

*Chairman of the Board*

27th May, 2011

Dear Shareholders,

Ahead of your General Shareholders' Meeting, I would like to say a word about the financial resolutions that you will find enclosed in this letter.

The policy of the Board of Directors is, in principle, to opt for traditional capital increases maintaining preferential subscription rights for shareholders (resolution 8). However, there may be specific circumstances in which preferential subscription rights will need to be waived. In this case, your Board of Directors has decided to limit their scope and involve the shareholders as far as possible. I would thus like to draw your attention to resolutions 9 and 10 which concern capital increases without preferential subscription rights.

Resolution 9 introduces a mandatory priority subscription period for Air France-KLM shareholders for issues of equity or debt securities conferring rights to the capital by the company or one of its subsidiaries capped at 25% of the share capital.


Resolution 10 proposes a capital increase capped at 15% of the share capital and an optional priority subscription period. In an extremely volatile stock market, we effectively need some flexibility since the rapid execution of a transaction may be a key factor in its success. If circumstances allow, we shall of course try to involve our shareholders in such transactions as we did in 2009 at the time of our convertible bond issue with a priority subscription period. Furthermore, your Board of Directors proposes to limit this authorization to issues of debt securities conferring rights to the capital by the company or one of its subsidiaries and to public exchange offers.

The ceilings for resolutions 9 and 10 are not cumulative and are deducted from the 40% maximum for capital increases with preferential subscription rights. We consider that they are appropriate in view of our stock market capitalization of around €3.5 billion.

Lastly, we have opted not to present resolutions involving capital increases to remunerate contributions in kind, capital increases reserved for qualified investors and capital increases with greenshoes.

I join your Board of Directors in hoping that you will give us your support by voting for these resolutions.

With my very best wishes.



Jean-Cyril Spinetta