



KPMG SA.  
Tour EQHO  
2 Avenue Gambetta  
CS 60055  
92066 Paris La Défense Cedex



PricewaterhouseCoopers Audit SAS  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex

# Air France-KLM S.A.

Statutory auditors' report on the consolidated financial statements

For the year ended December 31, 2022  
Air France-KLM S.A.  
7 Rue du Cirque 75008 Paris

KPMG SA  
a French limited liability entity and a  
member firm  
of the KPMG Network of independent  
member firms  
affiliated with KPMG International  
Cooperative, a Swiss entity.

SA  
Société de commissariat aux comptes  
Headquarters: Tour EQHO  
2 Avenue Gambetta  
CS 60055  
92066 Paris La Défense Cedex  
775726417 RCS NANTERRE

PricewaterhouseCoopers Audit SAS  
Société de commissariat aux comptes  
Headquarters:  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex RCS NANTERRE



KPMG S.A.  
Tour EQHO  
2 Avenue Gambetta  
CS 60055  
92066 Paris La Défense Cedex



PricewaterhouseCoopers Audit SAS  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex

*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 shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## **Air France-KLM S.A.**

7 Rue du Cirque 75008 Paris

## **Statutory auditors' report on the consolidated financial statements**

### **For the year ended December 31, 2022**

To the Annual General Meeting of Air France-KLM S.A.,

### **Opinion**

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying consolidated financial statements of Air France-KLM S.A. for the year ended December 31, 2022.

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, 2022 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 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 requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2022 to the date of our report and specifically we did

KPMG SA  
a French limited liability entity and a  
member firm  
of the KPMG Network of independent  
member firms  
affiliated with KPMG International  
Cooperative, a Swiss entity.

SA  
Société de commissariat aux comptes  
Headquarters: Tour EQHO  
2 Avenue Gambetta  
CS 60055  
92066 Paris La Défense Cedex  
775726417 RCS NANTERRE

PricewaterhouseCoopers Audit SAS  
Société de commissariat aux comptes  
Headquarters:  
63, rue de Villiers  
92208 Neuilly-sur-Seine  
Cedex RCS NANTERRE

not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

### 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.

<b>Going concern</b> (Note 3.1 to the consolidated financial statements)	
<b>Risk identified</b>	<b>Our response</b>
<p>After a drastic reduction of air traffic around the globe starting in mid-March 2020 following the Covid-19 pandemic which kept having a strong impact on the flight industry in 2021, recovery began in the second half of 2021 and has continued amply through 2022.</p> <p>In addition, the Ukrainian crisis and the sanctions imposed on Russia by the Western countries, has had no significant impact on network considering the routes to the two countries represented less than 1% and as the extension of routes to China, Japan and South Korea is limited. Finally, the Group's fuel hedging policy has mitigated the high level with wide variations of oil prices.</p> <p>As shown in Note 3.2 to the consolidated financial statements, several recapitalization, refinancing and aid repayment operations were set up in the 2022 financial year.</p> <p>As of 31 December 2022, the Group's total liquidity amounted to €10.6 billion.</p> <p>As shown in Note 3.1 to the consolidated financial statements, the Board of Directors approved the financial statements on the assumption of going concern. The assumption is based on the recovery in activity with capacity forecast to be very close to 2019 levels in 2023, a dynamic pricing policy, the cash position at the end of December 2022 and the Group's ability to refinance.</p> <p>We considered the assessment of going concern to be a key audit matter since it is</p>	<p>We considered the risk of liquidity and going concern resulting from the Covid-19 pandemic and the Ukrainian crisis when planning and performing our audit.</p> <p>Our work included notably:</p> <ul style="list-style-type: none"> <li>• analyzing Management's risk assessment with regard to the Group's operations and financial resources as compared to our own understanding of the risks associated with the Covid-19 crisis and macro-economic situation;</li> <li>• understanding the procedures used to prepare the cash flow forecasts;</li> <li>• performing a critical analysis of the main assumptions used in the preparation of the 12-month cash flow forecasts derived from operations, investments and financing, based on our knowledge of the business, the macro-economic situation, the Group and of Management's intentions;</li> <li>• assessing the consistency of the business plan used to evaluate going concern with that used for impairment tests;</li> <li>• conducting interviews with Management about the status of the additional recapitalization and financing project designed to improve equity;</li> <li>• inquiring management on any other events or circumstances subsequent to December 31, 2022 that could call into question its forecasts;</li> <li>• assessing the appropriateness of the liquidity and going concern disclosures in</li> </ul>

<p>based on management assumptions and judgments and presents an inherent risk from the determination of future cash flows, which are uncertain by nature, notably considering the current context of the Ukrainian crisis.</p>	<p>Note 3.1 of the consolidated financial statements.</p>
---	---

<b>Recoverability of flight equipment assets</b> (Notes 2, 4.14, 4.15, 4.16, 17, 19 and 22 to the consolidated financial statements)	
<b>Risk identified</b>	<b>Our response</b>
<p>Flight equipment and aircraft right of use assets amounted to €10.6 billion and €4.8 billion respectively as of December 31, 2022.</p> <p>As indicated in the Note 4.14 to the consolidated financial statements, during the operating cycle, and when establishing fleet replacement plans, the Group reviews whether the amortizable base or the useful life of the assets should be adjusted and, if necessary, determines whether a residual value should be recognized and the useful life adapted.</p> <p>Moreover, in accordance with IAS 36 "Impairment of Assets" and as specified in note 4.16 to the consolidated financial statements, property, plant and equipment, intangible assets, right-of-use assets and goodwill are tested for impairment if there is an indication of impairment, and at least once a year for goodwill and intangible assets with an indefinite useful life. Assets that cannot be directly linked to independent cash flows are grouped together into Cash Generating Units (CGU) to perform the impairment test.</p> <p>The Group concluded that the CGUs correspond to the Group's business segments - the Network, Maintenance and Transavia activities.</p> <p>Their value in use is determined based on particularly sensitive forward-looking assumptions, given the current context which is following the crisis related to the Covid-19 pandemic and which has uncertainty due to the Ukrainian crisis and the increasing impact of ESG considerations. These assumptions include the discounted cash flows derived from the 5-year budget figures prepared by Management and validated by the Board of Directors, the discount rate corresponding to the weighted average cost of capital, and the growth rates reflecting assumptions relating to mid- and long-</p>	<p>We assessed the procedures and controls implemented by the Group to determine and review the useful lives of flight equipment assets and assessing their consistency with the Group's environmental objectives. Also, we assessed the procedures and controls implemented to identify indicators of impairment, and for the purpose of the impairment test, calculate the book value of non-current assets by CGU and determine their recoverable amount. We tested the key controls used by the Group in the design process of the assets' impairment test.</p> <p>Our work also included:</p> <ul style="list-style-type: none"> <li>• assessing whether the methodology used by Management complies with current accounting standards (IAS 36), including validating the CGU independence and consistency criteria as well as the frequency of impairment tests;</li> <li>• reconciling the book value of the non-current assets of each CGU with the accounting balances and the corresponding allocation.</li> <li>• verifying (i) the cash flow projections with the Management-approved 5-year plan, (ii) the intermediate period and perpetual growth rates, as well as (iii) profit margin rates used;</li> <li>• assessing the consistency of discount rate calculation assumptions such as risk-free rate, industry gearing, financing spread and specific risk premium;</li> <li>• assessing the consistency of the assumptions with the Group's environmental objectives and the impacts related to expected or probable regulatory changes in terms of environment;</li> <li>• assessing the sensitivity scenarios retained by Management by verifying arithmetic accuracy of sensitivity calculations based on</li> </ul>

<p>term business development. Such cash flows reflect the Group's environmental objectives as well as the impacts related to expected or probable regulatory changes in terms of environment (modernization of the fleet, increase in the cost of carbon credits, CO<sub>2</sub> compensation, development of sustainable aviation fuel "SAF").</p> <p>As indicated in Note 2.1 to the consolidated financial statements, the Group's environmental objectives have not led to the recognition of any impairment or acceleration of depreciation on its assets.</p> <p>We considered the valuation of those assets to be a key audit matter in light of their significant amount and of the high degree of judgment and estimates required by Management to determine their recoverable value.</p>	<p>WACC, perpetual growth rate and long-term profitability;</p> <ul style="list-style-type: none"> <li>• reviewing the calculation of the enterprise value performed by Management from Air France-KLM's market capitalization to corroborate the impairment test based on value in use;</li> </ul> <p>We also assessed the appropriateness of the disclosures provided in Notes 2, 4.14, 4.15, 4.16, 17, 19 and 22 to the consolidated financial statements.</p>
--	---

<b>Recognition of deferred tax assets of the French tax group</b> (Notes 4.25 and 13 to the consolidated financial statements)	
<b>Risk identified</b>	<b>Our response</b>
<p>Deferred tax assets relating to tax loss carryforwards are only recognized if their recovery is probable.</p> <p>As of December 31, 2022, a net deferred taxes amount of 714 M€ is recognized in the consolidated balance sheet for the global scope. The amount comprises 346 M€ of deferred tax assets relating to tax loss carryforwards for the French tax consolidation group as presented in Note 13.4 to the consolidated financial statements. These deferred tax assets are recognized based on their likelihood of recovery pursuant to the medium-term budgets and plans prepared by the Group. As presented in Note 13.1 to the consolidated financial statements, the recovery period for these deferred tax assets of the French tax consolidation group is five years.</p> <p>As of December 31, 2022, unrecognized deferred tax assets relating to tax loss carryforwards of the French tax consolidation group amounts to 3.3 billion € as presented in Note 13.5 to the consolidated financial statements.</p> <p>We identified deferred tax assets related to French tax loss carryforwards as a key audit matter given their significant amount and the</p>	<p>Our procedures consisted in assessing the compliance of the Group's methodology with IAS 12 and assessing the likelihood of the Group making future use of the tax loss carryforwards generated to date by the French tax consolidation group, particularly with regards to:</p> <ul style="list-style-type: none"> <li>• deferred tax liabilities in the same tax jurisdiction, against which deferred tax assets related to tax loss carryforwards could be offset and.</li> <li>• the French tax consolidation group's ability to generate future taxable profits in order to use prior-year tax losses recognized as deferred tax assets.</li> </ul> <p>We assessed the appropriateness of the methodology adopted by the Group to identify existing tax loss carryforwards that will be utilized, either through deferred tax liabilities or future taxable profits.</p> <p>To determine future taxable profits, we assessed the forecasting process by:</p> <ul style="list-style-type: none"> <li>• examining the procedure for preparing the latest taxable income forecasts used as a basis for estimates.</li> <li>• verifying tax regulations application.</li> </ul>

<p>high degree of judgments and estimates made by the Group to assess the validity of the related deferred tax assets recognized.</p>	<ul style="list-style-type: none"> <li>• comparing income forecasts for prior years with actual results.</li> <li>• verifying the consistency of the assumptions used by Management to prepare taxable income forecasts with those adopted for non-current assets impairment tests.</li> </ul> <p>We also assessed the appropriateness of the disclosures provided in Notes 4.25 and 13 to the consolidated financial statements.</p>
---	---

Revenue recognition (Notes 4.6, 6.1 and 6.2 to the consolidated financial statements)	
Risk identified	Our response
<p>As of December 31, 2022, network revenue amounts to €22.8 billion and essentially corresponds to passenger transport services, and to a lesser extent to cargo.</p> <p>As shown in Note 4.6 on the consolidated financial statements the revenue related to passenger transportation is recognized when the transportation service is provided and, consequently, passenger tickets recorded when issued as “Deferred revenue on ticket sales” for a liability amounting to €3.7 billion as at December 31, 2022.</p> <p>However, a portion of these sales, relating to tickets that have been issued but which will never be used, is recognized as revenue at the theoretical date of the transport, based on a statistical rate regularly updated. These rates are determined by the Air France – KLM Group based on historical data taken from the information systems and adjusted for non - recurring and specific events that could impact passenger behavior.</p> <p>We considered the recognition of deferred revenue on ticket sales to be a key audit matter due to the importance of the Group judgement in determining the recognition assumptions.</p>	<p>We assessed the procedures and controls implemented by the Group to determine the statistical rates of “Deferred revenue on ticket sales”.</p> <p>Our procedures primarily consisted in:</p> <ul style="list-style-type: none"> <li>• assessing the appropriateness of the methodology adopted by the Group.</li> <li>• corroborating the historical database with the databases used.</li> <li>• verifying the statistical rate calculation.</li> <li>• evaluating and analyzing the impact of the adjustments made for non-recurring and specific events related to the health crisis.</li> <li>• analyzing the age of deferred revenue on ticket sales presented in liabilities on the consolidated balance sheet to assess the appropriateness of the revenue recognized in the period.</li> </ul>

### Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group’s information given in the management report of the Board of Directors.

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 required by Article L.225-102-1 of the French Commercial Code (Code de commerce), is included in the Group's information given in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein and this information must be reported by an independent third party.

## **Report on Other Legal and Regulatory Requirements**

### ***Format of presentation of the consolidated financial statements intended to be included in the annual financial report***

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation N° 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent in the macro-tagging of the consolidated financial statements in accordance with the European single electronic format, it is possible that the content of certain tags in the notes to the financial statements may not be rendered identically to the consolidated financial statements attached to this report.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

### ***Appointment of the Statutory Auditors***

We were appointed as statutory auditors of Air France-KLM S.A. by the Annual General Meetings held on September 25, 2002 for KPMG S.A. and on May 22, 2022 for PricewaterhouseCoopers Audit.

As at December 31, 2022, KPMG S.A. was in the 21<sup>st</sup> year of total uninterrupted engagement and PricewaterhouseCoopers Audit was in the 1<sup>st</sup> year.

### **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 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.





Air France-KLM S.A.  
Statutory auditors' report on the consolidated financial statements  
December 31, 2022

**Report to the Audit Committee**

We submit to the Audit 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 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 audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 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 Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, February 21, 2023

KPMG S.A.

Neuilly-sur-Seine, February 21, 2023

PricewaterhouseCoopers Audit

The statutory auditors

French original signed by

Valérie Besson

*Partner*

Eric Dupré

*Partner*

Philippe Vincent

*Partner*

Amélie Jeudi de Grissac

*Partner*