## FINANCIAL STATEMENTS

NINE MONTHS ENDED DECEMBER 31, 2004

## CONSOLIDATED INCOME STATEMENTS



2003 pro forma: consolidation of the Air France group, including KLM and its consolidated subsidiaries over 8 months, identical to the method used at December 31, 2004.

## CONSOLIDATED BALANCE SHEETS

|  |  |  | In € millions |
| :--- | ---: | ---: | ---: |
| ASSETS as of | Notes |  |  |


| Total assets | 20,986 | 12,959 | 12,608 |
| :--- | :--- | :--- | :--- |

## CONSOLIDATED BALANCE SHEETS (CONTINUED)



| Notes |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Common stock | 12 | 2,290 | 1,868 | 1,868 |
| Additional paid-in capital | 12 | 1,518 | 261 | 261 |
| Retained earnings (accumulated deficit) | 12 | 1,358 | 1,942 | 1,862 |
| Cumulative translation adjustment |  | (8) | (9) | 3 |
| Stockholders' equity |  | 5,158 | 4,062 | 3,994 |
| Minority interests |  | 68 | 23 | 33 |
| Stockholders' equity and minority interests |  | 5,226 | 4,085 | 4,027 |
| Provisions for liabilities and charges | 13 | 2,190 | 1,039 | 1,095 |
| Short and long-term debt and capital leases | 14 | 8,419 | 4,380 | 4,147 |
| Trade payables |  | 1,761 | 1,226 | 1,375 |
| Income tax liability |  | 159 | 21 | 5 |
| Advance ticket sales |  | 1,423 | 1,008 | 901 |
| Other payables |  | 1,808 | 1,200 | 1,058 |
| Total liabilities |  | 15,760 | 8,874 | 8,581 |


| Total liabilities and stockholders' equity | 20,986 | 12,959 | 12,608 |
| :--- | :--- | :--- | :--- |

## STATEMENTS OF MOVEMENTS IN STOCKHOLDERS' EQUITY



## CONSOLIDATED STATEMENT OF CASH FLOWS

|  |  |  | In € millions |
| :---: | :---: | :---: | :---: |
| Nine months ended December 31, | 2004 | 2003 | Year ended$03.31 .2004$ |
|  |  |  |  |
| Cash flows from operating activities | 1,564 | 836 | 1,201 |
| Gross operating result | 1,785 | 1,064 | 1,318 |
| Other income (expenses) received (paid) | (67) | (37) | (23) |
| Foreign exchange gains (losses) | (2) | (2) | 3 |
| Operating cash flows | 1,716 | 1,025 | 1,298 |
| Changes in working capital | 81 | (83) | 54 |
| Restructuring expenditure | (34) | (16) | (18) |
| Interest paid | (218) | (110) | (163) |
| Interest received | 41 | 27 | 36 |
| Income tax paid (received) | (22) | (7) | (6) |
| Cash flows from investing activities | (751) | (647) | (849) |
| Acquisitions of subsidiaries | 586 | (5) | (10) |
| Purchase of tangible and intangible fixed assets | $(1,623)$ | (892) | $(1,269)$ |
| Disposals of subsidiaries | 114 | 9 | 24 |
| Proceeds on disposal of tangible and intangible assets | 146 | 226 | 391 |
| Dividends received | 26 | 15 | 15 |
| Cash flows from financing activities | 287 | 222 | 386 |
| New debts | 724 | 657 | 901 |
| Repayment of debts | (189) | (340) | (345) |
| Repayment of capital lease obligations | (264) | (127) | (152) |
| Net decrease (increase) in loans | 19 | (25) | (29) |
| Net decrease (increase) in short-term investments | 22 | 82 | 35 |
| Dividends paid | (25) | (25) | (24) |
| Translation differences | - | (1) | (5) |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 1,100 | 410 | 733 |
| Opening cash and cash equivalents | 1,405 | 672 | 672 |
| Closing cash and cash equivalents | 2,505 | 1,082 | 1,405 |

## AIR FRANCE - K.L.M Group

NOTES TO THE FINANCIAL STATEMENTS

## AIR FRANCE - K.L.M Group

## 1. ACCOUNTING POLICIES

The consolidated financial statements ended December 31, 2004 have been prepared in accordance with the accounting principles and valuation methods used for the annual financial statements, in agreement with:

- Regulation 99-02 of the French accounts committee, the Comité de Réglementation Comptable (CRC), concerning consolidated financial statements of commercial companies and public organizations;
- Recommendation 99.R. 01 of the Conseil National de la Comptabilité (CNC), concerning interim financial statements.


## 2. CHANGES IN THE SCOPE OF CONSOLIDATION

## 2.1 - Scope of consolidation

As of December 31, 2004, the Group included 158 companies, 135 of which are fully consolidated, 3 are proportionately consolidated and 20 are consolidated using the equity method. The change in the scope of consolidation is mainly due to the consolidation of the KLM group.

As the Exchange Offer closed in May 2004, the group's results include KLM's results over a period of eight months (May to December 2004). At this date, the group holds $97.2 \%$ of the common shares of KLM stock.

In addition, the Servair group was consolidated with one quarter difference until March 31, 2004. To make up for this difference, the Servair group was consolidated over 12 months (January-December 2004) in the period ended December 31, 2004. In addition, Air France increased its stake in the Servair group by 3.1 points, from $94.5 \%$ to $97.6 \%$. This additional stock purchase had no significant impact on the consolidated accounts closed at December 31, 2004.

Moreover, Air France transferred on 30 December 2004 all its stake in Amadeus France to Amadeus GTD. The net income of Amadeus France and its subsidiary have been consolidated within the Group until 30 December 2004.

Proteus Developpement and Proteus Finance merged with Air France Finance.

## 2.2-Comparability

For the purposes of comparison, a pro forma consolidated statement of income at December 31, 2003 has been prepared using methods and consolidation scope identical to those used at December 31, 2004. The unaudited pro forma income statement does not necessarily give an indication of the earnings that would have been achieved by Air France - KLM if the merger with KLM had actually taken place on the date adopted for preparing the pro forma income statement.
On the basis of these (still provisional) estimates of the assets and liabilities as valued on the date of acquisition, the first consolidation of the KLM group shows "badwill" of 967 million euros. This has been determined on the basis of an acquisition price of 797 million euros and a share of the shareholders' equity acquired of 1,764 million euros. Shareholders' equity specifically includes the adjustment to market value of the KLM group's fleet for a total of (883) million euros the recognition in the item "Other debtors" of the surplus value of the funds earmarked to cover employee retirement commitments for a total of 959 million euros.
As some valuations are still in process, this badwill may be adjusted during the appropriation period available to the group, which runs to the end of the fiscal year following the year of acquisition.
This is the case for the value of the funds allocated to cover pension commitments. An in-depth review of this accounting standard is currently being carried out in order to determine whether this item may be recorded on the balance sheet.

## AIR FRANCE - K.L.M Group

Pending the definitive position that will be used for closing the annual accounts, the considers that according to accounting standards, this surplus may be recognized. However the Group has, as a precautionary measure, chosen not to amortize the portion of negative goodwill relative to the excess fund value in the second and the third quarter.
The estimated amount of this portion came to 610 million euros at December 31, 2004. The impact of this amount on income, had it been amortized in the second and the third quarter, would have generated an increase of approximately 63 million in net income.
The amortization period retained is 5 years, reflecting the length of time that the group considers reasonable for implementing the anticipated synergies, and the costs incurred in achieving them. The allocation for the period totaled 66 million euros at December 31, 2004.
Badwill is recognized in the item "Provisions for liabilities and charges" on the liabilities side of the balance sheet.

## 3. INFORMATION BY ACTIVITY AND GEOGRAPHICAL AERA

## 3.1 - Information by sector of activity

| Nine months ended December 31, | 2004 |  | 2003 |  | 2003 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Operating revenues | Operating income | Operating revenues Pro | $\begin{aligned} & \text { Operating } \\ & \text { income } \\ & \text { rma } \end{aligned}$ | Operating revenues | Operating income |
| Passenger | 11,368 | 310 | 10,585 | 261 | 7,759 | 106 |
| Cargo | 1,865 | 76 | 1,694 | 37 | 1,071 | 9 |
| Maintenance | 566 | 37 | 544 | 32 | 380 | 35 |
| Others | 654 | 65 | 572 | 46 | 115 | (1) |
| Total | 14,453 | 488 | 13,395 | 376 | 9,325 | 149 |

Consolidated sales revenues, for the period ended December 31, 2004, totaled 14.5 billion euros, an increase of $7.9 \%$ over revenues for the previous pro forma period. This increase was generated by all activity sectors, particularly passengers and cargo.

Operating income rose from 112 to 488 million euros against 376 million euros at December 31, 2003. All activities made a positive contribution to this result; passenger and cargo activities grew substantially.

## AIR FRANCE - K.L.M Group

## 3.2 - Analysis of operating revenues by geographical area of sale

|  | Europe North Africa |  | Caribbean French Guiana Indian Ocean |  | Africa Middle East |  | Americas <br> Polynesia |  | Asia <br> New Caledonia |  | Total |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Nine months ended December 31, 2004 |  |  |  |  |  |  |  |  |  |  |  |
| Scheduled passenger | 7,203 | (67.6\%) | 277 | (2.6\%) | 740 | (6.9\%) | 1,561 | (14.7\%) | 871 | (8.2\%) | 10,652 |
| Other passenger revenues | 521 | (72.8\%) | 30 | (4.2\%) | 34 | (4.7\%) | 64 | (8.9\%) | 67 | (9.4\%) | 716 |
| Total Passenger | 7,724 | (67.9\%) | 307 | (2.7\%) | 774 | (6.8\%) | 1,625 | (14.3\%) | 938 | (8.3\%) | 11,368 |
| Cargo | 824 | (47.6\%) | 33 | (1.9\%) | 114 | (6.6\%) | 195 | (11.3\%) | 564 | (32.6\%) | 1,730 |
| Other cargo revenues | 95 | (70.3\%) | 4 | (3.0\%) | 5 | (3.7\%) | 14 | (10.4\%) | 17 | (12.6\%) | 135 |
| Total Cargo | 919 | (49.2\%) | 37 | (2.0\%) | 119 | (6.4\%) | 209 | (11.2\%) | 581 | (31.2\%) | 1,865 |
| Maintenance | 561 | (99.1\%) | - | - | - | - |  |  | 5 | (0.9\%) | 566 |
| Others | 629 | (96.2\%) | 16 | (2.4\%) | 9 | (1.4\%) |  |  |  |  | 654 |
| Total | 9,833 | (68.1\%) | 360 | (2.5\%) | 902 | (6.2\%) | 1,834 | (12.7\%) | 1,524 | (10.5\%) | 14,453 |

Nine months ended December 31, 2003 (pro forma)

| Scheduled passenger Other passenger revenues | 6,733 529 | (67.8\%) (81.0\%) | 315 19 | (3.2\%) (2.9\%) | 698 29 | (7.0\%) (4.4\%) | 1,403 46 | (14.1\%) $(7.0 \%)$ | 782 31 | (7.9\%) (4.7\%) | 9,931 654 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total Passenger | 7,262 | (68.5\%) | 334 | (3.2\%) | 727 | (6.9\%) | 1,449 | (13.7\%) | 813 | (7.7\%) | 10,585 |
| Cargo | 772 | (49.8\%) | 32 | (2.1\%) | 111 | (7.1\%) | 177 | (11.4\%) | 461 | (29.7\%) | 1,553 |
| Other cargo revenues | 77 | (54.6\%) | 8 | (5.7\%) | 8 | (5.7\%) | 26 | (18.4\%) | 22 | (15.6\%) | 141 |
| Total Cargo | 849 | (50.1\%) | 40 | (2.4\%) | 119 | (7.0\%) | 203 | (12.0\%) | 483 | (28.5\%) | 1,694 |
| Maintenance | 539 | (99.1\%) | - | - |  |  |  |  | 5 | (0.9\%) | 544 |
| Others | 561 | (98.2\%) | 10 | (1.7\%) | 1 | (0.2\%) |  |  |  |  | 572 |
| Total | 9,211 | (68.8\%) | 384 | (2.9\%) | 847 | (6.3\%) | 1,652 | (12.3\%) | ,301 | (9.7\%) | 13,395 |

Nine months ended December 31, 2003

| Scheduled passenger | 5,025 | (70.1\%) | 281 | (3.9\%) | 446 | (6.2\%) | 931 | (13.0\%) | 490 | (6.8\%) | 7,173 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Other passenger revenues | 473 | (80.8\%) | 19 | (3.2\%) | 26 | (4.4\%) | 41 | (7.0\%) | 27 | (4.6\%) | 586 |
| Total Passenger | 5,498 | (70.8\%) | 300 | (3.9\%) | 472 | (6.1\%) | 972 | (12.5\%) | 517 | (6.7\%) | 7,759 |
| Cargo | 507 | (53.1\%) | 30 | (3.1\%) | 69 | (7.2\%) | 102 | (10.7\%) | 248 | (25.9\%) | 956 |
| Other cargo revenues | 65 | (56.5\%) | 8 | (7.0\%) | 6 | (5.2\%) | 23 | (20.0\%) | 13 | (11.3\%) | 115 |
| Total Cargo | 572 | (53.4\%) | 38 | (3.5\%) | 75 | (7.0\%) | 125 | (11.7\%) | 261 | (24.4\%) | 1,071 |
| Maintenance | 375 | (98.7\%) |  | - |  | - |  |  | 5 | (1.3\%) | 380 |
| Others | 104 | (90.4\%) | 10 | (8.7\%) | 1 | (0.9\%) |  | - |  |  | 115 |
| Total | 6,549 | (70.2\%) | 348 | (3.7\%) | 548 | (5.9\%) | 097 | (11.8\%) | 783 | (8.4\%) | 9,325 |

Changes in sales revenues varied by geographic region; thus, the change on a pro forma basis included a 0.8 point increase from Asia and 0.4 point from the Americas, while the Africa-Middle East region remained stable, and Europe and the West Indies-Caribbean-Indian Ocean markets fell by 0.7 and 0.4 point respectively.

## AIR FRANCE - K.L.M Group

## 3.3 - Analysis of operating revenues by geographical area of destination



Changes in revenues by network also showed variations. Asia's share of revenues rose 2.1 points, Africa-Middle East and America gained 0.3, while the share of the markets in the West Indies-Caribbean-Indian Ocean, Europe fell by 1.3 and 1.5 point respectively.

## 4. EXTERNAL EXPENSES

|  | In € millions |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Nine months ended December 31, | 2004 | 2003 | 2003 | Variation |
|  | Proforma |  |  |  |
| Aircraft fuel | 2,034 | 1,483 | 974 | 37.2\% |
| Chartering costs | 410 | 368 | 301 | 11.4\% |
| Aircraft operating lease costs | 477 | 468 | 350 | 1.9\% |
| Landing fees and en route charges | 1,107 | 1,033 | 687 | 7.2\% |
| Catering | 304 | 288 | 229 | 5.6\% |
| Handling charges and other operating costs | 808 | 809 | 571 | -0.1\% |
| Aircraft maintenance costs | 473 | 470 | 280 | 0.6\% |
| Commercial and distribution costs | 1,082 | 1,092 | 798 | -0.9\% |
| Other external expenses | 1,423 | 1,366 | 882 | 4.2\% |
| Total | 8,118 | 7,377 | 5,072 | 10.0\% |
| Excluding aircraft fuel | 6,084 | 5,894 | 4,098 | 3.2\% |

External charges were up $10 \%$ at December 31, 2004, increasing from 7.38 billion euros to 8.12 billion euros. This change, higher than the growth in the group's available seats ( $+8.3 \%$ in EASK), is due primarily to fuel costs which rose significantly because of the surge in oil prices. Excluding fuel, the growth in external charges was limited to $3.2 \%$.

Aircraft charters rose $11.4 \%$ to 410 million euros at December 31, 2004, up from 368 million euros in the previous half, due to greater use of code shares with some of our partners (such as Korean Air, Japan Airlines, and Vietnam Airlines) and as a result of the implementation of Air France's new "Dedicate" product.

## 5. SALARIES AND NUMBER OF EMPLOYEES

## 5.1-Salaries and related costs

|  |  | In $€$ millions |  |  |
| :--- | ---: | ---: | ---: | ---: |
| Nine months ended December 31, | $\mathbf{2 0 0 4}$ | $\mathbf{2 0 0 3}$ | $\mathbf{2 0 0 3}$ | Variation |
| By cost category |  | Proforma |  |  |
| Wages and salaries | 3,331 |  |  |  |
| Pension contributions | 322 | 295 | 2,264 | $2.3 \%$ |
| Social security contributions | 807 | 770 | 191 | $8.4 \%$ |
| Amount capitalized | $(82)$ | $(93)$ | $\mathbf{6 4 9}$ | $4.8 \%$ |
| Total | $\mathbf{4 , 3 7 8}$ | $\mathbf{4 , 2 2 9}$ | $\mathbf{3 , 0 4 8}$ | $\mathbf{- 1 1 . 8 \%}$ |

Personnel costs totaled 4.38 billion euros versus 4.23 billion euros at December 31, 2003, an increase of $3.5 \%$ in personnel on a constant consolidation basis, and down $1.1 \%$ to 102252 employees. This increase is primarily the result of a reduction in the allowances for social costs that had been granted, in France, for the change to the 35hour working week.

## 5.2-Average number of employees

| Nine months ended December 31, | $\mathbf{2 0 0 4}$ | $\mathbf{2 0 0 3}$ <br> Proforma | $\mathbf{2 0 0 3}$ | Variation |
| :--- | ---: | ---: | ---: | ---: |
| Total | $\mathbf{1 0 2 , 2 5 2}$ | $\mathbf{1 0 3 , 3 6 7}$ | $\mathbf{7 1 , 9 0 0}$ | $\mathbf{- 1 . 1 \%}$ |
| Fligth deck crew | 7,797 | 7,796 | 5,017 | $0.0 \%$ |
| Cabin crew | 19,872 | 19,907 | 13,235 | $\mathbf{- 0 . 2 \%}$ |
| Groundstaff | 74,583 | 75,664 | 53,648 | $\mathbf{- 1 . 4 \%}$ |
| Management | 12,969 | 12,704 | 9,149 | $2.1 \%$ |
| Supervisors | 29,240 | 29,053 | 20,720 | $0.6 \%$ |
| Other staff | 32,374 | 33,907 | 23,779 | $-4.5 \%$ |
| Pilots and cabin crew | 26,011 | 25,942 | 17,290 | $0.3 \%$ |
| Instructors | 978 | 1,073 | 650 | $-8.9 \%$ |
| Management | 680 | 688 | 312 | $-\mathbf{1 . 2 \%}$ |

The above number of employees is calculated on a weighted average basis based on actual paid presence.

## AIR FRANCE - K.L.M Group

## 6. DEPRECIATION AND AMORTIZATION

|  | In € millions |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Nine months ended December 31, | 2004 | 2003 | 2003 | Variation |
| Proforma |  |  |  |  |
| Net charge to depreciation/amortization | 1,207 | 1,187 | 887 | 1.7\% |
| - Intangible fixed assets | 36 | 37 | 27 | -2.7\% |
| - Flight equipment | 991 | 983 | 751 | 0.8\% |
| - Other property, plant and equipment | 180 | 167 | 109 | 7.8\% |
| Net charge to operating provisions | 58 | 42 | 39 | - |
| - Fixed assets | - | - | - | - |
| - Inventories | 2 | 2 | 2 | - |
| - Trade receivable | 3 | 8 | 8 | - |
| - Liabilities and charges | 53 | 32 | 29 | - |
| Total | 1,265 | 1,229 | 926 | 2.9\% |

## 7. NET FINANCIAL CHARGES

|  | In $€$ millions |  |  |
| :---: | :---: | :---: | :---: |
| Nine months ended December 31, | 2004 | $2003{ }^{(1)}$ | Variation |
| Financial expenses | (227) | (105) | 116.2\% |
| - Loan interest | (79) | (77) | 2.6\% |
| - Lease interest | (40) | (40) | 0.0\% |
| - Capitalized interest | 22 | 15 | 46.7\% |
| - Other financial expenses | (130) | (3) | 4233.3\% |
| Financial income | 81 | 29 | 179.3\% |
| - Interest on securities | 3 | 2 | 50.0\% |
| - Net gains on securities | 25 | 18 | 38.9\% |
| - Other financial income | 53 | 9 | 488.9\% |
| Net charges | (146) | (76) | 92.1\% |
| Foreign exchange losses, net | 6 | 32 | - |
| Net (charge) release to provisions | (16) | 14 | - |
| Total | (156) | (30) | - |

${ }^{(1)}$ with a constant group structure

The interest rate used in the calculation of capitalized interest for the half year ended December 31, 2004 was 4.56 $\%$.

Foreign exchange gains for the period include an unrealized net gain of EUR 8 million (against a net gain of EUR 34 million for the period ended December 31, 2003).

The item "Other financial income" includes a financial gain of 27.6 million euros arising from the financing contract for one of the Air France aircraft. The realization of this gain and the determination of its amount were subject to the outcome of a financial agreement between Air France and the financial organization at a date close to the debt's maturity. This final agreement was reached on July 21, 2004.
"Other financial income" includes also dividends received from non consolidated companies in the amount of EUR 7 million for the period ended December 31, 2004 (compared with EUR 3 million for the period ended December 31, 2003).

## 8. DISPOSALS OF SUBSIDIARIES AND AFFILIATES

The gains of disposals of subsidiaries and affiliates are mainly due to the transfer of Amadeus France and its subsidiary Amadeus France Service to Amadeus GTD.

## 9. INCOME TAX

|  | In $€$ millions |  |
| :--- | ---: | ---: |
| Nine months ended December 31, | $\mathbf{2 0 0 4}$ | $\mathbf{2 0 0 3}{ }^{(1)}$ |
| Current tax charge | $(10)$ | $(5)$ |
| Deferred tax credit (charge) | $(126)$ | $(38)$ |
| Total tax credit (charge) | $\mathbf{( 1 3 6 )}$ | $\mathbf{( 4 3 )}$ |
| ${ }^{(1)}$ with a constant group structure |  |  |

The current tax charge relates to amounts paid or payable in the short term to the tax authorities in respect of the current year, in accordance with the regulations prevailing in various countries and any applicable treaties.

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