DATE OF BIRTH:**

26 December 1956

**NATIONALITY:**

French

**DATE OF APPOINTMENT:**

Appointed by the General Meeting of Shareholders of 11 May 2017, on proposal by the French State

**START OF CURRENT MANDATE:**

11 May 2017

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Independent Director and member of the Risk Committee and of the Compensation Committee of Orange Bank, a French limited company with a Board of Directors
- ◇ Member of the Supervisory Board and of the Audit Committee of CDC Habitat, a semi-public French limited company and real estate subsidiary of Caisse des Dépôts
- ◇ Independent Director and Chairwoman of the Audit Committee of Ceetrus, a French limited company with a Board of Directors
- ◇ Chairwoman of the Audit Committee and member of the Supervisory Board of Semop – Gare du Nord 2024, a semi-public, French single purpose company

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

**Mandates within the Crédit Immobilier Group**

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

## Directors representing employees

### // Brigitte Blanc

**DATE OF BIRTH:**

25 November 1962

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

15 July 2014, elected on 20 May

**START OF CURRENT MANDATE:**

15 July 2019, re-elected on 22 May 2019

**SPONSORED BY THE:**

CGT union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Aéroports de Paris Cross-divisional Affairs Executive in charge of monitoring the customer relationship with the French Civil Aviation Authority (SNAsRP) for Paris-Charles de Gaulle and Paris-Le Bourget
- ◇ Director representing the employees at the Fondation d'Entreprise

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◇ None

### // Fayçal Dekkiche

**DATE OF BIRTH:**

10 May 1966

**NATIONALITY:**

Algerian

**DATE OF APPOINTMENT:**

Elected on 22 May 2019

**START OF CURRENT MANDATE:**

15 July 2019

**SPONSORED BY THE:**

CFE-CGC union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Aéroports de Paris Operations Security Coordinator within Paris-Charles de Gaulle Airport management

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◇ None

### // Nancy Dunant

**DATE OF BIRTH:**

17 November 1962

**NATIONALITY:**

French

**DATE OF APPOINTMENT:**

Elected on 22 May 2019

**START OF CURRENT MANDATE:**

15 July 2019

**SPONSORED BY THE:**

CFE-CGC union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◇ Responsible for the internal control unit of Aéroports de Paris within the Services, Logistics and Purchasing Division

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◇ None

A2

**// Frédéric Gillet**

**DATE OF BIRTH:**

19 February 1972

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

15 July 2014, elected on 20 May 2014

**START OF CURRENT MANDATE:**

15 July 2019 (re-elected on 22 May 2019)

**SPONSORED BY THE:**

CFDT union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

◇ Aéroports de Paris firefighter at Paris-Charles de Gaulle

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

◇ None

**// Jean-Paul Jouvent**

**DATE OF BIRTH:**

31 January 1961

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

18 December 2008, renewed on 15 July 2014

**START OF CURRENT MANDATE:**

15 July 2019 (re-elected on 22 May 2019)

**SPONSORED BY THE:**

UNSA/SAPAP union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

◇ Head of the Employee Savings and Shareholdings Division in the Aéroports de Paris' Human Resources Division

◇ Chairman of the Supervisory Board of:

- ◆ FCPE ADP DIVERSIFIE PRUDENT
- ◆ FCPE ADP DIVERSIFIE DYNAMIQUE
- ◆ FCPE ADP ACTIONNARIAT SALARIE
- ◆ FCPE ADP OBLIGATIONS

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

◇ None

**// Joel Vidy**

**DATE OF BIRTH:**

30 December 1960

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

1 March 2018 replacing Mr Frédéric Mougin

**START OF CURRENT MANDATE:**

15 July 2019 (re-elected on 22 May 2019)

**SPONSORED BY THE:**

CGT union

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

◇ Planning and Scheduling Technician at the Technical Process and Luggage Division at Paris-Orly airport

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

◇ None

## Non-voting Board members

### // Anne Hidalgo

**DATE OF BIRTH:**

19 June 1959

**NATIONALITY:**

French

**DATE OF APPOINTMENT:**

Provisionally appointed by the Board of Directors of 8 July 2015 and ratified by the Annual General Meeting of Shareholders of 3 May 2016

**START OF CURRENT MANDATE:**

20 May 2019, renewed by the General Meeting of Shareholders of 20 May 2019

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Mayor of Paris
- ◆ Chairwoman of the Supervisory Board of the Paris Public Hospital Authority (APHP) – Public health establishment
- ◆ Vice Chairman of Métropole du Grand Paris, public institution for inter-municipal cooperation
- ◆ Chairwoman of the Departmental Council – Public Authority
- ◆ Chairwoman of Société de livraison des ouvrages olympiques, a public establishment
- ◆ Vice Chairwoman of the Organising Committee for the Olympic Games

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Chairwoman of:
  - ◆ Cities Climate Leadership Group (C 40), (organisation) from 8 August 2016 to 1 Decemb<sup>er</sup> 2019
  - ◆ APUR Association from 2008 to 2014
  - ◆ Pavillon de l'Arsenal Association from 2008 to 2014
- ◆ Chairwoman of the Supervisory Board of Hôpital Necker, a public health establishment, from 2008 to 2014
- ◆ Director of:
  - ◆ SemPariSeine from 2008 to 2014
  - ◆ the Fondation Mémoire pour la Shoah from 2012 to 2014

A2

### // Christine Janodet

**DATE OF BIRTH:**

29 September 1956

**NATIONALITY:**

French

**DATE OF FIRST APPOINTMENT:**

General Meeting of Shareholders of 28 May 2009, renewed by the General Meeting of Shareholders of 15 May 2014

**START OF CURRENT MANDATE:**

20 May 2019, renewed by the General Meeting of Shareholders of 20 May 2019

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Mayor of Orly
- ◆ Departmental Councillor for the Val-de-Marne
- ◆ Vice Chairwoman of Grand Orly Seine Bièvres (GOSB), a regional public establishment
- ◆ Director of Valophis, HLM office

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ None

## // Valérie Péresse

**DATE OF BIRTH:**

14 July 1967

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Chairwoman of the Île-de-France regional council
- ◆ Île-de-France regional councillor (section: Yvelines)
- ◆ Chairwoman of the Board of Directors of the Établissement public d'aménagement Paris-Saclay (EPAPS)
- ◆ Chairwoman of the Board of Directors of Grand Paris aménagement (EPIC)
- ◆ Member of the SNCF Supervisory Board, as a STIF representative
- ◆ Director of Business France, as Chairwoman of the Regional Council
- ◆ First Vice Chairwoman of the Association des régions de France (ARF)
- ◆ Member of the Orientation Committee of the Observatoire des finances et de la gestion publique locales
- ◆ Chairwoman (in her professional capacity) of the Board of Directors of IDF Mobilités
- ◆ Chairwoman (in her professional capacity) of the Institut Paris Région (formerly IAU)
- ◆ Member (in her professional capacity) of the Supervisory Board of Société du Grand Paris

**START OF CURRENT MANDATE:**

20 May 2019, appointed by the General Meeting of Shareholders of 20 May 2019

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Former Deputy for Yvelines (2nd district: Vélizy-Chevreuse) from June 2012 to January 2016
- ◆ Former counsel at the Council of State from February 1995 to November 2015

## // Patrick Renaud

**DATE OF BIRTH:**

6 August 1947

**NATIONALITY:**

French

**OTHER MANDATES AND DUTIES CURRENTLY HELD**

- ◆ Chairman of the Communauté d'Agglomération Roissy Pays de France
- ◆ Chairman of the Roissy Dev-Aerotropolis economic development agency
- ◆ Chairman of the Club des Acteurs du Grand Roissy
- ◆ Chairman of Euro Carex and Roissy Carex
- ◆ First Deputy to the Mayor of Roissy-en-France, Val d'Oise
- ◆ Director of Grand Paris Aménagement
- ◆ Member of the Club des Acteurs du Grand Paris Committee
- ◆ Director of the NGO Acting for Life

**START OF CURRENT MANDATE:**

20 May 2019, appointed by the General Meeting of Shareholders of 20 May 2019

**MANDATES AND DUTIES COMPLETED DURING THE PAST FIVE YEARS**

- ◆ Chairman of the Association des Collectivités du Grand Roissy from 2011 to 2016
- ◆ Chairman of the Communauté d'Agglomération Roissy Porte de France from 2001 to 2016
- ◆ Chairman of Roissy Développement, an economic development agency of the Communauté d'Agglomération Roissy Porte de France, from 2014 to 2015
- ◆ Chairman of SIEVO (Syndicat Intercommunal d'Etudes et de Programmation pour le développement de l'Est du Val d'Oise) from 2002 to 2014

Agreements reached directly or via a third party between, on the one hand, a corporate officer or one of the shareholders with more than 10% of the voting rights of Aéroports de Paris and, on the other, another company controlled by Aéroports de Paris as meant by article L. 233-3 of the French Commercial Code, with the exception of agreements related to current operations agreed under normal terms and conditions.

During the financial year ended on 31 December 2019, no agreements were reached directly or via a third party between, on the one hand, a corporate officer or one of the shareholders with more than 10% of the voting rights of Aéroports de Paris and, on the other, another company controlled by Aéroports de Paris as meant by article L. 233-3 of the French Commercial Code, with the exception of agreements related to current operations agreed under normal terms and conditions.

## Summary of the delegations in effect granted by the General Meeting of Shareholders for capital increases

A2

The table below summarises the financial delegations agreed by the Aéroports de Paris' Combined General Meeting of 4 May 2018 that were in effect at the date of publication of this document. None of these delegations was used during the 2019 financial year.

Purpose of the financial authorisations/delegations granted to the Board of Directors currently in effect	Maximum nominal amount (26-month authorisation)
Share capital increase <sup>a</sup> with preservation of the pre-emptive subscription right (DPS). Price: set by the Board of Directors in accordance with the applicable legal provisions.	Share capital increase: €97 million <sup>P16</sup> (i.e. approximately 33% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>a</sup> with removal of the pre-emptive subscription right, through a public offering. Price: set by the Board of Directors and equal to at least the minimum amount provided for by the laws and regulations in effect, i.e. to date, a price at least equal to the weighted average price over the last three trading sessions preceding its setting, potentially decreased by a maximum discount of 5% <sup>c</sup> .	Share capital increase: €29 million <sup>P36</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>a</sup> with removal of the pre-emptive subscription right, through a private placement offer. Price: same rules as for setting the price in the event of an issue with the removal of pre-emptive subscription rights through a public offering.	Share capital increase: €29 million <sup>P36</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Increase in the number of securities in the case of an issue with or without pre-emptive subscription rights. Price: same rules as those applicable to the delegation for which the number of shares is increased.	Increase in the number of securities to be issued: 15% of the original issue <sup>P46</sup> .
Capital increase through the incorporation of premiums, reserves, profits or other through the creation and free allocation of shares and/or an increase in the par value of existing shares. The Board of Directors sets the amount and the type of sums to be incorporated in the capital and the number of shares to be issued and/or whose par value will be increased.	Share capital increase: €97 million <sup>5</sup> (i.e. approximately 33% of the capital).
Share capital increase <sup>b</sup> reserved for subscribers to an Employee Savings Scheme. Price: set in accordance with the provisions of the Labour Code (article L. 3332-19 et seq.) and not higher than the average price listed for the last 20 trading sessions preceding the setting of the subscription opening date and not more than 20% below [(or 30% when the lock-up period of the plan is more than 10 years)] this average <sup>a</sup> .	Share capital increase: €2.9 million <sup>P3</sup> (i.e. approximately 1% of the capital).



Purpose of the financial authorisations/delegations granted to the Board of Directors currently in effect	Maximum nominal amount (26-month authorisation)
Share capital increase <sup>b</sup> in payment for a public exchange offer initiated by the Company. Exchange parity, amount of the balance and price: set by the Board of Directors in accordance with the applicable legal provisions.	Share capital increase: €29 million <sup>P 3</sup> (i.e. approximately 10% of the capital). Issue of securities giving access to debt: €500 million <sup>2</sup> .
Share capital increase <sup>b</sup> with a view to payment in contributions in kind. Price: the Board of Directors sets the number of shares to be issued and their characteristics in accordance with the applicable legal provisions.	Share capital increase: 10% of share capital at the time of the issue <sup>P 3</sup> .
Dilutive share capital increase (global cap).	Global cap on dilutive share capital increases: €97 million Global cap to which the following sub-caps are added: €97 million, or approximately 33% of the capital for share capital increases with preservation of pre-emptive subscription rights <sup>1</sup> ; €29 million, or approximately 10% of the capital for share capital increases with removal of pre-emptive subscription rights <sup>3</sup> ; €29 million, or approximately 10% of the capital for share capital increases during public offer periods <sup>6</sup> .
Increases in the share capital during public offer periods (global cap). For resolutions 19, 20, 21 and (when used in connection with an issue under resolutions 19, 20 or 21) 22.	Global cap for share capital increases during public offer periods: €29 million <sup>P 3 6</sup> or approximately 10% of the capital.

**Caps:**

<sup>P</sup> With attribution to the global cap for dilutive capital increases of €97 million par value.

<sup>1</sup> With attribution to the sub-cap for capital increases with preservation of pre-emptive subscription rights of €97 million par value.

<sup>2</sup> With attribution to the global cap for issues of Company debt securities of €500 million.

<sup>3</sup> With attribution to the sub-cap for capital increases with removal of pre-emptive subscription rights of €29 million par value.

<sup>4</sup> With, for an issue with preservation of pre-emptive subscription rights, attribution to cap<sup>1</sup> and for an issue with removal of pre-emptive subscription rights, attribution to cap<sup>3</sup>.

<sup>5</sup> Without attribution to the global cap for dilutive capital increases.

<sup>6</sup> With attribution to the sub-cap of capital increase of €29 million par value in the event of a capital increase during the period of an offer on the Company.

**Notes**

<sup>a</sup> Issue of Company shares or securities giving access to the capital of the Company or of a subsidiary.

<sup>b</sup> Issue of Company shares or securities giving access to the capital of the Company.

<sup>c</sup> Note that in the event of the issue of securities giving access to the capital, the issue price will be such that the amount immediately received by ADP (or the subsidiary in question in the event of an issue of securities giving access to the ordinary shares of a subsidiary) increased, where applicable, by that which may be received by it (or the subsidiary in question) at a later time, will be at least equal to the same minimum amount provided for by law.

<sup>d</sup> The Board of Directors is authorised to reduce or eliminate the discount provided for in articles L. 3332-19 et seq. of the French Labour Code within legal and regulatory limits, if it deems it necessary, in order to take into account legal, accounting, tax and social regulations applicable locally. The Board of Directors is also authorised to allocate free shares to said beneficiaries, in addition to the shares or securities which are equity securities giving access to capital to be subscribed in cash, shares or securities which are equity securities giving access to capital to be issued or already issued in substitution for all or part of the discount provided for in articles L. 3332-19 et seq. of the French Labour Code and/or as a contribution, within the legal and regulatory limits applicable under articles L. 3332-10 et seq. and L. 3332-18 et seq. of the French Labour Code.

## Composition of the Board of Directors and conditions for preparing and organising its work

Since 22 July 2005, Aéroports de Paris has been a limited company with a Board of Directors whose securities have been admitted for trading on a regulated market (Euronext Paris) since 16 June 2006.

### Composition of the Board of Directors as at 31 December 2019

The Company has been managed by a Board of Directors since 11 May 2017, in accordance with Order no. 2014-948 of 20 August 2014 on governance and the capital transactions of companies with public shareholding and article 13 of the Articles of Association of Aéroports de Paris.

The Board of Directors consists of three to eighteen members in accordance with article 13 of the Company's Articles of Association. It currently consists of six directors appointed by the General Meeting of Shareholders, one director representing the French State, five directors proposed by the French State and appointed by the Annual General Meeting of Shareholders and six directors representing employees.

The shareholders, at the General Meeting of Shareholders of 20 May 2019, renewed the mandates of Augustin de Romanet, Jacques Gounon, Jacoba van der Meijs, Vinci, represented by Xavier Huillard, and Predica Prévoyance Dialogue du Crédit Agricole, represented by Françoise Debrus, and appointed Dirk Benschop.

In application of the above-mentioned order, the director representing the French State is Isabelle Bui. She was appointed by decree on 20 May 2019 to replace Solenne Lepage who resigned on 31 March 2019. Following a proposal by the French State, the General Meeting of Shareholders held on 11 May 2017 appointed Michel Massoni, Geneviève Chauv Debry and Perrine Vidalenche. The General Meeting of Shareholders of 20 May 2019 ratified the co-opting of Christophe Mirmand to replace Denis Robin (who resigned as of 30 October 2018) and appointed Fanny Letier.

The directors representing employees were elected on 22 May 2019, in line with the law of 26 July 1983 on the democratisation of the public sector, by the employees of Aéroports de Paris and certain subsidiaries. They are Brigitte Blanc (CGT), Nancy Dunant (CFE/CGC), Fayçal Dekkiche (CFE/CGC), Frédéric Gillet (CFDT), Jean-Paul Jouvent (UNSA/SAPAP) and Joël Vidy (CGT).

In application of article 13 of the Articles of Association, non-voting Board members attend meetings of the Board of Directors in an advisory capacity. Anne Hidalgo, Christine Janodet, Valérie Péresse and Patrick Renaud were appointed or renewed as non-voting Board members by the General Meeting of Shareholders on 20 May 2019.

Pursuant to article 13 of the Company's Articles of Association, the mandate for directors and non-voting Board members is for five years.

Article R. 251-1 of the French Civil Aviation Code makes provision for the minister in charge of civil aviation to appoint by decree a Government Commissioner and a Deputy Government Commissioner entitled to sit on the Aéroports de Paris Board of Directors in a consultative capacity. Patrick Gandil, Director General of the French Civil Aviation Authority and Marc Borel, Director of Air Transport, were appointed Government Commissioner and Deputy Government Commissioner respectively at Aéroports de Paris by order of the Civil Aviation Minister on 19 October 2007 and 15 June 2015.

Béatrice Mathieu de Lavergne, Economic and Financial Corporate Controller and Pascal Papaux, appointed Secretary of the Works Committee, also attend Board meetings in a non-voting capacity.

## Principles of diversity and of balanced representation of women and men on the Board and management bodies

The policy of balanced representation and diversity applied to the composition of the Board of Directors takes into account the complexity and the many different activities of Groupe ADP.

Both the organisation of the Board and its composition are appropriate with regard to the shareholding, the nature of Aéroports de Paris' core business and, in particular, its public service mission as an airport.

Given Aéroports de Paris' activities, directors are selected from among representatives of the air transport world, managers of major French and international industrial companies and experts in the environmental fields in which the Company operates. The directors representing employees also contribute their point of view on subjects discussed. In addition, debates are enriched by two foreign directors. Lastly, discussions are clarified by the non-voting Board members, who have valuable experience in the areas of the greater Paris region where the airports are located.

The composition, with diverse and complementary profiles, ensures discussions with a range of relevant outlooks. All the directors are jointly responsible for developing collective operations, which is a necessary prerequisite for high quality management.

The goal is to guarantee shareholders and the market that it will carry out its duties competently, independently and objectively. The composition of the committees is based on the same principles of balanced composition.

The age of the members of the Board of Directors is balanced, ranging from 37 to 69, and averaging 57. As regards the balanced representation of women and men, of the 12 directors in question (the directors elected by employees are excluded from the calculation) as of 31 December 2019, six were women and six were men (50%).

Moreover, Aéroports de Paris implements a global non-discrimination and diversity policy. The Company and its subsidiaries signed the Diversity Charter in 2013. A framework agreement on diversity was signed for Aéroports de Paris SA on 27 April 2017. The provisions are a continuation of agreements which reflect the Company's long-standing commitment to ensuring equal opportunity. New three-year agreements were signed in 2019 covering workplace equality for men and women, the employment of disabled workers and human resource and skills management planning, which incorporates provisions for young people and seniors.

This policy was discussed by the Board of Directors on 15 October 2019.

With respect to the equality of women and men in the workplace, in particular, the 2017-2019 agreement sets objectives to ensure gender balance at all levels and for new hires, notably in management, and to identify and support women with potential. Women accounted for 36% of the members of the Management Committees and 8% of the Executive Committee in 2019.



## Summary presentation of the Board of Directors as at 31 December 2019

	Age	Gender	Nationality	Number of shares as at 31/12/2019	Number of mandates in listed companies including foreign ones	Independence as defined in the AFEP-MEDEF Code	
						Non-independent	Independent
<b>CHAIRMAN AND CEO</b>							
<b>THE CURRENT MANDATE CAME INTO EFFECT ON 20 MAY 2019, FOR A PERIOD OF FIVE YEARS</b>							
Augustin de Romanet	58	Male	French	300	2	Chairman and CEO	
<b>DIRECTORS APPOINTED BY THE GENERAL MEETING OF SHAREHOLDERS</b>							
<b>THE MANDATE CAME INTO EFFECT ON 20 MAY 2019, FOR A PERIOD OF FIVE YEARS</b>							
Jacques Gounon	66	Male	French	300	2		Independent director
Jacoba van der Meijs	53	Female	Dutch	1	2	Executive officer of Royal Schiphol Group, whose Board of Directors includes an ADP director	
Dirk Benschop	61	Male	Dutch	1	1	Executive officer of Royal Schiphol Group, whose Board of Directors includes an ADP director	
Vinci represented by Xavier Huillard	65	Male	French	7,916,848	2	Significant business relationship	
Predica represented by Françoise Debrus	59	Female	French	5,051,791	3		Independent director
<b>DIRECTOR REPRESENTING THE FRENCH STATE, APPOINTED BY DECREE ON 20 MAY 2019</b>							
<b>THE MANDATE CAME INTO EFFECT ON 11 MAY 2017, FOR A PERIOD OF FIVE YEARS</b>							
Isabelle Bui	37	Female	French	0 <sup>1</sup>	2	Majority shareholder	
<b>DIRECTORS APPOINTED BY THE GENERAL MEETING OF SHAREHOLDERS ON 11 MAY 2017 AND 20 MAY 2019, ON PROPOSAL BY THE FRENCH STATE</b>							
<b>THE MANDATES OF FANNY LETIER CAME INTO EFFECT ON 11 MAY 2017 AND 20 MAY 2019, FOR A PERIOD OF FIVE YEARS</b>							
Genevieve Chaux Debry	61	Female	French	0 <sup>1</sup>	1	Appointed on proposal by the French State	
Michel Massoni	69	Male	French	0 <sup>1</sup>	1	Appointed on proposal by the French State	
Christophe Mirmand	58	Male	French	0 <sup>1</sup>	1	Appointed on proposal by the French State	
Perrine Vidalenche	63	Female	French	0 <sup>1</sup>	1	Appointed on proposal by the French State	
Fanny Letier	40	Female	French	0 <sup>1</sup>	3	Appointed on proposal by the French State	

<sup>1</sup> The directors representing the interests of the French State as a shareholder are exempted from holding a minimum number of Company shares as set out in the Articles of Association (articles 5 and 6 of Order no. 2014-948 of 20 August 2014).

## Committee members

Initial date of appointment	Expiry of the mandate	Seniority on the Board	Audit and Risk Committee	Strategy and Investment Committee	Compensation, Appointments and Corporate Governance Committee	Ad-hoc committees Terminal T4 project	CSR Committee
29/11/2012	2024 GM	7 years		Chairman X			
02/07/2008	2024 GM	11 years	Chairman X		X		
23/05/2017	2024 GM	2 years		X			
20/05/2019	2024 GM	Less than 1 year					
15/07/2014	2024 GM	5 years			X		
15/07/2014	2024 GM	5 years	X		Chairwoman X	X	X
20/05/2019	May 2022	Less than 1 year	X	X	X		
15/07/2014	2022 GM	5 years		X			
26/04/2013	2022 GM	6 years				X	
24/01/2019	2022 GM	Less than 1 year					
11/05/2017	2022 GM	2 years					X
20/05/2019	2024 GM	Less than 1 year					Chairwoman X

A2

	Age	Gender	Nationality	Number of shares as at 31/12/2019	Number of mandates in listed companies	Independence as defined in the AFEP-MEDEF Code	
						Non-independent	Independent
<b>DIRECTORS REPRESENTING EMPLOYEES</b>							
<b>THE MANDATE CAME INTO EFFECT ON 15 JULY 2019, FOR A PERIOD OF FIVE YEARS</b>							
Brigitte Blanc (CGT)	57	Female	French	0 <sup>2</sup>	0	Not included in the calculation	
Nancy Dunant (CFE/CGC)	57	Female	French	0 <sup>2</sup>	0	Not included in the calculation	
Fayçal Dekkiche (CFE)	53	Male	Algerian	0 <sup>2</sup>	0	Not included in the calculation	
Frédéric Gillet (CFDT)	47	Male	French	0 <sup>2</sup>	0	Not included in the calculation	
Jean-Paul Jouvent (UNSA/SAPAP)	58	Male	French	0 <sup>2</sup>	0	Not included in the calculation	
Joël Vidy (CGT)	59	Male	French	0 <sup>2</sup>	0	Not included in the calculation	

<sup>2</sup> The directors representing the employees are exempted from holding a minimum number of Company shares as set out in the Articles of Association (Article 21 of Law 83-675 of 26 July 1983).

The derogation from the AFEP-MEDEF Code recommendation regarding the rule on the minimum of one-third Independent Directors in controlled companies is justified below.

## Attendance of the members of the Board of Directors in office at 31 December 2019

The attendance rate is calculated for the sessions to which the directors were invited and excludes those for which the directors had a conflict of interest

Director	Board of Directors	Audit and Risk Committee	Compensation, Appointments and Corporate Governance Committee	Strategy and Investment Committee	Ad hoc Committee - Terminal T4 project	CSR Committee
Augustin de Romanet	100%			100%		
Jacoba van der Meijs	86%			50%		
Jacques Gounon	100%	100%	100%			
Dirk Benschop	43%					
Vinci represented by Xavier Huillard	100%		100%			
Predica represented by Françoise Debrus	79%	91%	100%		100%	100%
Isabelle Bui	100%	100%	100%	100%		
Genevieve Chauv Debry	93%			100%		
Michel Massoni	93%				100%	
Christophe Mirmand	39%					
Perrine Vidalenche	93%					100%
Fanny Letier	71%					100%
Brigitte Blanc	93%					100%
Frédéric Gillet	93%	100%				100%
Nancy Dunant	100%			100%		100%
Fayçal Dekkiche	100%			100%		
Jean-Paul Jouvent	79%		100%		100%	
Joël Vidy	100%			100%		

## Committee members

Initial date of appointment	Expiry of the mandate	Seniority on the Board	Audit and Risk Committee	Strategy and Investment Committee	Compensation, Appointments and Corporate Governance Committee	Ad-hoc committees Terminal T4 project	CSR Committee
15/07/2014	2024	5 years					X
15/07/2019	2024	Less than 1 year					X
15/07/2019	2024	Less than 1 year			X		
15/07/2014	2024	5 years	X				X
18/12/2008	2024	11 years			X	X	
01/03/2018	2024	1.5 years			X		

A2



## The Chairman and Chief Executive Officer

The Chairman of the Board of Directors, who also operates the general management of the company, is appointed by decree by the Board of Ministers from among the directors and is nominated by the Board. He or she organises and directs the work of the latter and represents it in its dealings with shareholders and third parties. He or she sees to the proper running of the corporate bodies and makes sure, in particular, that the directors are able to fulfil their duties.

## Senior Director

At its meeting of 25 July 2019, the Board of Directors decided to appoint a Senior Director from among the independent directors on a proposal from the Compensation, Appointments and Corporate Governance Committee.

The Senior Director assists the Chairman and CEO in his or her duties as Chairman of the Board of Directors, with the organisation and smooth operation of the Board and of its Committees and with the monitoring of corporate governance and internal control. He or she carries out the duties in a totally objective and impartial way. In order to identify any conflicts of interest, he or she is updated on a regular basis about significant events and situations impacting the life of the Group. He or she has access to all of the documents and information required to accomplish his or her duties. He or she can, with the approval of the Chairman and CEO, and in very specific cases, represent the Company in its relations with shareholders, in particular those who are not represented on the Board of Directors, with respect to corporate governance issues. He or she also manages the yearly evaluation process relating to the operation of the Board of Directors and its Committees and reports back to the Board of Directors. Lastly, the Senior Director reports to the Board of Directors annually on the performance of his or her duties.

## Operation of the Board of Directors

The Board of Directors is the collegial body of the Company that determines the direction of Aéroports de Paris' activities and oversees their implementation, as specified in article 16 of its Articles of Association. It is dedicated to the long-term creation of value by the Company, taking into account the social and environmental impacts of its activities. It proposes all amendments to the Articles of Association that it deems necessary. It is under obligation to act in any circumstances in the corporate interest of the company and is answerable to its actions in this respect before the General Meeting of Shareholders.

The duties of the Board are determined by the laws and regulations, the Articles of Association and the Rules of Procedure adopted by the Board of Directors at its meeting on 9 September 2005 and the last changes dated 25 July 2019 (the "Rules of Procedure").

The Rules of Procedure are available at: <https://www.parisaeroport.fr/groupe/groupe-et-strategie/notre-groupe/organisation/gouvernement-entreprise>. They specify the powers of the Board of Directors and its members and its mode of operation, as well as that of its specialised committees: the Audit and Risk Committee, the Strategy and Investment Committee, the Compensation, Appointments and Corporate Governance Committee and the Corporate Social Responsibility Committee.

It includes a Charter for the members of the Board of Directors (directors and non-voting Board members), which states the rules to be followed and a Code of Ethics relating to securities transactions and compliance with French and European regulations on market abuse, insider trading and insider infringements. Each member of the Board of Directors must look after the Company's best interests. They must have a quality of judgement, in particular of situations, strategies and people, based predominantly on their experience. They must have an ability to anticipate, enabling them to

identify strategic risks and issues. Each member of the Board of Directors undertakes in accepting the Charter to remain independent in his or her analysis, judgement, decision-making and action, to reject all pressure, of any kind whatsoever and from wherever it comes, and to do so in all circumstances (Charter article 6).

In this regard, the Rules of Procedure of the Board of Directors contain provisions intended to prevent any conflict of interests, any interference between a public interest and public or private interests, pursuant to Law no. 2013-907 of 11 October 2013 relating to transparency in public life, together with any risk of distorting competition. In compliance with article 2 of the Charter, every Board member has an obligation to disclose to the Board any situation or any risk of a conflict of interests of which they have knowledge, between him or herself (or any natural or legal person with whom they have a business relationship and/or for whom they carry out work functions) and Aéroports de Paris SA or any company in the Group or company with which Aéroports de Paris envisages signing an agreement of any nature whatsoever. In addition, every Board member must declare to the Chairman and CEO if potential conflicts of interest exist between their duties with regard to Aéroports de Paris and their private interests and/or other duties or obligations with regard to other natural or legal persons and, if applicable, provide details in answer to a questionnaire that will be submitted to them each year, in particular specifying past and present functions and mandates.

The Board of Directors has drawn up a procedure for dealing with difficulties relating to conflicts of interests and has entrusted the Senior Director with its implementation, in compliance with the principles of objectivity and transparency. When a conflict is identified, the Board member must abstain from taking part in the discussion and from voting on the matter in question.

The directors and non-voting Board members are required to abide by the same general obligation for confidentiality and to the restrictions on trading in Company shares.

## Evaluation of the Board of Directors' performance

The Rules of Procedure provide that once a year, the Board discusses its own performance and proposes amendments to the Rules of Procedure if it finds it necessary. The evaluation thus established corresponds to the three objectives and modalities set out by the AFEP-MEDEF Code on the matter. The Board may order an external evaluation of its own performance every three years, under the direction of the Senior Director and of the Compensation, Appointments and Corporate Governance Committee.

An evaluation was conducted by an external provider in 2016. In 2017 and 2018, the Board of Directors decided to undertake an internal assessment, the conclusions of which were reported during the Board of Directors' meetings of 20 December 2017 and 12 December 2018.

An evaluation was conducted by an external organisation in 2019. Its conclusions were reported at the Board of Directors' meeting of 11 December 2019. The overall assessment of the governance of the members of the Board of Directors was positive: the current form of governance is suited to the Company's shareholding. The dynamics of the meetings promote open dialogue and enable the Board of Directors to carry out its control and supervisory role. People can speak freely and opposing views are accepted. The important topics are covered, presentations are clear and informed and there is a good balance between presentation and discussions. The contribution of each director and non-voting Board member to the Board of Directors' work was appreciated. The profiles are complementary. Lastly, new members are brought on board smoothly and effectively. The Board believes that it should increase the time it spends debating long-term strategy. In order to implement the recommendations resulting from the internal evaluation of 2018, the Board of Directors decided to create a CSR Committee, in particular, to review the main social and environmental issues impacting the Groupe ADP.

## Meetings of the Board of Directors

The Chairman and CEO convenes Board meetings at regular intervals and at times he or she deems appropriate. To enable the Board to review and discuss in detail issues within its jurisdiction, the Rules of Procedure provide that the Board shall meet at least six times a year, and more if circumstances so require. The notice convening the Board Meeting is sent to the Board members, by any appropriate means, at least five days before the date of the meeting except in a case of justified emergency and fixes the place of the meeting. The Board members meet without the Chairman and CEO when they are reviewing the latter's compensation.

## Function of the Board of Directors

The Board of Directors sets the strategic directions for the Company's activities and oversees their implementation. It is dedicated to the long-term creation of value by the Company, taking into account the social and environmental impacts of its activities. The Board of Directors oversees the management of the Company and is responsible for the quality of information provided to shareholders and the market, through the accounts or in connection with major transactions, including company securities. While subject to the powers expressly granted to shareholders and within the limits of the corporate purpose, the Board deals with all matters concerning the smooth running of the Company and regulates the proceedings and matters where the Board is competent. It makes any such checks and audits as it may deem appropriate.

As a result of the special regime governing Aéroports de Paris, the Board of Directors also has its own powers by virtue of the French Transport Code and the French Civil Aviation Code. Lastly, the Board of Directors decided at its meeting on 9 September 2005, amended on 24 January 2019, to limit the powers of the Chairman and CEO.

Thus, under the Rules of Procedure, the Board of Directors of Aéroports de Paris:

- ◇ examines the overall strategic guidelines of Groupe ADP at least once a year, particularly with regard to developments in the airline industry, as well as the competitive environment in which Groupe ADP operates;
- ◇ issues a documented response to the opinion issued by the Works Committee on the Company's strategic directions in application of the French Labour Code;
- ◇ closes the annual company and consolidated financial statements, draws up the management report (notably the statement of extra-financial performance) and the corporate governance report and convenes the General Meeting of Shareholders responsible for approving these documents;
- ◇ approves the half-yearly consolidated financial statements;
- ◇ defines the financial communication policy of Aéroports de Paris;
- ◇ ensures that investors and shareholders receive relevant, balanced and educational information on the Company's strategy, development model, significant extra-financial challenges for the Company and its long-term prospects;
- ◇ examines the Group's multiple-year strategic plan;
- ◇ is informed, once a year, of the Company's relationship with the French State as part of its public service duties;
- ◇ approves the multi-annual economic regulation contract;
- ◇ sets the level of the fees mentioned in point 1 of article R. 224-2 of the French Civil Aviation Code;
- ◇ adopts the five-year investment and financing plan of the Groupe ADP and reviews its performance annually; the strategic axes of the business lines and main subsidiaries are submitted to the Board of Directors for approval;
- ◇ examines the annual budget of the Groupe ADP each year as well as the maximum amount of money that the Company and its subsidiaries shall be authorised to borrow each year;
- ◇ approves the planned investments, acquisitions and disposals of tangible, intangible and financial assets carried out in France by Aéroports de Paris or any company it controls as meant by article L. 233-3 of the French Commercial Code, in an amount exceeding sixty million euros (€60 million);
- ◇ approves the planned investments, acquisitions and disposals of tangible, intangible and financial assets carried out in other countries by Aéroports de Paris or any company it controls as meant by article L. 233-3 of the French Commercial Code for an amount exceeding fifty million euros (€50 million);
- ◇ approves settlements and renunciations of debts whose amount is greater than or equal to €15 million before tax;
- ◇ determines the principles governing the allocation of airlines among the Group's various airports and between air terminals;
- ◇ be informed, at each of its meetings, of the development of the Group's activity and of its results and assesses any discrepancies relative to the budget and forecasts. At least twice a year, the Chairman and CEO shall table on the agenda a review of the financial position, the cash-flow position and the off-balance sheet liabilities of the Groupe ADP;
- ◇ examines once a year, and as required, the position of the Company's main subsidiaries and shareholdings;
- ◇ sets yearly the extent of the endorsements and guarantees that the Chairman and CEO is authorised to grant on behalf of Aéroports de Paris. The Chairman and CEO also reports to the Board on any securities, endorsements or guarantees exceeding €30 million;
- ◇ sets yearly the amount of bonds that the Chairman and CEO is entitled to issue;
- ◇ determines the terms and conditions of personnel and employee salary scales and benefits;
- ◇ must ask the opinion of the General Meeting of Shareholders if a disposal, in one or more transactions, for at least half of the assets of the Company over the past two financial years is being planned;
- ◇ examines the independence of directors representing the shareholders (noting that the directors appointed by the General Meeting of Shareholders on proposal of the French State and employees are not eligible, by definition), discusses the appraisal of the significant nature or not of the relationship maintained with the Company or its group and of the quantitative and qualitative criteria having led to said appraisal and designates some of them as independent directors with regard to the criteria established by the AFEP-MEDEF Code;
- ◇ considers the desirable balance of its composition and that of its committees formed internally, as recommended by the AFEP-MEDEF Code;
- ◇ deliberates on the compensation of the executive officers in their absence;
- ◇ presents, as part of Say on Pay, to the ex-ante and ex-post votes of the Annual General Meeting of Shareholders, a resolution on the compensation of the corporate officers in question, in compliance with the legal and regulatory provisions in effect;

A2

- ◇ proceeds with the distribution of the compensation allocated to directors and, in this connection, can decide to reserve a proportion for non-voting Board members;
- ◇ makes the amendments to the Articles of Association needed to bring them into line with legal and regulatory provisions, subject to the ratification of the modifications by the next Extraordinary General Meeting;
- ◇ examines on a regular basis, and in light of the strategy it has set, all opportunities and risks including financial, legal, operational, social and environmental risks and the measures taken as a result. For this purpose, the Board of Directors must receive all of the information it needs to accomplish its mission, notably from the executive officers;
- ◇ ensures, if required, the implementation of a system to prevent and detect corruption and influence peddling. It receives all information required for this purpose;
- ◇ also ensures that the executive officers implement a non-discrimination and diversity policy, notably with respect to the balanced representation of women and men within the management bodies.

Generally, and excluding day-to-day management, all decisions that might affect the strategy of the Groupe ADP, modify its financial structure or its business scope are submitted to prior authorisation of the Board of Directors. The Board also reviews issues submitted for its information at the initiative of the Chairman and CEO. It also discusses issues that a director wishes to be discussed by the Board under 'Any Other Business'.

## Information for members of the Board of Directors

The Rules of Procedure state that directors must be given prior and permanent information, which is an essential condition of the performance of their duties. Subject to the provisions relating to the prevention of conflicts of interest and the transmission of sensitive data, the Chairman of the Board of Directors communicates to Board members, in order for them to fully carry out their duties, all information and documents useful at the Board meeting to which they are convened, at least five days before it is held, except in the event of necessity or physical impossibility. All information and documents intended for members of the Board of Directors can be sent in digital format.

Board members undertake to preserve the confidentiality of information that is communicated.

The Chairman and CEO sends a company operating report to Board members every three months.

At the time when a new Board member takes up their functions, the Chairman and CEO hands over all documents necessary to the correct performance of their duties.

Lastly, each member of the Board of Directors is entitled, either at the time of their appointment or over the course of their mandate, to training from the Company regarding the specificities of the Company, its subsidiaries, occupations, sector of activity and its challenges in terms of corporate social responsibility. Aéroports de Paris has also suggested that all directors register with the *Institut Français des Administrateurs* (IFA) (the French Institute of Administrators).

## Board of Directors' activities in 2019

The Board of Directors met 14 times in 2019, with an attendance rate of 84%, to discuss subjects concerning the following, in particular:

- ◇ governance, and notably, after receiving the opinion of the Compensation, Appointments and Corporate Governance Committee, and where applicable:

- ◆ the choice of director candidates submitted to the General Meeting of Shareholders and the review of their independence; the annual review of the independence criteria for directors with regards to the AFEF-MEDEF Code based, notably, on the setting of quantitative and qualitative criteria to assess the significant nature or not of the relationship between Aéroports de Paris and the members of the Board of Directors,
- ◆ the organisation of elections for directors representing the employees,
- ◆ the proposal to the President of France to appoint the Chairman and CEO; continuation of the conditions governing their compensation,
- ◆ the external evaluation of the operation of the Board of Directors,
- ◆ the compensation of the Chairman and CEO with a review of the level of achievement of the objectives and the setting of the associated amount of variable compensation for 2018,
- ◆ the adoption and allocation of the compensation for directors and non-voting Board members,
- ◆ the submission to the Annual General Meeting of Shareholders of the ex-ante and ex-post resolutions on executive officer compensation,
- ◆ the convening of the Annual General Meeting of Shareholders for 20 May 2019,
- ◆ the review of the Bylaws of the Board of Directors and of the restrictions on the powers of the Chairman and CEO,
- ◆ the creation of the Senior Director position and appointment,
- ◆ the approval of the corporate governance report for the 2018 financial year,
- ◆ the report of the Chairman and CEO on the road shows, notably regarding corporate governance topics,
- ◆ the authorisations required prior to the signing of regulated agreements, the re-examination of the regulated agreements authorised previously and in force in 2018 and the adoption of the charter on regulated agreements,
- ◆ the report of the Senior Director on the mission to prevent conflicts of interest,
- ◆ the appointment of the members of committees and of their chairs,
- ◆ the creation of a Corporate Social Responsibility Committee (CSR) and appointment of its members;
- ◇ the management of the company and, in particular, the approval of the annual company and consolidated financial statements for 2018 and the interim financial statements for 2019, adoption of the management report for 2018, preparation of the management planning documents and the report on the development of Aéroports de Paris, updating of the Group's consolidated budget forecast for 2019, the Group's budget for 2020, proposed airport fees for the period from 1 April 2019 to 31 March 2020, setting of the airport fees for the period from 1 April 2020 to 31 March 2021, the annual authorisation of sureties, endorsements and guarantees, authorisation of bond issues, payment of an interim cash dividend for the 2019 financial year;
- ◇ the Group's strategy with, notably, a progress report on the "Connect 2020" strategic plan as of 31 December 2018, the passenger experience quality strategy, the strategy to improve access to Paris region airports, the "smartisation and digitalisation" strategy for the airports, the presentation of the Groupe ADP's purchasing policy, the 2020-2024 investment programme and the related financing plan, the Board of Directors' response to the opinion of the Works Committee on the strategic directions, the review of the main investment projects, the presentation of the proposed Economic Regulation Agreement 4 and of the progress on the Terminal 4 project;

- ◇ the status of the Groupe ADP's risk mapping in 2019, notably including the social and environmental aspects and the status of the mapping of corruption risks;
- ◇ the social, environmental and CSR challenges: the Aéroports de Paris' policy in terms of non-discrimination and diversity, in particular with respect to the balanced representation of women and men in management bodies and in terms of professional equality and equal pay, health and safety at work, the 2018 extra-financial rating, the Ethics and Compliance plan and the carbon neutrality strategy;
- ◇ the inclusion of social and environmental challenges in the projects submitted to the Board of Directors;
- ◇ international development with, in particular, a regular update on TAV Airports and on the participation in calls for tender for international airport concessions;
- ◇ Aéroports de Paris' contribution to the French Compensation Fund for Airport Nuisance.

## Operation of the Board of Directors' committees

The Board of Directors has created four committees: the Audit and Risk Committee, the Strategy and Investment Committee, the Compensation, Appointments and Corporate Governance Committee and the Corporate Social Responsibility Committee. On 21 November 2018, the Board of Directors created an *ad hoc* committee to review aspects of the Terminal 4 - Aéroports de Paris - Charles de Gaulle project (its composition is found in the summary table). It met twice and has not been active since 20 May 2019. The purpose of the committees is to contribute to the preparation of the Board of Directors' decisions by issuing opinions that are then presented to the Board. The chairmen of the committees or a member appointed by them shall report to the Board of Directors on the proceedings and the opinions rendered by the said committees. Their powers and specific modalities of operation are described in the Rules of Procedure that can be consulted at [www.parisaeroport.fr](http://www.parisaeroport.fr). Their composition and activity during financial year 2019 are described below.

The members of each committee are appointed, on proposal by the Chairman and CEO, by the Board of Directors from among its directors according to their competencies in terms of their work and experience, the interest that they have for the different subjects being dealt with and ultimately their availability. The Chairman of each committee is appointed by the Board of Directors, following a proposal from the Compensation, Appointments and Corporate Governance Committee.

Committee members are elected for a term not exceeding their term as director.

The financial controller and either the chief or vice government representative can attend all of the committee meetings in a consultative capacity. It is important to avoid the presence of crossed directors between Aéroports de Paris and any other companies, in similar committees.

The committees meet at least three days before the Board of Directors meeting, except in the case of necessity or material impossibility, the agenda of which contains draft discussions on questions that are relevant to their area. The members of the committees shall be provided with whichever documents are necessary for their proceedings at least three working days prior to the meeting.

The members of the committees and all persons invited to committee meetings are bound by a non-disclosure obligation with respect to information that comes to their knowledge or to which they have access in the course of their duties.

For the purposes of accomplishing their work, the committees may hear members of Company and Group management or they may hire experts or external advisers, as need be. Committees must, however, ensure the objectivity of the outside experts or consultants concerned.

## Audit and Risk Committee

### Composition

The Rules of Procedure require that Aéroports de Paris has an Audit and Risk Committee made up of a maximum of five members with voting rights, appointed from among the directors - one of whom represents the French State, one representing employees and with members preferably being independent directors as set out by the criteria of the AFEP-MEDEF Corporate Governance Code, and selected from among those directors nominated by the General Meeting of Shareholders. The Audit and Risk Committee does not include any executive officers.

At 31 December 2019 the Committee consisted of four members: Jacques Gounon, Chairman and an independent director, Isabelle Bui, Frédéric Gillet and Françoise Debrus, the permanent representative of Predica and an independent director.

The Board of Directors has noted that the members of the Audit and Risk Committee meet the criterion of financial or accounting expertise provided for by the texts in force.

The presentation of the mandates and duties filled by the directors over the last five years attests to their expertise in finance and accounting.

### Tasks and functioning

The Audit and Risk Committee's Rules of Procedure are based on the French Commercial Code and the recommendations of the AMF. The Audit and Risk Committee is also governed by Order no. 2016/315 of 17 March 2016 relating to the statutory audit.

The Audit and Risk Committee, reporting to the Board of Directors, monitors the accuracy and truthfulness of the company and consolidated financial statements and oversees the preparation of financial and extra-financial information. It monitors the Statutory Auditors through completion of their missions and ensures their independence. It monitors the effectiveness of the internal control and risk management systems, including those of a social and environmental nature, as well as internal audit. It reviews the relevance of the Group's financial policy. It enlightens the Board of Directors on the reliability and quality of information issued to it. The Audit and Risk Committee makes sure of the expertise, independence and objectivity of outside experts of whom it may make use.

The Committee could consider executive officers other than the corporate officers, and under conditions that it determines. It hears the Executive Director - Finance, Strategy & Administration, the Executive Director for International, the Group Secretary General (notably responsible for CSR subjects), the Corporate Accounts Director, the Internal Audit Director, the Director for Safety and Risk Management, the Ethics Director and the Statutory Auditors.

### The activity of the Audit and Risk Committee in 2019

The Audit and Risk Committee meets at least four times a year and as often as necessary and can only meet if half of its members are present. In 2019, it met eleven times with an attendance rate of 95%. The Statutory Auditors attended all of the committee meetings.

During its meetings, the Committee examined in particular files relating to:

- ◇ the closing of the 2018 company and consolidated financial statements and of the 2019 half-yearly financial statements, the adoption of the 2018 management report, the update of the 2019 consolidated budget forecast, the establishment of management planning documents and the progress report on the development of Aéroports de Paris, the 2020 consolidated budget, the new proposal for airport fees for the period from 1 April 2019 to 31 March 2020, the setting of the airport fees for the period from 1 April 2020 to 31 March 2021, the appropriation of 2018 income, the setting of the dividend, and the distribution of interim dividends;



- ◇ the corporate governance report for the 2018 financial year;
- ◇ the presentation of the Statutory Auditors' complementary report;
- ◇ review of the charter on related-party agreements;
- ◇ the status of the 2019 risk mapping for the Groupe ADP and its subsidiaries and affiliates including, notably, social and environmental aspects, the status of the Groupe ADP's 2019 corruption risk mapping, the results of the 2018 internal audits and the Audit Division 2019 and 2020 audit schedule and the updating of the internal audit charter;
- ◇ an update on the Ethics and Compliance plan;
- ◇ review of the Rules of Procedure of the Board of Directors;
- ◇ monitoring of off-balance sheet commitments by monitoring sureties, endorsements and guarantees;
- ◇ the authorisation for bond issues in 2019 and 2020;
- ◇ the monitoring of the main investment programmes;
- ◇ review of the Groupe ADP's 2020-2024 investment programme and of its associated financing plan;
- ◇ international development with, notably the regular update on TAV Airports, participation in the call for tenders for international airport concessions;
- ◇ the review of the proposed Economic Regulation Agreement 4 and the current status of the Terminal 4 project;
- ◇ the Groupe ADP's purchasing policy and the work of the consultative markets commission;
- ◇ the report of the Senior Director on the mission to prevent conflicts of interest;
- ◇ the Audit and Risk Committee's approval process for services other than certification of the financial statements provided by the Statutory Auditors in application of article L. 823-19 of the French Commercial Code.

## The Strategy and Investment Committee

### Composition

The Board's Rules of Procedure require that Aéroports de Paris SA has a Strategy and Investment Committee consisting of a maximum of six members entitled to vote, appointed from among the directors, including two employee representatives.

At 31 December 2019 it consisted of the following six members: Augustin de Romanet, Chairman, Isabelle Bui, Geneviève Chauv Debry, Fayçal Dekkiche, Jabine van der Meijs and Joël Vidy.

### Tasks and functioning

The duties of the Strategy and Investment Committee are to provide advice to the Board of Directors on:

- ◇ the definition and implementation of the strategic policies of;
- ◇ the guidelines in terms of diversification and growth operations;
- ◇ significant investment and development projects and disposals of holdings.

It examines the Company's economic doctrine and any issue relating to the definition and implementation of Group strategy that the Board of Directors wishes to submit to it.

## Activity of the Strategy & Investment Committee in 2019

The Strategy and Investment Committee meets at least three times a year and as often as necessary and can only meet if half of its members are present. In 2019, it met nine times with an attendance rate of 91%. Notably, a strategic seminar of the Board of Directors was also held on 20 November 2019.

During its meetings, it has in particular covered:

- ◇ the Group's strategy and investments as illustrated by the progress report of 31 December 2018 on the "Connect 2020" strategic plan, by the 2020-2024 investment programme and the monitoring and review of the main investment projects;
- ◇ the review of the proposed Economic Regulation Agreement 4 and the current status of the Terminal 4 project;
- ◇ presentation of the Groupe ADP's purchasing policy and of the work of the consultative markets commission;
- ◇ review of the Board of Directors response to the opinion of the Works Committee on the strategic directions;
- ◇ international development with, notably, participation in the call for tenders for international airport concessions.

## The Compensation, Appointments and Corporate Governance Committee

### Composition

The Compensation, Appointments and Corporate Governance Committee is made up of at most five members with voting rights from among the directors, including one representative of the French State, one director representing employees and directors appointed by the General Meeting of Shareholders. It may not include any executive officers among its members and must consist of a majority of independent directors.

The executive officer is associated with the Committee's work regarding appointments and succession plans.

At 31 December 2019 the Committee consisted of five members: Françoise Debrus, independent director, permanent representative of Predica and Chairwoman of the Committee, Jacques Gounon, independent director, Xavier Huillard, permanent representative of Vinci, Jean-Paul Jouvent and Isabelle Bui.

The Board of Directors made sure that, in order for it to function correctly, the Compensation, Appointments and Corporate Governance Committee is organised so that its chairmanship is entrusted to an independent director and includes all the Board's independent directors. It is recalled that the High Committee of Corporate Governance considers in its activity report for October 2014 that a Compensation Committee that includes two independent directors out of four members (excluding the director representing the employees) complies with the intent of the AFEP-MEDEF Code, provided it is chaired by an independent director. In its report of October 2017, the High Committee accepts that the proportions may not be fully achieved, rather than have the independence criteria interpreted too freely.

### Tasks and functioning

The duties of the Compensation, Appointments and Corporate Governance Committee are to study and formulate proposals on the amount of, and change in, total compensation (and each of its components) of corporate



officers, as well as on benefits in kind or any other type of compensation, in compliance with AFEP-MEDEF recommendations. The Committee gives its opinion on the compensation policy for the Company's key executives, proposes to the Board of Directors a total amount and the allocation rules for directors' compensation, taking into account their attendance at meetings, and for the remuneration of non-voting Board members. It proposes to the Board of Directors a policy for the reimbursement of expenses incurred to carry out the duties of a director.

The Committee is responsible for making proposals to the Board after an in-depth review of all elements to be taken into account for its deliberation, notably given the composition and changes in the Company's shareholding, in order to ensure the balanced composition of the Board: balanced representation of women and men, nationalities, international experience, expertise, etc. It organises, in particular, a procedure for selecting future independent directors and undertakes its own investigation of potential candidates before contacting them. It discusses the qualifications required for independent directors.

The Committee is responsible for preparing a succession plan for the executive officers.

## The activity of the Compensation, Appointments and Corporate Governance Committee in 2019

The Compensation, Appointments and Corporate Governance Committee meets at least once a year and as often as necessary and can only meet if two thirds of its members are present. In 2019, it met eight times with an attendance rate of 100%.

During its meetings, the Committee debated on such items as:

- ◆ the choice of director and non-voting Board member candidates submitted to the General Meeting of Shareholders following an analysis of their CV and an assessment of the suitability of their profile with the composition of the Board of Directors (notably a review of their independent status); the annual review of the independence criteria for directors with regards to the AFEP-MEDEF Code based, notably, on the setting of quantitative and qualitative criteria to assess the significant nature or not of the relationship between Aéroports de Paris and the members of the Board of Directors;
- ◆ the organisation of elections for directors representing the employees;
- ◆ the appointment of the members of committees and of their chairs;
- ◆ the proposal to renew the mandate of Augustin de Romanet as Chairman and CEO with the same compensation conditions following a review of his performance and of his vision for the future of the company;
- ◆ the external evaluation of the operation of the Board of Directors;
- ◆ the compensation of the Chairman and CEO with a review of the level of achievement of the objectives and the setting of the associated amount of variable compensation for 2018;
- ◆ the submission to the Annual General Meeting of Shareholders of the ex-ante and ex-post resolutions on executive officer compensation;
- ◆ the adoption and allocation of the compensation for directors and non-voting Board members, the review of the final amounts for the 2018 financial year and the estimate of the amount for 2019;
- ◆ review of the succession plan for the executive officer and of the management continuity measures;
- ◆ the summary of expenses incurred by the members of the Board of Directors in 2018;
- ◆ the compensation policy for members of the Executive Committee;

- ◆ the appointment of the Senior Director;
- ◆ the review of the Bylaws of the Board of Directors and of the restrictions on the powers of the Chairman and CEO;
- ◆ the review of the report on corporate governance with respect to 2018 and chapter 15 of the Registration Document.

## The Corporate Social Responsibility Committee

### Composition

The CSR Committee has a maximum of six members, with voting rights appointed among the directors, of whom two are employee representatives. The members are appointed by the Board of Directors from among the directors according to their competencies in terms of the Committee's missions, their experience, their interest in the different subjects being dealt with and their availability.

As at 31 December 2019, the Committee consisted of six members: Fanny Letier, Chairwoman, Brigitte Blanc, Françoise Debrus, permanent representative of Predica and an independent director, Nancy Dunant, Frédéric Gillet and Perrine Vidalenche.

### Tasks and functioning

The purpose of the CSR Committee is to:

- ◆ review the main Corporate Social Responsibility challenges impacting the Company;
- ◆ review the Corporate Social Responsibility strategy and action plan, including the undertakings made by the Company in this area and monitor their implementation and propose any measures to be implemented;
- ◆ submit any proposals and opinions to the Board of Directors that take into consideration the Corporate Social Responsibility challenges impacting the Company to set the direction of the latter's actions;
- ◆ review the Corporate Social Responsibility reports submitted to the Board of Directors in line with the applicable laws and regulations;
- ◆ study the extra-financial scores obtained by the Company and define objectives in this area, where applicable;
- ◆ with respect to sponsorship: review the Company's guidelines and principles for participation. An annual review of sponsorship activities is submitted to the Committee.

## Corporate Social Responsibility Committee actions in 2019

The CSR Committee meets at least once a year and as often as required. The CSR Committee can only meet if half of the appointed members are present. In 2019, it met once with an attendance rate of 100%.

During the meeting, the Committee discussed: the CSR policy and accomplishments in 2018 and the environmental policy.

## Executive Management

Augustin de Romanet's mandate as Chairman and Chief Executive Officer of Aéroports de Paris was renewed by the decree of 29 May 2019.

Article 14 of the Articles of Association of Aéroports de Paris states that the Chairman of the Board of Directors is also responsible for the executive management of the Company. His title is Chairman and CEO. He is appointed by decree from among the directors on proposal by the Board of Directors.

A2



Shareholders in Aéroports de Paris consider that in a changing environment, combining the functions improves the coordination between strategy and operational action. The Board of Directors confirmed this choice by proposing that the General Meeting of Shareholders of 11 May 2017 includes it in the Company's Articles of Association. As part of the external assessment of the Board of Directors, established in 2019, the Board members considered that the combination of the positions of Chairman and CEO is suited to the Company's context as there is a real balance of power.

The limitations on the powers of the Chief Executive Officer decided by the Board of Directors ensure an equilibrium between the executive officer and the Board of Directors, while retaining the flexibility and responsiveness necessary to administer and manage the Company following good corporate-governance practices.

Pursuant to article 14 of the Company's Articles of Association, the Board of Directors may, upon proposal by the Chairman and Chief Executive Officer, appoint up to five Chief Operating Officers in charge of assisting the Chairman and CEO.

The Compensation, Appointments and Corporate Governance Committee has ensured that a succession plan is in place for the executive officer and that management continuity measures have been implemented for the Company. The measures are based on the provisions of article 21 of Order no. 2014-948 of 20 August 2014 on governance in the event that the position of Chairman and CEO becomes vacant and on the delegations of the Chairman and CEO granted to the members of the Executive Committee.

The Chairman and CEO cannot hold more than two other director mandates in listed companies outside of the Group, including foreign companies. In addition, the prior opinion of the Board is required before he can accept a new corporate mandate in a listed company. The mandates exercised by the Chairman and CEO are provided above.

## Board of Director restrictions on the powers of the CEO

The Chairman and CEO is vested with the most extensive powers to act in the Company's name in all circumstances. He sees to the proper running of the corporate bodies and makes sure that the directors are able to fulfil their duties. Limitations on the powers of the Chairman and CEO of Aéroports de Paris were set by deliberation of the Board meeting held on 9 September 2005, amended on 24 January 2019.

The Board of Directors of Aéroports de Paris decided that the Chairman and CEO must obtain the prior authorisation of the Board of Directors for the following acts:

- ◆ strategy and major projects: adoption of the Groupe ADP's five-year investment and financing plan; approval of planned investments, acquisitions and disposals of tangible, intangible and financial assets carried out by Aéroports de Paris or any other company it controls as meant by article L. 233-3 of the French Commercial Code for an amount greater than:
  - ◆ €60 million in France,
  - ◆ €50 million in other countries;
- ◆ the principles governing the allocation of airlines among the various airports, and between air terminals;
- ◆ approval of the contracts provided for in articles 2 and 3 of Law no. 2005-357 of 20 April 2005 on airports;
- ◆ pricing: approval of the multi-annual Economic Regulation Agreement; setting the level of fees as set out in point 1 of article R. 224-2 of the French Civil Aviation Code;

- ◆ with respect to financial matters: approval of transactions and debt waivers for an amount equal or superior to €15 million, excluding taxes.

These restrictions were incorporated into the Rules of Procedure of the Board of Directors which issues its allocations while taking into account the restrictions imposed on the power of the Chairman and CEO.

## Derogation from the AFEP-MEDEF Code

Aéroports de Paris is governed by Order no. 2014-948 of 20 August 2014 on governance as a result of its status as a public company controlled by a majority shareholder.

The provisions of the AFEP-MEDEF Code (available at [https://afep.com/wp-content/uploads/2020/01/Code-Afep\\_Medef-révision-janvier-2020\\_-002.pdf](https://afep.com/wp-content/uploads/2020/01/Code-Afep_Medef-révision-janvier-2020_-002.pdf)) waived and the reasons why are provided below.

### The number of independent directors (Chapter 8 of the AFEP-MEDEF Code)

Under the AFEP-MEDEF Code, at least one third of the Company's Board should be directors qualified as "independent", while directors representing employees are not counted when calculating this percentage. The Company cannot meet this recommendation.

The reason for this derogation is the French State's majority holding in the share capital:

- ◆ order no. 2014-948 of 20 August 2014:
  - ◆ reserves a seat for the director representing the French State, appointed by decree,
  - ◆ allows the French State to propose directors to the General Meeting of Shareholders. Five directors were proposed by the French State. They represent the interests of the French State in its capacity as a shareholder (article 6 III of the above-mentioned order). They cannot meet the independence criteria of the AFEP-MEDEF Code to which the Company refers, given that the French State controls Aéroports de Paris,
  - ◆ reserves one-third of seats on the Board for employee representatives elected by the employees (these directors are not independent and, under the AFEP-MEDEF Code, are not counted in the calculation of the share of independent directors);
- ◆ the other six members are appointed by the General Meeting of Shareholders. Four of these members are not considered to be independent within the meaning of the criteria stipulated in the AFEP-MEDEF Code.

As proposed by the Compensation, Appointments and Corporate Governance Committee, the Board of Directors, at its meeting of 11 December 2019, examined the personal situation of each of the directors based on the independence criteria laid down by the AFEP-MEDEF Code.

Based on the quantitative and qualitative criteria previously defined, the Committee also discussed to what extent the relationship between the Company or the Group and each director is significant. As in previous years, the quantitative criterion is measured based on a materiality threshold of 2% of the Company's purchases. The qualitative criteria are measured based on the continuity of the relationship, the importance of the contractual and competitive relationship and the situation of the director or permanent representative (direct decision-making power over the contracts constituting the business relationship).

As a result of said scrutiny, the Board of Directors reaffirmed as independent directors the following, who meet the criteria:

- ◆ Jacques Gounon, who does not have any business relationship with the Company;
- ◆ Predica and its permanent representative, which do not maintain significant business relations between Groupe Crédit Agricole and Aéroports de Paris, with a flow of business well below the materiality threshold of 2% of purchases. In addition, from the standpoint of the organisation of the relationship, Françoise Debrus, the permanent representative of Predica and Director of Investments at Crédit Agricole Assurance (Predica's parent company) does not have any direct or indirect decision-making power in establishing or continuing business.

The Board of Directors confirmed and reaffirmed as non-independent directors:

- ◆ Augustin de Romanet, executive officer of the Company;
- ◆ Dirk Benschop and Jacoba van der Meijs, executive officers of a company with an Aéroports de Paris employee on its Board of Directors;
- ◆ Vinci and its permanent representative, due to the significant nature of the business relationship with the Company. For the quantitative criteria, a flow of business between the two groups in excess of the 2% materiality threshold for purchases was noted. In terms of qualitative criteria, the Vinci Group, a major construction and public works company, maintains an ongoing relationship with Aéroports de Paris for construction tenders. As a result of its presence in the airport sector, the Vinci Group, together with its subsidiary Vinci Concessions, is both a competitor and a partner of Aéroports de Paris, depending on the project, in calls for tenders for airport projects. In addition, from the standpoint of the organisation of the relationship, Vinci and its permanent representative, Xavier Huillard, are considered to have direct or indirect decision-making power in competitive situations involving calls for tenders for airport projects, which constitute actual or overt conflicts of interest;
- ◆ directors appointed by the General Meeting of Shareholders on proposal by the French State, which controls the Company;
- ◆ the director representing the French State, given that the French State controls Aéroports de Paris;
- ◆ the six directors representing the employees, due to the existence of an employment contract with the company.

However, the Board of Directors strives to comply with the principles of good governance defined in the AFEP-MEDEF Code in order to ensure its proper functioning. The Audit and Risk Committee and the Compensation, Appointments and Corporate Governance Committee are organised so that:

- ◆ their chairmanship is entrusted to independent directors;
- ◆ the proportion of independent directors is met for the Audit and Risk Committee;
- ◆ 50% of the members of the Compensation, Appointments and Corporate Governance Committee are independent. In its activity

report of October 2014, the High Committee for Corporate Governance deemed the proportion mentioned above on this Committee consistent with the spirit of the AFEP-MEDEF Code, provided that it is chaired by an independent director. In its report of October 2017, the High Committee accepts that the proportions may not be fully achieved, rather than have the independence criteria interpreted too freely.

Note that, according to the AFEP-MEDEF Code, a director can be considered independent when he or she meets the following criteria:

- ◆ is not, or has not been during the previous five years:
  - ◆ an employee or executive officer of the company,
  - ◆ an employee, executive officer or director of a company that the company consolidates,
  - ◆ an employee, executive officer or director of the company's parent company or of a company consolidated by this parent company;
- ◆ is not an executive officer of a company in which the Company holds, directly or indirectly, office as director; or in which an employee appointed as a director or in which an executive officer of the Company holds or has held a directorship within the last five years<sup>1</sup>;
- ◆ is not a customer, supplier, corporate or investment banker<sup>2</sup> or adviser:
  - ◆ of significant importance to the Company or its group, or
  - ◆ which derives a significant part of its activity from the Company or its group.

A2

Appraisal of the significant nature or otherwise of the relationship maintained with the Company or its group is debated by the Board and the quantitative and qualitative criteria having led to said appraisal (continuity, economic dependence, exclusivity, etc.) are explained in the report on corporate governance:

- ◆ has no close family ties with a corporate officer;
- ◆ has not acted as Statutory Auditor to the Business during the last five years;
- ◆ has not been a director of the Company for more than twelve years. The status of independent director ends after 12 years;
- ◆ directors representing the major shareholders of the company or of the parent company can be considered as independent, provided said shareholders do not participate in controlling the company. However, above a threshold of 10% in capital or voting rights, the Board, following a report from the Nominations Committee, systematically checks on the independent status by considering the composition of the company's capital and the existence of a potential conflict of interests.

## Meetings of the Board of Directors and Committee meetings (Chapter 10 of the AFEP-MEDEF Code)

No meetings were held in 2019 without the presence of the executive officer; The size and composition of the Board of Directors, which meets specific legal requirements, do not easily allow for meetings without the presence of the executive officer.

<sup>1</sup> Thus, Mr X, an executive officer in company A, may not be considered independent as regards company B if:

- company B is a director of company A, either directly or via a subsidiary (indirectly); or company B has nominated an employee as a director of A; or
- an executive officer of B is a director of company A (or has been within the last five years).

<sup>2</sup> Or is directly or indirectly linked to these individuals.

However, the directors confirmed, during the external evaluation report provided during the Board of Directors' meeting of 11 December 2019, that they appreciated the freedom of speech and the quality of discussions within the Board. They emphasised that the "Chairman's leadership style is an essential element, because he is able to generate a dynamic in the discussions and to manage the various stakeholders to bring the Board to a consensus thanks to a combination of clear direction and diplomacy. There is freedom to speak, despite the significant size and presence of a controlling shareholder. This is the result of an attitude that encourages listening and openness, strict and effective time management, solid preparation of the files and the presence of attendees who know how to make themselves heard".

### Director terms of office (Chapter 13 of the AFEP-MEDEF Code)

The mandate for Aéroports de Paris directors exceeds the duration of four years set out in the AFEP-MEDEF Code.

The duration of the mandate of directors is set at five years, which is consistent with that of existing mandates and with the Economic Regulation Agreement. The staggering of mandates was implemented to avoid mass renewals and to promote a smooth renewal process for the directors.

### Director shareholding (Chapter 19 of the AFEP-MEDEF Code)

The charter for the members of the Board of Directors, as shown in the appendix to the Bylaws of the Board of Directors, stipulates, in line with the AFEP-MEDEF Code, that directors appointed by the General Meeting of Shareholders must personally own a significant number of shares in the Company with respect to the amount of attendance fees granted. Unless he or she holds them at the time of taking office, he or she must use his or her directors' fees at the time of their acquisition.

This recommendation cannot be applied within the Company for the following members, who are exempted from owning Company shares:

- ◇ directors appointed by the French State and directors appointed by the General Meeting of Shareholders on proposal by the French State, in application of Order no. 2014-948 of 20 August 2014;
- ◇ directors elected by the employees in application of article 22 of Law no. 83-675 of 26 July 1983 on the democratisation of the public sector. Their mandate is not remunerated.

Lastly, the two directors representing Royal Schiphol Group, in application of the shareholder agreement that appoints them, adopted on 1 December 2008 between N.V. Luchthaven Schiphol (Schiphol Group) and the French Republic in the presence of Aéroports de Paris, do not personally hold a significant number of shares of the Company given that Royal Schiphol Group holds 8% of the share capital of Aéroports de Paris and receives their attendance fees.

### Obligation for Executive Officers to hold shares (chapter 22 of the AFEP-MEDEF Code)

At its meeting of 15 July 2014, and confirmed at the meeting of 20 May 2019, the Board of Directors decided not to set any threshold for keeping shares to the extent that:

- ◇ the Chairman and CEO does not benefit from any share options or performance shares;

- ◇ the Chairman and CEO waived payment of his compensation as a member of the Board of Directors of Aéroports de Paris and its companies;
- ◇ compensation is governed by Decree no. 2012-915 of 16 July 2012 on the French State's control over the compensation of directors of public companies.

The commitment of the Chairman and CEO of Aéroports de Paris is not related to any interests he may have in the Company. He acts in the Company's best interest, regardless of the number of shares he holds personally.

### Special rules governing shareholder participation in the General Meeting of Shareholders

The mode of operation and the main powers of the General Meeting of Shareholders of Aéroports de Paris, as well as shareholder rights and how to exercise those rights, are described in articles 20 and 21 of the Company's Articles of Association. These Articles of Association, amended by the Combined General Meeting of 11 May 2017, may be consulted on the site [www.parisaeroport.fr](http://www.parisaeroport.fr).

Since 3 April 2016, pursuant to article L. 225-123 of the French Commercial Code, fully paid-up shares which have been registered for at least two years in the name of the same shareholder, automatically enjoy double voting rights.

### Description of the procedure implemented by the Board of Directors to evaluate agreements related to current conditions and agreed under normal conditions - Description of its implementation

The Board of Directors approved the charter on related-party agreements at its meeting of 11 December 2019. It describes the procedure implemented by the Board of Directors to evaluate agreements related to current operations agreed under normal conditions, which will be implemented in 2020.

The procedure is described in detail below.

The Legal and Insurance Division presents a summary of the agreements to the Board of Directors annually at a session during which the related-party agreements signed and authorised during previous financial years, for which execution continued during the past financial year, are reviewed.

The report provides the purpose, duration and financial stakes of the agreements and the conditions under which they were reached.

The Board of Director ensures that the agreements cover current operations and were agreed under normal conditions, as defined in the above-mentioned charter. The persons directly or indirectly involved in the agreements do not take part in their evaluation.

In addition, the so-called "free" agreements are reviewed whenever any modifications are made or when they are renewed or terminated, such that an agreement that was previously considered to be "free" and, therefore, excluded from the related-party agreement procedure can be deemed to be "related" and subject to this procedure when it is changed, renewed, continued or terminated, and vice versa.

## 1.3 ELEMENTS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

To the best of the Company's knowledge, there is currently no agreement, the implementation of which could later result in a change of control of the Company.

Under the terms of article 7 of the Articles of Association of the Company, "changes in the capital shall not result in the French State losing its majority in the share capital".

Law no. 2019-486 of 22 May 2019 on business growth and the transformation of companies (known as the Pacte law) removed the second paragraph of article L. 6323-1 of the French Transport Code, which stated that the majority of the share capital of Aéroports de Paris was held by the State.

### Structure of the Company's capital

As at the date of this report, the share capital of Aéroports de Paris stands at €296,881,806, divided into 98,960,602 fully paid-up shares with a par value of €3 each, to which there was no change in 2019.

At 31 December 2019, the French State held 50.6% of the Company's capital and voting rights.

### Statutory restrictions on the exercise of rights to vote and the transfer of shares

Under the terms of article 9 of the Company's Articles of Association, any natural person or legal entity, acting individually or in combination, who should come to own, within the meaning of article L. 233-9 of the French Commercial Code, directly or indirectly, a number of shares or voting rights equal to or greater than 1% of the share capital of the Company or the voting rights therein, is required, no later than the close of trading on the fourth trading day following the exceeding of the limit with effect from the registration of shares making it possible to reach or exceed this limit, to declare to Aéroports de Paris, by registered letter with return receipt, the total number of shares and voting rights so held.

In addition, such a person must also inform Aéroports de Paris, in his/her letter disclosing that the foregoing thresholds have been exceeded, of the specifics outlined in the third paragraph of article L. 233-7 of the French Commercial Code.

This disclosure must be repeated in the above manner each time another 1% threshold is reached or crossed, both upwards and downwards, for whatever reason, up to the 5% threshold provided for within article L. 233-7 of the French Commercial Code. When the aforementioned 5% threshold is exceeded, a disclosure must be made under the same conditions as set out above each time another 0.5% threshold is reached or crossed, both upwards and downwards, for whatever reason. Since 2009, the system of declaring thresholds has been expanded to include certain derivative financial products.

The Articles of Association for Aéroports de Paris provide that in the case of non-compliance with this obligation to disclose that the thresholds have been exceeded, the shareholder or shareholders concerned holding at least 3% of the capital or voting rights in Aéroports de Paris may lose the right to vote relating to the securities exceeding the limits subject to disclosure at a General Meeting of Shareholders.

### Disclosures that the thresholds have been crossed likely to have an effect in the case of a public offer

The legal shareholder thresholds that have been breached and of which the Company has been informed since the IPO are as follows:

- ◇ undershooting by the French State of the legal threshold of two-thirds of the Company's share capital and the voting rights therein on 1 December 2008. The State had a 60.4% holding following this event;
- ◇ overshooting by NV Luchthaven Schiphol (the Schiphol Group) of the legal threshold of 5% of the Company's capital and voting rights therein on 1 December 2008. NV Luchthaven Schiphol (the Schiphol Group) had an 8% holding following this event;
- ◇ overshooting by *Caisse des Dépôts et Consignations*, via the intermediary of the French limited company Fonds Stratégique d'Investissement (FSI) of the legal threshold of 5% of the Company's capital on 15 July 2009. *Caisse des Dépôts et Consignations* had a direct and indirect holding of 8.63% following this event;
- ◇ overshooting by the French State and the Fond Stratégique d'Investissement (FSI), acting jointly, of the legal thresholds of 5%, 10%, 15%, 20%, 25%, 33.3% and 50% of the Company's share capital and voting rights therein on 25 November 2009. The French State and the FSI had a 60.13% holding following these events;
- ◇ undershooting by the FSI, controlled by *Caisse des Dépôts et Consignations*, of the legal threshold of 5% of the Company's capital and voting rights on 5 July 2013. The FSI no longer had any holding and the *Caisse des Dépôts et Consignations* held 0.7% of the Company's share capital and voting rights following the event;
- ◇ overshooting by SOC 15, a company controlled by Vinci, of the legal threshold of 5% of the Company's share capital and voting rights on 5 July 2013. SOC 15 held 8.0% of the Company's share capital and voting rights following this event;
- ◇ overshooting by Crédit Agricole SA, via the intermediary of the French limited company Predica, of the legal threshold of 5% of the Company's voting rights on 4 April 2016. Predica held 4.81% of the Company's share capital and 5.55% of its voting rights following this event;
- ◇ overshooting by Crédit Agricole SA, via the intermediary of the companies it controls, of the legal threshold of 5% of the Company's share capital on 3 August 2016. It held 5.04% of the Company's share capital and 5.63% of its voting rights following this event;
- ◇ overshooting by Predica of the legal threshold of 5% of the Company's share capital on 5 August 2016. It held 5.01% of the Company's share capital and 5.62% of the voting rights following this event. Crédit Agricole SA's holding, via the intermediary of companies it controls, is therefore 5.14% of the share capital and 5.69% of the voting rights following this event.

The Company is not aware of the crossing of any statutory thresholds that could have an effect in the event of a public offer.

Subject to corporate governance disclosures in this report, the Company is, at the date thereof, not aware of any direct or indirect holding of its share capital which could, in the light of the French State's majority holding, have any effect in the event of a public offer, or lead to a change with regard to the control of the Company.

A2

## Special control rights

None of Aéroports de Paris' shares confer special rights on their holder.

## Staff shareholder structure

A company investment fund (FCPE), FCPE ADP ACTIONNARIAT SALARIÉ, was created for the purposes of holding and managing shares acquired by rights-holders linked to companies included within the Group Savings Scheme (PEG). The FCPE ADP ACTIONNARIAT SALARIÉ Supervisory Board comprises four employee shareholders representing the employee shareholders enrolled in the Plan and four representatives of Aéroports de Paris and the companies party to the Group Savings Scheme. The employee representatives holding shares are elected by the shareholders. The Supervisory Board exercises the voting rights attached to the shares contained within the fund, and in connection with this, appoints one or more authorised representatives to represent the fund at the General Meetings of Shareholders of the Company.

## Agreements between shareholders which the Company is aware of and which can result in restrictions on share transfers and the exercise of voting rights (shareholder agreements)

### Alliance with Schiphol Group

As part of the implementation of an industrial cooperation agreement ("the Cooperation Agreement") signed between Aéroports de Paris and the Schiphol Group on 14 November 2008 for a duration of 12 years starting from 1 December 2008, making provision for cross-equity investments between Aéroports de Paris and the Schiphol Group<sup>1</sup>, two agreements have been signed:

- ◆ a Shareholders' Agreement concerning Aéroports de Paris, signed by the French State and the Schiphol Group, in the presence of Aéroports de Paris; and
- ◆ an exit agreement ("the Exit Agreement") signed by Aéroports de Paris and the Schiphol Group.

The terms of these agreements with regard to the transfer or acquisition of Aéroports de Paris shares are as follows.

### Inalienability of the shares ("lock up")

The Schiphol Group agreed not to transfer ownership of the shares it holds in Aéroports de Paris during the entire duration of the cooperation, except in certain limited cases.

## Aéroports de Paris' right of first offer/ pre-emptive rights of the French State and Aéroports de Paris

Following termination of the Cooperation Agreement, Aéroports de Paris has a right of first offer for a limited period of time from the termination of the cooperation agreement, enabling it to make an offer to Schiphol Group for the stock it holds in Aéroports de Paris or to designate a third party to make an offer for the Aéroports de Paris stock. If Aéroports de Paris fails to exercise its right of first offer, or if the Schiphol Group fails to accept its acquisition offer, the Schiphol Group will have the right to transfer its Aéroports de Paris shares, either on the market or to one or more identified persons, it being specified that the French State and Aéroports de Paris will then have a right of pre-emption. The French State's right of pre-emption must be exercised within a period set by the parties and takes precedence over the right of pre-emption held by Aéroports de Paris.

<sup>1</sup> See also the paragraph in Chapter 6 entitled "Partnership with Schiphol Group".

## Veto rights of the French State and Aéroports de Paris

In the case of a planned transfer to identified persons of Aéroports de Paris shares held by Schiphol Group, the French State and Aéroports de Paris have a right of veto to oppose this transfer, which may be exercised once per planned transfer and within a timeframe agreed between the parties.

## Commitment to maintain holdings ("standstill")

The Schiphol Group and its affiliates must obtain approval from the French State before increasing their stake in Aéroports de Paris, and cannot act in concert with one or more third parties except under certain circumstances to prevent the dilution of the Schiphol Group's stake in Aéroports de Paris.

## Squeeze-out rights of the French State

The French State have squeeze-out rights on Aéroports de Paris shares held by the Schiphol Group, which may be exercised, within a timeframe agreed between the parties, in the case of transfer by the French State of Aéroports de Paris shares leading to the third-party purchaser having to launch a public offer or a stock price guarantee for all of the Aéroports de Paris shares. The purchase price for Aéroports de Paris shares held by the Schiphol Group will be the price per share paid by the third-party purchaser to the State, or the public offer price, or the share-price guarantee, if this is higher. If all or part of the compensation paid by the third-party purchaser is not in cash, this compensation will be assessed at its market value and, in the case of disagreement between the Schiphol Group and the State, an assessment procedure will be implemented to determine this market value in line with the mechanism provided for within the Shareholders' Agreement.

## Termination of Agreements

The Shareholders' Agreement is part of the Cooperation Agreement and is valid for the same term of 12 years, which may be extended. The Shareholders' Agreement will be terminated if the Cooperation Agreement is terminated pursuant to one of the termination conditions listed below, after the provisions governing the sale of the Schiphol Group's shares in Aéroports de Paris have been implemented. Thus, in the event that one of the following "causes for termination" occurs, Aéroports de Paris and/or the Schiphol Group can implement the terms of the Exit Agreement:

- ◆ there is a change in control of either the Schiphol Group or Aéroports de Paris;
- ◆ the Schiphol Group is admitted to trading on a regulated market;
- ◆ the Schiphol Group or Aéroports de Paris loses its right to operate certain airports;
- ◆ a significant failure on the part of the Schiphol Group or Aéroports de Paris to meet its obligations under the Shareholders' Agreements;
- ◆ the Schiphol Group or Aéroports de Paris is placed into liquidation, bankruptcy, or administration (or an analogous procedure);
- ◆ the Schiphol Group or Aéroports de Paris is in significant breach of the Cooperation Agreement;
- ◆ there is an irreconcilable difference of opinion and/or permanent stalemate between the Schiphol Group and Aéroports de Paris;
- ◆ the French State exercises its squeeze-out rights as stipulated in the Shareholders' Agreement;
- ◆ Aéroports de Paris sells its stake in the Schiphol Group through a joint or forced sale, as stipulated in the Schiphol Group Shareholders' Agreement;
- ◆ the Schiphol Group becomes excessively diluted; or



- ◇ the conclusion, either by Aéroports de Paris or by the Schiphol Group, of an industrial cooperation agreement with a European airport company that has substantially the same objectives as those described within the Cooperation Agreement, and which raises significant doubts about the achievement of the objectives contained within this Cooperation Agreement.

## Exit terms and conditions

Mutual withdrawals from the capital of Aéroports de Paris and the Schiphol Group will take place in a reciprocal manner over a maximum timeframe of 18 months following the occurrence of one of the causes for withdrawal described above. The Schiphol Group will transfer the ADP shares that it holds first, and will keep the proceeds from this transfer, if Aéroports de Paris and the Schiphol Group consider this appropriate, in an escrow account, guaranteeing payment of the transfer price for the Schiphol Group shares held by Aéroports de Paris. Finally, in the event of a failure to transfer the Aéroports de Paris shares held by the Schiphol Group at the end of the 18-month period (which may in certain cases be extended to 24 months), Aéroports de Paris may exercise, with a right of substitution, a purchase option for its own shares held by the Schiphol Group under the contractual conditions agreed between the parties (the formula for calculating the price will be based on the average stock-exchange price).

## No joint action between the French State and the Schiphol Group

The French State and the Schiphol Group have indicated that they do not act and do not intend to act jointly with regard to Aéroports de Paris.

## Rules applicable to the appointment and replacement of members of the Board of Directors and amendments to the Company's Articles of Association

Subject to the stipulations of Order no. 2014-948 of 20 August 2014, there are no rules regarding the appointment and replacement of members of the Board of Directors with the potential to have an impact in the event of a public offer.

Only an Extraordinary General Meeting is empowered to amend all of the terms of the Articles of Association. However, it cannot increase the commitments of shareholders, without prejudice to regular operations resulting from the consolidation of shares. Also without prejudice to this, it requires a majority of two-thirds of the votes of shareholders present, represented or that have voted by correspondence.

## Powers of the Board of Directors

The General Meeting of Shareholders of 20 May 2019 authorised the Board of Directors to transact in the Company's shares at any time.

The General Meeting of Shareholders of 4 May 2018 granted the Board of Directors financial powers which may be implemented at any time.

## Agreements reached by Aéroports de Paris that are modified or end in the event of a change in control at Aéroports de Paris

The bonds provide that in the case of a change of controlling interest in the Company (this concept is defined in the documentation of said loans) and a decrease in the rating of its long-term debt, by a rating company acting at the request of Aéroports de Paris, to below BB+, during the period of change in controlling interest, each holder of a bond may request repayment or buy-back by the issuer of all or a portion of the bonds that it holds, at their nominal value.

In addition, the loans contracted with the European Investment Bank (EIB) include a clause which states that in the event that the French State should lose its majority stake in the share capital and voting rights, a consultation clause would come into effect which could eventually lead to a request for early repayment.

In addition, a change in control at Aéroports de Paris is a "reason for termination" in the Cooperation Agreement reached as part of the alliance with the Schiphol Group, as indicated in 1.6 above.

A2

## Agreements providing for compensation for the members of the Board of Directors and employees if they resign or are dismissed without due reason or cause or if their employment ends following a takeover bid or a public exchange offer

There are no agreements in place providing for compensation for employees if they resign or are dismissed without due reason or cause or if their employment ends following a takeover bid or a public exchange bid.





# ANNUAL FINANCIAL REPORT

This Registration Document includes the aforementioned annual financial report, prepared pursuant to articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF General Regulation. The documents referred to in article 222-3 of the aforementioned Regulation and the corresponding sections of this Universal Registration Document are set out below.

**Annual Parent Company Financial Statements of Aéroports de Paris:** see Section 18 of this Universal Registration Document.

**Consolidated financial statements of Groupe Aéroports de Paris:** see Section 18 of this Universal Registration Document

**Management report:**

- ◇ analysis of financial position and income See Section 8 and 9 of this of this Universal Registration Document;
- ◇ information on the Company's use of financial instruments: see Note 9.5 of the consolidated financial statements;

- ◇ Statement of Extra-Financial Performance (see Chapters 5.1 and 15 of this Universal Registration Document);
- ◇ description of the main risks and uncertainties See Section 3 of this Universal Registration Document;
- ◇ factors likely to have a significant effect in the case of a public offer: see sections of Chapters 12 "Administration and executive management bodies", 13 "Compensation and benefits, 14 "Functioning of the Board of Directors and management bodies", 16.1 "Shareholding of the Company" and 16.2 "Change of control of the Company", 19.1 "Information on the share capital" and 19.2 "Provisions of the Articles of Association" of this Universal Registration Document.

**Statement of officers in charge of the Annual Financial Report:** see Section 1 of this Universal Registration Document.

**Statutory Auditors' report on the financial statements:** see Section 18 of this Universal Registration Document.

**Statutory Auditors' report on the consolidated financial statements:** see Section 18 of this Universal Registration Document.





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