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# *Air France-KLM S.A.*

**Statutory Auditors' report on issuance of new  
shares or other securities granting rights to the  
share capital reserved for members of a company  
savings plan**

Combined Shareholders' Meeting of June 4, 2025 – Resolution 29

Air France-KLM S.A.

7 rue du Cirque - 75008



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

Registered office: 7 rue du Cirque – 75008 Paris

*This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## **Statutory Auditors' report on issuance of new shares or other securities granting rights to the share capital reserved for members of a company savings plan**

Combined Shareholders' Meeting of June 4, 2025 – Resolution 29

To the Shareholders' Meeting of Air France-KLM S.A. ,

In our capacity as Statutory Auditors of your Company and in compliance with the engagement set forth in Articles L.228-92 and L.225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to delegate authority to the Board of Directors to increase share capital, by issuing shares or other securities granting rights to the share capital, and cancelling the related preferential subscription rights reserved for members of a savings scheme of your Company or of a Group of your Company or of French or foreign related companies within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code. You are being asked to vote on this proposal.

The total increase in share capital allowed under this delegation of authority, immediately or at a later date, may not exceed 3% of the Company's share capital as of the date of each issuance, and is subject to the overall maximum set forth in resolution 22 submitted to shareholders at the Meeting of June 4, 2025. This threshold is applicable jointly for resolutions 29 and 30.

This issuance is subject to your approval in compliance with Article L.225-129-6 of the French Commercial Code and Articles L.3332-18 et seq. of the French Labor Code (*Code du travail*).

The Board of Directors proposes that you grant it authority, on the basis of its report, for a 26-month period as from the date of this Shareholders' Meeting, to decide an issuance, and to cancel your preferential subscription rights to ordinary shares and /or other marketable securities to be issued. Where appropriate, the Board of Directors will be responsible for finalizing the issuance terms of these transactions.

It is the responsibility of the Board of Directors to issue a report, in accordance with Articles R.225-113 et seq. of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the quantitative information derived from the financial statements, on the proposed cancellation of preferential subscription rights and on other information relating to the issuance provided in the report.

We performed the procedures we deemed necessary in accordance with professional guidelines issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. Our work consisted in verifying the content of the Board of



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Directors' report relating to this transaction and the methods used to determine the issue price of the equity securities.

Subject to subsequent review of the conditions of each equity issuance decided, we have no comments to make on the methods used to determine the issue price of equity securities presented in the Board of Directors' report.

As the issuance arrangements have not yet been finalized, we do not express an opinion on them and as a consequence or on the proposed cancellation of preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we shall prepare an additional report, where appropriate, when your Board of Directors uses this delegation in the context of the issuance of shares or other securities granting rights to the share capital.

The Statutory Auditors

Paris La Défense and Neuilly-sur-Seine, April 29, 2025

French original signed by

KPMG S.A.

PricewaterhouseCoopers Audit

Valérie Besson

Eric Dupré

Philippe Vincent

Amélie Jeudi de Grissac

*Partner*

*Partner*

*Partner*

*Partner*