



KPMG Audit
Le Belvédère
1 Cours Valmy
CS 50034
92923 Paris La Défense Cedex
France

Deloitte & Associés
185, avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

Air France-KLM S.A.

**Statutory Auditors' Report on the Share
Capital Increase Reserved for Members of a
Company Savings Scheme**

Combined Shareholders' Meeting of May 21, 2015
Resolution 24
Air France-KLM S.A.
2, rue Robert Esnault-Pelterie – 75007 Paris



KPMG Audit
Le Belvédère
1 Cours Valmy
CS 50034
92923 Paris La Défense Cedex
France



Deloitte & Associés
185, avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

Air France-KLM S.A.

Registered office: 2, rue Robert Esnault-Pelterie – 75007 Paris
Share capital: € 300,219,278

Statutory Auditors' Report on the Increase in Share Capital Reserved for Members of a Company Savings Scheme

Combined Shareholders' Meeting of May 21, 2015 – Resolution 24

To the Shareholders,

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 and following 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, on one or more occasions, by issuing (i) new shares to be paid in cash and, where appropriate, granting free shares within the limits set forth by Article L.3332-21 of the French Labor Code (*Code du travail*), or (ii) other securities conferring entitlement to equity, and cancelling the associated preferential subscription rights reserved for members of a company or group savings scheme of the Company or 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 asked to vote on this proposal.

The total increase in share capital allowed under this delegation of authority may not exceed 2% of the Company's share capital as of the issue date, and is subject to the aggregate limit of €150 million set in Resolution 10 submitted to Shareholders at this Meeting.

This share capital increase is subject to your approval in compliance with Article L.225-129-6 of the French Commercial Code and Articles L.3332-18 and following of the French Labor Code.

The Board of Directors proposes that you grant it authority, on the basis of its report, for a 26-month period, to issue securities on one or more occasions, and to cancel your preferential subscription rights to ordinary shares or other marketable securities 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 and following 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 Directors' report relating to this transaction and the methods used to determine the issue price of the equity securities.

Statutory Auditors' report on the increase in share capital reserved for members of a company or group savings scheme

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 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 of authority to issue ordinary shares or marketable equity securities conferring entitlement to other equity securities already issued or to be issued in future.

Paris La Défense and Neuilly-sur-Seine, March 23, 2015

The Statutory Auditors

KPMG Audit
Division of KPMG S.A.

Deloitte et Associés

Jean-Paul Vellutini
Partner

Eric Jacquet
Partner

Pascal Pincemin
Partner

Guillaume Troussicot
Partner

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.