previously called Société Air France
a French *société anonyme* with a share capital of EUR 2,570,536,136
Registered office: 7 rue du Cirque, 75008 Paris, France
552,043,002 RCS Paris

ARTICLES OF INCORPORATION

As updated on July 1, 2022

PREAMBLE:

At the forefront of a more responsible European aviation, we unite people for the world of tomorrow.

TITLE I

FORM OF COMPANY, PURPOSE, NAME, REGISTERED OFFICE, TERM

Article 1 - Form

The Company, whose form is that of a French *société anonyme*, or public limited company, shall be governed by the laws and regulations in force, and by the present Articles of Incorporation.

Article 2 - Purpose

In all countries, the Company's purpose shall be:

1. The acquisition of direct or indirect shareholdings in the capital of airline companies or of companies holding a majority of the share capital and voting rights of a company with an air transport operating licence issued pursuant to Article L.330-1 of the French Civil Aviation Code;

2. The acquisition of direct or indirect shareholdings and any interest in any French or foreign companies whose activities are related to the air transportation business or in any other business tending to further its development, whether directly or indirectly, either alone or in the context of an association, cooperation, grouping or venture with any other persons or companies, and the carrying out, in any manner whatsoever, of the operations pertaining to its corporate purpose;

3. The management of shares and securities, investment for its own account or for the account of third parties, by any means whatsoever, including by way of acquisition, capital increase, absorption or merger;

4. The management of its own moveable and immoveable property, or of any property, regardless of the composition thereof, belonging to any individual or legal entity.

More generally, the Company may engage in any and all such financial, commercial and industrial transactions concerning personal and real property as may be related directly or indirectly, in whole or in part, to the above purpose or to any other similar or related purposes likely to further the Company's expansion or development.

Article 3 - Corporate name

The Company's name is: AIR FRANCE – KLM.

Article 4 - Registered Office

The registered office is located at 7 rue du Cirque, 75008 Paris.

In the event that the Board of Directors of the Company relocates the registered office, subject to the conditions laid down in law, the Board is authorised to amend the articles of incorporation accordingly.

Article 5 - Term

The term of the Company is due to expire on July 3, 2045 unless dissolved before that date or the term is extended by a resolution compliant with the present articles of incorporation.

TITLE II

SHARE CAPITAL, SHARES

Article 6 - Share capital

The share capital of the Company is set at EUR 2,570,536,136. It is divided into 2,570,536, 136 shares each with a nominal value of EUR 1.

Article 7 - Changes in share capital (Increases, reductions, redemption)

The share capital of the Company may be increased, reduced or redeemed subject to the conditions laid down in law.

Article 8 - Paying up of shares

Cash shares issued in order to increase the share capital of the Company must be paid up at the time of their subscription in an amount at least equal to one quarter of their nominal value and in the full amount of their premium, if a premium is due.

The difference shall be called up, on one or more occasions, by resolution of the Board of Directors, which shall determine the amount to be called up and the venue and date of the payments to be made.

Such calling up of capital shall be notified to the shareholders one month before the date set for each payment by means of an announcement placed in a publication authorised to carry legal notices at the location of the registered office of the Company, or by individually addressed registered letter.

Any delay in payment of the amounts due shall lead automatically and without requirement of formal notice to the addition of interest at the legal rate plus two percent per annum, calculated daily with effect from the due date, without prejudice to personal action at law which the Company may take against the defaulting shareholder and to the enforcement measures available in law.

Any subscription of shares on which the payment due has not been made at the time of their subscription may be considered null and void on expiry of a period of eight days from the sending of notice by registered letter, where such notice has not elicited a satisfactory response.

Article 9 - Form of shares – Identification of shareholders

9.1 Form of shares

- All shares shall be registered in the name of the holder up until such time as they are entirely paid up.

- Shares, when fully paid up, may be registered or bearer shares, at the option of the holder, subject to the provisions of Articles 9.2, 9.3 and 9.4 hereinbelow.

The Company may impose a requirement to register shares in the names of the holders under the terms and conditions set forth in Article 9.4.

9.2 Shares must be registered in the names of the holders where the threshold of 5% of the share capital or voting rights is reached.

Any shareholder, whether alone or acting in conjunction with others, who comes to hold a number of shares or voting rights in the Company equal to or greater than 5% of the total number of shares or voting rights must, within four trading days from the date that the above equity threshold is reached, request that its stock be entered as registered shares. This obligation of registration applies to all shares already held and to those which may be acquired subsequently above the aforementioned threshold, for so long as the shareholder continues to hold equity at or above the threshold.

A copy of the request to register the shares in the name of the holder, including the information stipulated in Article 10 hereof, shall be submitted by letter sent registered or certified mail, return receipt requested, to the Company within four trading days of the date on which the 5% threshold is reached.

9.3 Lowering the threshold for the requirement to register stock to 10,000 shares by decision of the Board of Directors.

Where the threshold of 40% of share capital or voting rights is reached by shareholders other than French shareholders in the meaning of Article 14 of the Articles of Incorporation, the Board of Directors may resolve to lower the threshold for mandatory registration from 5% to 10,000 shares. The obligation to impose mandatory registration of stock shall apply subject to the provisions of Article 9.2.

The extract from the minutes of meeting of the Board of Directors resolving to lower the threshold to 10,000 shares shall be published in the BALO [Bulletin des Annonces Légales et Obligatoires/Bulletin for judicial and mandatory notices], in at least one financial publication in the French language and in at least one financial publication in the English language.

9.4 Exclusive use of registered shares by decision of the Board of Directors

Should the findings of a procedure of identification of the holders of securities, show that the threshold of 45% or more of the share capital or voting rights in the Company held by shareholders other than French shareholders in the meaning of Article 14 of the Articles of Incorporation has been reached, the Company will publish the announcement provided by Article R.360-2 of the French Civil Aviation Code in order to inform shareholders and the general public that shareholders other than French nationals in the meaning of Article 14 of the Articles of Incorporation hold, directly or indirectly, 45% or more of the share capital or voting rights in the Company.

Should the findings of the same procedure, show that shareholders other than French nationals in the meaning of Article 14 of the Articles of Incorporation hold on a long-term basis, directly or indirectly, more than 45% of the share capital or voting rights in the

Company, the Board of Directors must resolve to impose exclusive use of the registered form for all shares in the Company.

I/ The extract from the minutes of meeting of the Board of Directors resolving to impose exclusive use of the registered form for all shares in the Company shall be published in the BALO, in at least one financial publication in the French language and in at least one financial publication in the English language.

II/ Within fifteen days of the publication of the above decision in the BALO, holders of bearer shares must request conversion of their shares to the registered form. Such conversion shall be carried out in accordance with the provisions of decree 55-1595 of 7 December 1955, as amended.

III/ The extract from the minutes of meeting of the Board of Directors resolving to cease to impose the exclusive use of the registered form of shares in the Company shall be published in the same manner.

IV/ Notwithstanding the provisions contained in the preceding paragraph, the Board of Directors may resolve at any time, at its sole initiative and in the light of information available to it, to impose the exclusive use of the registered form for all shares in the Company.

9.5 Election of domicile at the address of an authorised financial intermediary

Any shareholder subject to the obligation to register shares held in the Company and having neither registered offices nor elected domicile on French territory in the meaning of Article 102 of the French Code of Civil Law is bound to elect domicile at the address of an authorised financial intermediary and account holder domiciled in France and to inform the Company of such election without delay by letter sent registered or certified mail, return receipt requested, which shall include the information provided for in article 10 of the Articles of Incorporation .

This election of domicile may be carried out in valid manner by any intermediary registered on behalf of the third parties as specified in Article L.228-1 of the French Code of Commercial Law.

Failing notification to the Company as stipulated hereinabove, or if incomplete or incorrect information is given despite a request to rectify the situation made by the Company by letter sent registered or certified mail, return receipt requested, those equity instruments granting rights to share capital immediately or at a future date and for which the aforementioned shareholder has been registered as an account holder shall be deprived of voting rights in any General Shareholders' Meetings held until such time as the situation is rectified; payment of the corresponding dividends shall also be deferred until that time.

9.6 Identification of shareholders

Any intermediary registered on behalf of an owner of shares without a domicile on French territory in the meaning of Article 102 of the French Code of Civil Law is bound, immediately on opening its account with the issuing company, with the latter's authorised agent, or with the authorised financial intermediary and account holder, to declare its status as an intermediary holding securities on behalf of others.

9.6.1 Identification of holders of bearer shares

In order to identify the holders of bearer shares, the Company is entitled to request at any time of the bodies responsible for clearing securities the information provided for in Article 10 of the Articles of Incorporation regarding the holders of equity instruments conferring voting rights in its General Shareholders' Meetings, whether immediately or

at a later date, in addition to the quantity of stock held by each such holder, and where applicable, details of any restrictions possibly affecting the stock concerned.

In the light of the list supplied by the securities clearing body, the Company may request, either through that body or directly of the persons or legal entities shown on the list, where the Company feels they may be registered on behalf of others, information provided for in Article 10 of the Articles of Incorporation on the owners of the shares to which reference is made in the paragraph immediately above.

Those persons or legal entities are bound, where they are acting as intermediaries, to disclose the identity of the owners of the equity instruments.

9.6.2 Identification of holders of registered shares

In the case of registered shares granting rights to equity in the Company immediately or at a later date, intermediaries registered on behalf of others are bound, within ten business days of the request made by the Company or its authorised agent, it being possible to submit such request at any time, to provide the information mentioned in Article 10 of the Articles of Incorporation regarding the owners of the shares concerned.

Where the stock takes the form of registered shares under administration, the authorized intermediary must declare its status as an intermediary holding securities on behalf of others.

9.6.3 Sanctions

Failing provision to the Company of the information specified in Articles 9.6.1 and 9.6.2, or in the event that the information provided is incomplete or incorrect, the sanctions for which Article L.228-3-3 of the Code of Commercial Law provides may be applied.

Disqualification of stock for voting and entitlement to dividend payments as provided in Article L.228-3-3 of the Code of Commercial Law shall become effective on expiry of a period of 15 days following the request to rectify the situation submitted by letter sent registered or certified mail, return receipt requested, or by any equivalent means, to the address shown in the share register or, where applicable, to the address where domicile has been elected in compliance with Article L.6411-4 of the Code of Transport.

Prior to the recording of proxies or votes in a General Shareholders' Meeting, intermediaries registered on behalf of other parties are bound, at the request of the Company, to supply a list of the non-resident owners of the shares to which the voting rights attach.

Votes or proxies entered by an intermediary which is either not declared as such or which has not disclosed the identities of the owners of the stock under the terms and conditions laid down in the previous paragraphs cannot be included in any count.

Article 10 - Information to provide at the Company's request

Pursuant to the provisions applicable to the Company as holder or controlling shareholder (directly or indirectly) of airlines which themselves hold (1) operating licences as air carriers or (2) traffic rights, and in particular the provisions of Regulation (EC) No 1008/2008 of September 24, 2008, as interpreted by the European Commission's guidelines of June 8, 2017, international agreements and the provisions of the French Transportation Code (Articles L.6411-1 et seq.), or any text that would replace or supplement any of the latter, any shareholder (or any intermediary registered on behalf of an ultimate beneficiary) is required to provide in writing to the Company, and at its request, the

following information, in particular in the cases referred to in Articles 9.2, 9.5, 9.6.1 and 9.6.2 of Articles of Incorporation:

a) Individuals
- Name and address,
- Nationality,
- Number and type of stock acquired and the date of acquisition,
- In the case of individuals whose domicile is not on French territory in the meaning of Article 102 of the Code of Civil Law, the name of the individual or legal entity in France acting as an approved financial intermediary at whose address they have elected domicile,
- Confirmation that the relevant person is acting on his/her own account, and, if applicable, relevant information apposite to determine the nationality of the beneficial owner of the shares in accordance with the above provisions relating to the nationality of shareholders.

b) Legal entities
- Name and the address of the registered office,
- Legal form of the entity,
- Quantity and type of stock acquired and the date of acquisition,
- In the case of legal entities whose domicile is not on French territory in the meaning of Article 102 of the Code of Civil Law, the name of the individual or legal entity in France acting as an approved financial intermediary at whose address they have elected domicile
- the identity and the nationality of any natural or legal person having direct or indirect control, at the ultimate level, of the relevant shareholder, within the meaning of the above-mentioned provisions relating to the nationality of shareholders
- confirmation that the relevant person involved is acting on its own account, or otherwise, if applicable, relevant information apposite to determine the nationality of the beneficial owner of the shares in accordance with the above provisions relating to the nationality of shareholders.

The company may publish on its website additional information regarding the practical details of these provisions.

The information to be given under (a) and (b) above may be provided to the Company by any approved financial intermediary and, in the case of non-residents, by any registered intermediary in the meaning of Article L.228-1 of the Code of Commercial Law acting on their behalf.

Where the information specified at (a) and (b) above has not been provided or where the information provided is incomplete or incorrect, despite a request from the Company to rectify the situation, stock and other equity securities held by or on behalf of the relevant person shall be disqualified for voting at any General Shareholders' Meeting held until the situation is rectified. In addition, dividend payments shall be deferred until that time. Disqualification for voting and suspension of dividend entitlement shall become effective 15 days following the sending of a written notice to that effect sent by the Company or by any attorney on its behalf, by registered letter or by any equivalent means, at the address shown in the share register or, if applicable, at the address where domicile has been elected.

Article 11 - Registration and assignment of shares (approval provisions)

Shares are entered in an account opened in the name of their owner in the books of the Company or its authorised agent or with an approved intermediary.

Securities entered on account may be conveyed by transfer between accounts. Entries on account, transfers and assignments shall be executed in accordance with the terms and conditions laid down by the laws and regulations in force.

If, in the light of the information provided for in Article 10 of the Articles of Incorporation, the Board of Directors observes that over 45% of the share capital or voting rights is held directly or indirectly by shareholders other than French nationals in the meaning of Article 14 of the Articles of Incorporation, it may resolve that any acquisition of shares by a third party or a shareholder which would lead for the acquirer to an obligation to declare that a threshold of 0.5% of the share capital or voting rights, or any multiple of that percentage, has been reached, pursuant to Article 13 hereof, shall require approval to be given by the Board of Directors under the conditions and following the procedures laid down in law.

Article 12 - Indivisibility of shares – Usufructuary ownership

1. Shares are indivisible in the eyes of the Company.
   Co-owners of shares, which are indivisible, shall be represented at general shareholders' meetings by one of their number or by a single authorised agent. In the event of disagreement, the authorised agent shall be appointed by a court of law at the request of the first co-owner to enter a petition.

2. The voting rights attaching to shares shall be exercised by the usufructuary owner in ordinary shareholders' meetings and by the bare owner in extraordinary general meetings.

Article 13 - Equity threshold declarations

Without prejudice to the notification obligations contained in Article L.233-7 of the Code of Commercial Law, any private individual or legal entity, whether acting alone or in conjunction with others, who comes to hold, whether directly or indirectly, 0.5% at least of the share capital or voting rights in the Company, or any multiple of that percentage, shall be bound to inform the Company by letter sent registered or certified mail, return receipt requested, within four trading days of the date on which this equity threshold has been reached. Such declaration must include all the information that the Company must provide to the *Autorité des Marchés Financiers* in the event of crossing legal thresholds, as well as the information provided for in Article 10 of the Articles of Incorporation.

The declaration for which the preceding paragraph provides shall be repeated on each occasion that a further threshold of 0.5% of voting rights is reached, up to 50%.

The declarations specified in the two preceding paragraphs shall be made in the event that such thresholds are crossed upward or downward.

For the purposes of determination of whether the thresholds hereunder have been reached, the shares and voting rights defined by the provisions of Article L.233-9 of the Code of Commercial Law and those of the General Regulations of the *Autorité des marchés financiers* relating thereto are deemed to be capital and voting rights mentioned in the first paragraph.

Failure to adhere to the obligation to make the equity threshold declarations required by law and the Articles of Incorporation, shall lead to disqualification of the stock for voting under Article L.233-14 of the Code of Commercial Law at the request of one or more shareholders holding together at least 0.5% of the share capital of the Company.

Article 14 - Information published and disseminated by the Company

Through an announcement published in the BALO, and a press release in the form of a financial notice published in a journal with national coverage and in an English-language financial publication, the Company shall inform the shareholders and the general public when 45% of the share capital or voting rights are held, directly or indirectly, by shareholders other than French nationals in the

meaning of the present Article, and when the share in the equity or voting rights held by such shareholders falls below this level.

For the purposes of implementation of the present Articles of Incorporation, the following are considered to be French nationals:

- private individuals with French nationality or citizens of the European Union Member States and States party to the European Economic Area Agreement or any other agreement having the same significance in matters of air transportation

- legal entities or other entities and groups whose equity is not held in the majority or effectively controlled, directly or indirectly, by private individuals other than French nationals in the meaning of this Article.

This notice shall specify the share of equity or voting rights thus held, directly or indirectly, by shareholders other than French nationals. It shall also indicate whether the Company is envisaging the use of the formal demand procedure for which Article L.6411-6 of the French Transportation Code.

Article 15 - Formal demand for assignment following registration of shares

The Company is authorised, subject to the conditions and time limits specified by Articles L.6411-6, L.6411-7 and L.6411-8 of the French Transportation Code and R.360-1 to R.360-5 of the Code of Civil Aviation to issue formal demands to certain of its shareholders requiring the assignment of all or part of their stock.

Such entitlement to issue formal demands relates first and foremost to shareholders other than nationals of Member States of the European Community and States party to the agreement on the European Economic Area or any other agreement whose scope is equivalent in terms of air transport.

The shares covered by such formal demands shall be determined by their chronological order of registration in the name of the holder, following application of the priority criterion specified in the preceding paragraph and beginning with the most recently registered.

In the event that, following application of the rules defined in the preceding two paragraphs, several shareholders hold a number of shares registered at the same date in the books of the Company and exceeding the balance of the shares to which the same formal demand procedure is to be applied, such balance shall be split between those shareholders in proportion to the shares concerned.

The formal demand for assignment of stock may be implemented in one or more phases for so long as, in the light of the information available to the Company and the assignments already effected, the fraction of the share capital or voting rights held by shareholders other than French nationals in the meaning of Article 14 continues to stand at 45% or more.

A formal demand shall be deemed to have been duly issued when sent by letter sent registered or certified mail, return receipt requested, or by any equivalent means to the holder appearing in the registers of the Company, including cases where the stock is registered in the name of an intermediary on behalf of the owner of the stock, and to the address appearing in this register or, where applicable, to the address where domicile has been elected.

The formal demand shall include a restatement of the provisions of Articles L.6411-6, L.6411-7 and L.6411-8 of the French Transportation Code and R.360-1 to R.360-5 of the Code of Civil Aviation and the information given pursuant to Article R.360-2 of the Code of Civil Aviation. It shall indicate the number of shares which the shareholder is required to assign to others and contains a reminder of the time limit of fifteen days following publication of the notice for which Article R.360-2 of the

Code of Civil Aviation provides, specifying that the Company is envisaging use of the formal demand procedure.
Shareholders receiving such formal demands shall inform the Company without delay of the execution of the assignments required of them.

Article 16 - Sale or assignment of excess stock

In the event that a shareholder does not assign his stock within two months of the date of the formal demand sent in the manner and within the time limits specified by Articles L.6411-6 and L.6411-7 of the French Transportation Code and R.360-2 and R.360-3 of the Code of Civil Aviation, the Chair of the Board of Directors may issue a writ of summons for injunctive relief in the High Court [Tribunal de Grande Instance] of Paris, seeking the appointment by the Court of a body for which provision is made in Article L.531-1 of the Monetary and Financial Code with the task of carrying out the sale or assignment in the manner specified in Article L.6411-7 of the French Transportation Code.

The writ of summons shall be deemed to have been duly served at the address of the shareholder or shareholders concerned as shown in the register of shareholders or, where applicable, at the address at which domicile has been elected in compliance with Article L.6411-4 of the Code of Transport.

The writ must be accompanied by a copy of the notices specified in R.360-2 of the Code of Civil Aviation, a copy of the formal demand, and a certified copy of an extract from the register of shareholders showing that the shares concerned have not been assigned despite expiry of the time limit of two months stipulated in the first paragraph of the present Article.

As from the date of designation of the body specified in the first paragraph of the present Article, the stock in the possession of the holder in breach may no longer be sold or assigned other than under the conditions laid down in Article L.6411-8 of the Code of Transport, and they shall be stripped of the voting rights normally attaching to them.

TITLE III

MANAGEMENT OF THE COMPANY

Article 17 - The Board of Directors

The Company shall be governed by a Board of Directors with between 3 and a maximum of 18 members.

17-1 – Composition of the Board of Directors

A Board of Directors comprised of at least 3 and no more than 18 members is responsible for managing the Company (including any potential representative appointed directly by the State and potential directors appointed upon the proposal of the French State, pursuant to the terms of French Order No. 2014-948 dated August 20, 2014).

A legal entity can be appointed as a Board director. At the time of its appointment or cooptation, it must appoint a permanent representative.

For the purpose of determining the minimum and maximum number of directors referenced in the first paragraph of this Article, the following are excluded:

(a) directors appointed by the Shareholders' Meeting in accordance with the terms of Article L.225-23 (by referral to and in the conditions of Article L.22-10-5 of the French Commercial Code), based on the proposal made by shareholders who are current (and former) employees, as they are described in Article L.225-102 of the French Commercial Code.

As permitted under the terms of Article L.6411-9 of the French Transportation Code (Code des transports), two directors represent shareholders who are current (and former) employees, of which:

- a director representing the flight deck crew personnel category (*personnels navigants techniques*) of the Company and/or companies related to it;

- a director representing the other personnel category (*autres personnels*) of the Company and/or companies related to it.

Acting as the representation of shareholders who are current (and former) employees of the Company and companies related to it is subject to their holding an equity stake in the share capital of no less than 2%.

The terms and conditions applicable to electing these directors are governed by the principles set forth in articles L.225-23 and L.225-102 of the French Commercial Code, in Article L. 6411-9 of the French Transportation Code, and in these Articles of Incorporation. The terms and conditions specific to each ballot will be set forth in the Internal Rules.

(b) directors representing employees

Whenever the Company meets the conditions provided for under Articles L.225-27-1 and L.22-10-7 of the French Commercial Code, the Board of Directors includes one or more director(s) representing the employees.

Regardless of its composition or the terms and conditions governing the way in which it is organized, the Board of Directors is a collegial body mandated by all shareholders and acting in the corporate interest of the Company.

As an exception to the provisions of Article 19 of these Articles of Incorporation, the directors representing employees as well as any potential representative appointed directly by the State and potential directors appointed upon the proposal of the State, are not required to hold a minimum number of Company shares while they exercise their functions.

<u>17-2 – Directors representing employee shareholders</u>

Both directors representing shareholders who are current (and former) employees are elected by the Shareholders' Meeting based on the proposal of those shareholders described in Article L. 225-102 of the French Commercial Code.

The candidates presented to the Shareholders' Meeting are selected by vote, the conditions of which are set in the Articles of Incorporation.

17-2-1 – Candidate selection procedure

a. Number of seats to fill

The representation of shareholders who are employees (and former employees) on the Board of Directors is fulfilled through the representation of two personnel categories, namely the flight crew personnel and other personnel, respectively.

A director's seat on the Board of Directors is reserved for each of these two categories.

Each of these two categories of employee shareholders forms a separate electoral college. Under the conditions set forth in Paragraph 17-2-2 (hereinafter the “Ballot”), each electoral college nominates the candidate to be proposed for appointment at the Shareholders’ Meeting.

b. Candidates

The candidates (shareholders or members of the Supervisory Boards of collective employee shareholding vehicles [FCPE]) are determined under the terms of articles L.225-23 and L.225-102 of the French Commercial Code.
All candidates must be nominated from within the personnel category of the Company or companies related to him or her and to which he or she belongs.

However, in the event of too few candidates (fewer than 2 for at least one of the seats to fill), it is the responsibility of the Supervisory Boards of the collective employee shareholding vehicles (FCPE) to decide on whether to broaden (beyond the members of the Supervisory Boards themselves) candidacies to unit holders in FCPEs. All Supervisory Boards must adopt the same resolution, which will be inserted into the rules of the election in question.

c. Participation in the candidate selection procedure

In accordance with the terms of Article L.225-23 of the French Commercial Code, employee shareholders who participate in the candidate selection procedure are those described in Article L.225-102 of the French Commercial Code.

Whenever the regulations of an FCPE that invests in Company shares delegates to unitholders the exercise of the voting rights attached to those shares, the latter participate in the procedure.

Whenever the regulations of an FCPE that invests in Company shares provides for the Supervisory Board to exercise the voting rights attached to the securities issued by the Company, the Supervisory Board participates in the selection procedure through exercising the voting rights of unitholders and in their interest. The Supervisory Board exercises unitholders’ voting rights based on the prorated amount of their entitlements and in the electoral college to which such unitholders belong.

17-2-2 – Ballot

The terms and conditions applicable to the vote are set forth in the Internal Rules.

Each candidacy must include the name of a potential replacement in addition to the main candidate’s name. Candidates and their possible replacements must be current employees of the company or one of the companies related to it.

In each of the two electoral colleges, the voting procedure for current (and former) employee shareholders is based on a two-round majority vote. The second round includes only those two candidates who received the highest number of votes in the first round.

The candidate who received the absolute majority of the vote in the first or second round is the candidate proposed to the Shareholders’ Meeting for appointment.

The result of the vote, which lists the names of the candidates and each candidate’s replacement, as proposed by both electoral colleges to the Shareholders’ Meeting, is included in the Appendix to the Convening Notice.

17-2-3 – Election by the Shareholders' Meeting

During the Ordinary Shareholders' Meeting, a vote is organized in order to appoint the two directors proposed by current (and former) employees who are shareholders of the Company and companies related to it.

The director representing shareholders who are current (and former) employees of the Company belonging to the flight deck crew personnel category is elected by the Shareholders' Meeting based on the proposal provided by the electoral college, which was set up by the flight deck crew personnel.

The director representing shareholders who are current (and former) employees of the Company belonging to the other personnel category is elected by the Shareholders' Meeting based on the proposal provided by the electoral college, which was set up by other personnel.

17-2-4 – Replacement for the director representing employee shareholders

In the event that, as a result of death, resignation, retirement, or employment contract termination, the Board seat of a director elected by the Shareholders' Meeting becomes vacant, the replacement is called upon and exercises the director's functions for the remainder of his or her term of office.

Until the date upon which the director (or, as the case may be, the directors) representing employee shareholders is replaced, the Board of Directors can meet and deliberate validly.

17-3 – Directors representing employees

The Board of Directors includes a director representing employees in accordance with the terms of Articles L.225-27-1 and L.22-10-7 of the French Commercial Code. This director is appointed by the French Corporate Works Council as provided for under Article L.2331-1 of the French Labor Code.

The number of directors representing employees is increased to two whenever the number of directors referred to in Articles L.225-17 and L.225-18 of the French Commercial Code is higher than eight. Whenever two directors representing employees must be appointed, the European Works Council appoints the second director. In doing so, the European Works Council must aim for a balanced representation of all employees that takes into account, in particular, the international nature of the group.

In the event that, over the course of a given financial year, the number of directors referred to in Articles L.225-17 and L.225-18 of the French Commercial Code exceeds eight, the Chair of the Board of Directors must solicit the European Works Council in order to ensure that it appoints a second director representing the employees within a time frame not to exceed six months following the Board of Directors' coopting or the appointment by the Shareholders' Meeting. The director will take on his or her duties at the first Board of Directors' meeting convened after he or she is appointed.

In the event that, over the course of a given financial year, the number of directors referred to in articles L.225-17 and L.225-18 of the French Commercial Code becomes equal to or falls below eight, the term of office of the second director representing employees will nevertheless run its course but will not be renewed if the number of directors is still equal to or lower than eight as of the renewal date.

The term of office for directors representing the employees is two years, and expires at the end of the annual Shareholders' Meeting convened in the year in which their mandate expires. The mandates of directors representing employees end ipso jure in the event of termination of their employment contract, of revocation from office in accordance with the terms of Article L.225-32 of the French Commercial Code, or in the event of occurrence of an incompatibility case referred to in Article L.225-30 of the French Commercial Code.

Subject to the provisions contained in this Article or to legal provisions, directors representing employees benefit from the same status, and have the same powers and responsibilities as the other directors.

In the event that, as a result of death, resignation, revocation, employment contract termination, or for any other reason whatsoever, the Board seat of a director representing employees becomes vacant, this vacant seat is to be filled, within a reasonable time frame, in accordance with the provisions of Article L.225-34 of the French Commercial Code. Until the date on which the director(s) representing employees is (are) replaced, the Board of Directors can still hold meetings and deliberate validly.

The provisions of this Section 17-3 will no longer apply ipso jure in the event that, at a the financial year end, the Company no longer satisfies the conditions making the appointment of directors representing the employees mandatory, it being specified that the mandate of any director representing the employees appointed pursuant to the terms of this Article will expire once it has run its course.

Article 18 - Directors' terms of office

The directors' terms of office shall be four years as of the adoption of this clause of the bylaws, with no change to the current directors' terms of office on the date of this adoption.

As an exception to this principle, on expiry of the current directors' terms of office, the General Shareholders' Meeting may set the directors' terms of office for a period of between two and four years in order to enable the staggered renewal of the directors' terms of office.

Directors' terms of office are renewable.

Article 19 - Directors' shares

Each director must own at least 10 shares throughout his or her term of office.
Shares held by directors shall be registered in their names.

If, on the date of appointment, a director does not own the required number of shares or if during his or her term of office a director ceases to own that number, the situation must be rectified within three months, failing which the director is deemed to have resigned.

Article 20 - Decisions of the Board of Directors

The Board of Directors shall meet at the registered office or at any other place indicated in the notice of the meeting, and as often as necessary for the Company's interests.

Board of Directors' meetings shall be convened by any means, even orally, by the Chair of the Board of Directors, unless legal provisions specify otherwise.

However, in the event of the Chair's death or incapacity, or in the event that he or she is temporarily unavailable, a Board of Directors' meeting may be convened by a Deputy Chief Executive Officer (*Directeur général délégué*) or by the Chief Executive Officer (*Directeur général*) if the positions of Chair of the Board of Directors and Chief Executive Officer (*Directeur général*) are not held by the same person.

The Board of Directors may take decisions by means of written consultation with the Board directors under the conditions laid down by law.

The modalities of this written consultation are defined in the internal rules.

Decisions shall be taken in accordance with the quorum and majority requirements set forth by law; and the Chair of the meeting shall have the casting vote in the event of a tie.

Except for the matters referred to in the law for which actual presence is required, for the purposes of calculating the quorum and majority, directors participating in Board of directors meetings by videoconference or any other telecommunication means allowing for their identification and guaranteeing their actual attendance, whose nature and terms and conditions of application comply with the regulatory provisions, shall be deemed to be present.

The internal rules state inter alia the terms and conditions for the organization and functioning of the Board of Directors meetings using videoconferences or other telecommunication means as well as the terms and conditions for translating into English any documents or information necessary to allow the directors to perform their duties.

Article 21 - Powers of the Board

The Board of Directors shall determine the orientations of the Company's activities and shall ensure that the corresponding policies are implemented in accordance with its corporate interest, taking into consideration the social and environmental issues of its activity. It also take into consideration, where appropriate, the corporate purpose as defined in accordance with Article 1835 of the French Civil Law Code. Without prejudice to the powers expressly vested in general meetings of shareholders and within the limits set by the definition of the corporate purpose, the Board may examine any issue relevant to the proper functioning of the Company and shall settle through its decisions matters concerning it.

The Board of Directors shall carry out the inspections and verifications it deems to be appropriate. All directors shall receive the information necessary to the accomplishment of their official duties and may request all the documents they consider to be of use.

The Board of Directors may confer upon one or more of its members or third parties, who may or may not be shareholders in the Company, all and any special authorisations for one or more specific purposes. The Board may decide to set up committees entrusted with the task of studying issues that the Board or its Chair may lay before them for their opinion. The Board shall determine the memberships and remits of such committees, the proceedings of which shall be conducted under the Board's responsibility.

Article 22 - General management

The general management of the Company shall be the responsibility of either the Chair of the Board of Directors or another private individual appointed by the Board of Directors and given the title of Chief Executive Officer.

The Board of Directors shall choose between the two forms of general management for the Company as described in the first paragraph. The shareholders of the Company and third parties shall be informed of the choice made in accordance with the regulations in force.

The Board of Directors may modify this choice at a later date on condition that it informs third parties and the shareholders in accordance with the regulations in force.

Article 23 - Chair of the Board of Directors

The Chair of the Board of Directors shall be appointed from among the Board members for the term of his or her mandate as a Board director.

The Chair of the Board of Directors shall represent, organise and lead the Board's work and report thereon to the Shareholders' Meeting. He or she shall ensure that the Company's bodies work properly and, in particular, that the directors are able to perform their duties.

In the event of the Chair's death or incapacity or in the event that he or she is temporarily unavailable, the Board of Directors may delegate a director to carry out the Chair's duties, for a term lasting until the appointment of a new Chair (in case of death) or for a limited and renewable term set by the Board should the Chair be temporarily unavailable or incapacitated.

When the Chair of the Board of Directors is also in charge of the Company's general management (i.e., also holds the position of Chief Executive Officer), the provisions of Article 24 shall apply to the Chair.

The Board of Directors shall also determine the Chair's remuneration.

The Board of Directors may appoint a Vice-Chair and determine the term of such appointment, provided that it does not exceed the term of his directorship.

Article 24 – Chief Executive Officer (*Directeur Général*)

The Chief Executive Officer (*Directeur Général)* shall be vested with the broadest powers to act in all circumstances on behalf of the Company. He/she shall exercise these powers within the scope of the Company's corporate purpose and subject to the powers expressly granted to Shareholders' Meetings and to the Board of Directors by law.

He/she shall represent the Company in its relations with third parties.

The Board of Directors shall determine the Chief Executive Officer's remuneration.

The Board of Directors may remove the Chief Executive Officer from office at any time.

Article 25 - Deputy Chief Executive Officers (*Directeurs Généraux Délégués*)

Acting in response to a proposal made by the Chief Executive Officer, the Board of Directors may appoint one or more private individuals with the task of assisting the Chief Executive Officer, under the title "Deputy Chief Executive Officer".

The maximum number of Deputy Chief Executive Officers is five.

In agreement with the Chief Executive Officer, the Board of Directors shall determine the extent and the term of the powers vested in such Deputy Chief Executive Officers. Deputy Chief Executive Officers shall enjoy the same powers as the Chief Executive Officer in the eyes of third parties.

The Board of Directors shall determine the remuneration due to Deputy Chief Executive Officers.

Acting in response to a proposal made by the Chief Executive Officer, the Board of Directors may remove the Deputy Chief Executive Officer(s) from office at any time.

Where the Chief Executive Officer, ceases or is unable to perform his or her duties, the Deputy Chief Executive Officers shall retain, unless otherwise determined by the Board, their powers and duties until such time as a new Chief Executive Officer has been appointed.

Article 26 - Age limit applicable to company officers

In the event of a combination of functions, the Chair and Chief Executive Officer, the Chief Executive Officer and the Deputy Chief Executive Officer(s) may perform their duties for a duration set by the Board of Directors, provided however that such duration does not exceed, where applicable, their term of office as a Board director nor, in any event, the date of the Ordinary Shareholders' Meeting convened to approve the financial statements for the financial year in which they reach the age of 70 years.

In the event of a separation of the functions of Chair of the Board of Directors and Chief Executive Officer, the Chair of the Board of Directors may perform their duties for a duration set by the Board of Directors, provided however that such duration does not exceed, where applicable, their term of office as a Board director nor, in any event, the date of the Ordinary Shareholders' Meeting convened to approve the financial statements for the financial year in which they reach the age of 72 years.

Article 27 - Remuneration due to company officers and Board directors

1. The remuneration due to the Chair of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers shall be determined by the Board of Directors. The amount of such remuneration may be fixed and/or proportional.

2. Board directors may obtain reimbursement of their travel and subsistence expenses and any out-of-pocket expenditure incurred by them in pursuit of the interests of the Company.

3. Board directors may receive remuneration for their duties in the form of a fixed annual sum whose total amount shall be determined by the Shareholders' Meeting and subsequently allocated among the directors by the Board of Directors as it sees fit.

Article 28 - Observers

Upon the proposal of the Board of Directors, the ordinary shareholders' meeting may appoint observers, whose number shall not exceed ten.

The observers shall be chosen from among or outside of the shareholders.

They shall be appointed for a term of 5 years, to end upon the close of the general shareholders' meeting convened to approve the accounts for the financial year that is held in the year during which their term of office expires.

The duties of observers may be brought to an end at any time in the same manner as their appointment.

In the event that any observers come to be replaced, the new observers shall remain in office only until the normal date of expiry of the term of their predecessors.

TITLE IV

STATUTORY AUDITORS

Article 29

An ordinary shareholders' meeting shall appoint, for the term of office, subject to the conditions and charged with the tasks required by the law and the regulations, one or more principal Statutory Auditor(s) and, if appropriate, one or more deputy Statutory Auditor(s).

TITLE V

GENERAL SHAREHOLDERS' MEETINGS

Article 30

General Shareholders' Meetings shall be convened and shall proceed subject to the conditions laid down in law.

Such meetings shall be held at the registered office of the company or at any other location specified in the Convening Notice.

General Shareholders' Meetings shall be chaired by the Chair of the Board of Directors or, in his/her absence, by a director specifically designated for that purpose by the Chair. Failing this, the Meeting shall appoint its own Chair.

Participation in General Shareholders' Meetings, in any form whatsoever, is subject to having registered one's shares in an account by midnight, Paris time, on the second business day preceding the Shareholders' Meeting, under the conditions provided for by the applicable legislation.

Shareholders participating in the General Shareholders' Meeting by means of a system of videoconferencing or any other telecommunications system, where the nature and conditions of use allow for their identification and comply with regulatory provisions, shall be deemed to be present for the purposes of the calculation of the quorum and majority.

TITLE VI

FINANCIAL YEAR – COMPANY RESULTS

Article 31 - Financial Year

The financial year of the Company shall begin on 1 January and end on December 31 of each calendar year.

Article 32 - Company results

The Board of Directors shall maintain proper accounts of all transactions conducted by the Company and shall draw up annual financial statements and annual consolidated financial statements in compliance with the law, regulations and standards in force.

After approving the financial statements and formally noting the existence of a profit available for distribution, the General Shareholders' Meeting may resolve to allocate such profit to one or more reserve funds, over the assignment and use of which it has control, to carry that profit over to future years, or to distribute it. Any surplus distributed shall be shared among the shareholders in proportion to their equity rights in the Company.

General Shareholders' Meetings have the power to grant to any shareholder, for part or all the dividend paid out, and for interim dividends, a choice between payment of such final or interim dividend in cash or in shares.

TITLE VII

DISSOLUTION - LIQUIDATION

Article 33 – Dissolution

The Board of Directors may, at any time and for any reason, propose to an Extraordinary Shareholders' Meeting the early dissolution of the Company or the extension of its term.

Article 34 – Liquidation

The Company may be placed in liquidation in compliance with the provisions contained in the French Commercial Code (*Code de Commerce*).

Any liquidation surplus shall be shared among the shareholders in proportion to the number of shares held by each.

TITLE VIII

DISPUTES

Article 35

Disputes arising in relation to the operations of the Company during its term or liquidation, whether between the shareholders or between the shareholders and the Company, shall be laid before the competent Commercial Court.