

Air France-KLM
Shareholders' Meeting of May 24, 2022

**New draft resolution to be presented by Air France-KLM's Board of Directors during
the Shareholders' Meeting**

Draft resolution 28 to be submitted to the Shareholders' Meeting:

**Twenty-eighth resolution: Appointment of Mr. Rodolphe Saadé as a Board director for
a four-year term of office**

"The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, decides, subject to the completion of the investment of CMA CGM in the share capital of the Company, in accordance with the agreement entered into with the Company and announced on February 18, 2022, to appoint Mr. Rodolphe Saadé as a Board director for a four-year term of office (i) effective as of the successful fulfilment of the aforementioned condition precedent and (ii) expiring at the end of the Shareholders' Meeting convened in 2026 to approve the financial statements for the financial year ending December 31, 2025."

EXPLANATORY STATEMENTS

Appointment of Rodolphe Saadé as a new member of the Board of Directors

It is proposed to the Shareholders' Meeting that it appoint, for a four-year term of office, i.e. until the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending December 31, 2025, Mr. Rodolphe Saadé as a Board director, subject to the completion of the investment by the company CMA CGM in the Company's share capital, in accordance with the agreement entered into with the Company and announced on February 18, 2022, effective as of the successful fulfilment of this condition precedent.

This proposed appointment is within the framework of the major long-term strategic partnership in the air cargo market between Air France-KLM and the company CMA CGM announced on May 18, 2022, foreseeing the latter becoming a shareholder in Air France-KLM by acquiring an equity interest of up to 9% of the ex-post share capital, and its representation within the Air France-KLM Board of Directors.

The Air France-KLM Board of Directors considers that the representation of the company CMA CGM is justified by the weight of the investment envisaged by CMA CGM in the Air France-KLM share capital, in particular compared with Air France-KLM's current commercial partners, namely China Eastern Airlines and Delta Air Lines, respectively shareholders holding 9.6% and 5.8% of the share capital, and represented on the Board of Directors. This representation within the Board of Directors also enables this economically and strategically-important partnership for Air France-KLM to be anchored over the long term, representing a landmark step for the Group enabling it to significantly strengthen and expand the Group's position in the air cargo industry.

As recommended by the Appointments and Governance Committee, Mr. Rodolphe Saadé is considered by the Board of Directors to be a non-independent member of the Board in the light of the criteria stipulated by the AFEP-MEDEF Corporate Governance Code, in view of the strategic agreement entered into between Air France-KLM and the company CMA CGM, and the equity interest CMA CGM would hold in Air France-KLM.

All the information on Mr. Rodolphe Saadé's professional experience, directorships and positions is presented below and will be available on the website www.airfranceklm.com (Finance/Shareholders/Shareholders' Meeting).

INFORMATION ON MR. RODOLPHE SAADE



Rodolphe Saadé

Board member appointed on the proposal of CMA CGM

Expertise and professional experience

Born in Beirut on March 3, 1970, Rodolphe Saadé graduated from Concordia University in Montreal with a degree in business and marketing. After graduating, he founded a water fountain company in Lebanon, before joining the CMA CGM group headed by his father Jacques Saadé in 1994.

He worked mainly in New York and Hong Kong and then joined the head office in Marseille, where he managed various shipping lines before becoming responsible for transatlantic and transpacific lines. In 2004, he became General Manager in charge of the development of regular lines on the North/South axis and took charge of the expansion of Delmas lines in Africa and the Indian Ocean. Appointed Vice President and member of the Board of Directors of CMA CGM in 2010, he oversees the financial restructuring of the group. In 2015, Rodolphe Saadé led the acquisition of Neptune Orient Lines. That same year, he led the discussions that resulted in the signing of Ocean Alliance, a strategic operating agreement with Cosco Shipping, Evergreen Line and OOCL.

On November 24, 2017, Rodolphe Saadé is appointed Chairman and CEO of CMA CGM SA. Under his leadership, the CMA CGM Group has become a global leader in transport and logistics.

In April 2019, Rodolphe Saadé leads the acquisition of CEVA Logistics. In 2021, he launches the CMA CGM Air Cargo division, dedicated to air freight. He also leads the acquisitions of Ingram CLS to strengthen the Group's position in e-commerce logistics, GEFICO to become the world leader in automotive logistics and Colis Privé to offer customers last mile solutions. In 2022, he launches TANGRAM, the Group's innovation and training center,

	whose mission is to create the sustainable transport and logistics of tomorrow.	
Nationality: French	Other current mandates and functions	Mandates and functions exercised during the last five years and expired
Age: 51	Permanent representative of VTP5 Investissements	
Business Address:	SA which is director of CIC Lyonnaise de Banque	N/A
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