

Disclosure of related party-agreements

Information pursuant to article L. 22-10-3 of the French Commercial Code

Conclusion of an amendment regarding the State Guaranteed Loan concluded on May 6, 2020

(Board meeting authorization dated October 11, 2021)

To address the impacts of the COVID crisis on the cash level of the Air France-KLM group, Air France-KLM (the "**Company**") entered into, on May 6, 2020 a €4 billion loan granted by a consortium of banks and guaranteed up to 90% by the French State (the "**State Guaranteed Loan**"), which was a shareholder of the Company at the time of the conclusion of the agreement, with a shareholding of 14.3% of its share capital.

In order to smooth the State Guaranteed Loan's redemption profile beyond its 2023 maturity and after approval of the European Commission, the Company concluded, on December 10, 2021, an amendment to the State Guaranteed Loan (the "**Amendment**") with the consortium of banks and the French State.

1. Main terms of the Amendment

a) Reminder of the State Guaranteed Loan

The State Guaranteed Loan, subject to the decree of 7 May 2020 and in application of Article 6 of the amended Finance Amendment Act No. 2020-289 of 23 March 2020, grants a guarantee from the French State to the banks for 90% of the loan granted. The maturity of the loan, initially scheduled at one year, renewable once for a period of one or two years at the borrower's option, is now contractually set at 7 May 2023 after exercise of the two-year extension option exercised by the Company in February 2021.

b) Description of the Amendment concerning the extension of the maturity of the State Guaranteed Loan and the economic conditions

The Amendment will modify the following provisions of the State Guaranteed Loan:

- the final maturity date of the State Guaranteed Loan will be extended by two additional years and will therefore be set at 6 May 2025;
- the State Guaranteed Loan will now be repaid by amortization according to the following schedule
 - o 500 million on the date of signature of the Amendment. The funds required for this early repayment will be provided by the proceeds of the bond issues of 24 June 2021;
 - o 800 million on 6 May 2023;
 - o 1.350 billion on 6 May 2024;
 - o 1.350 billion on 6 May 2025.
- The State Guaranteed Loan will bear interest at the rate of: 3-month Euribor (with a floor at zero) with an annual margin of between 0.75% and 2.75%, it being specified that this margin will henceforth apply according to the following schedule: 1.50% from 6 May 2021 (inclusive) to 6 May 2022 (exclusive) and 2.75% from 6 May 2022.

- The guarantee fee will apply according to the following schedule: 1.0% from May 6, 2021 (inclusive) to May 6, 2023 (exclusive) and 2.0% from May 6, 2023. Until May 6, 2023 (excluded), it will be calculated on the basis of the initial amount of 4 billion euros. Thereafter, the calculation basis will be reduced by the scheduled repayments mentioned above.

Mandatory prepayment clauses are included in the contract, in particular in the event of debt issues resulting from capital market transactions on the bond market, up to a limit of 75% of the amounts raised, excluding hybrid instruments, convertible bonds or quasi-equity repayments to be made under bonds and convertible lines existing on the signing date of the Amendment and with maturity dates falling during the term of the extended State Guaranteed Loan.

2. Interested persons

As a result of the French State holding 28.6% of the Company's share capital, Mrs. Astrid Panosyan and Mr. Jean-Dominique Comolli, members of the board of directors of the Company (the "**Board**") appointed upon the proposal of the French State, could be deemed to be indirectly interested in the Amendment to the State Guaranteed Loan.

As a result of the French State holding 28.6% of the Company's share capital, Mr. Martin Vial, member of the Board representing the French State, is deemed to be indirectly interested in the Amendment of the State Guaranteed Loan.

3. Board approval

The Board has authorized the execution of the Amendment of the State Guaranteed Loan Agreements at its meeting of October 11, 2021 in accordance with article L.225-38 of the French Commercial Code. Mrs. Astrid Panosyan, Mr. Jean-Dominique Comolli and Mr. Martin Vial did not take part in the deliberations and the votes with respect to the Loan Agreements.

4. Interests of the Loan Agreements for the Company

The Amendment was entered into in order to allow the Company to smooth its repayment profile over time and thus balance the Group's consolidated debt maturity schedule.

5. Materiality of the Loan Agreements' cost

The financial expenses borne by the Company over the first twelve (12) month period, would amount to approximately EUR 120 million regarding the State Guaranteed Loan.

It is reminded that the group profit for the year ended 31 December 2020 amounted to minus EUR 7.1 billion and that the group profit for the first semester of 2021 amounted to minus 2.973 billion EUR.