

**PUBLICATION IN APPLICATION
OF THE AFEP-MEDEF CORPORATE GOVERNANCE CODE**

Based on the work of the Remuneration Committee, during its meeting of February 19, 2014 the Air France-KLM Board of Directors set the compensation of the Chairman and Chief Executive Officer as follows:

Compensation of Mr. de Juniac in his capacity as Chairman and Chief Executive Officer for the period from July 1, 2013* to December 31, 2013

Mr. de Juniac's variable compensation in his capacity as Chairman and Chief Executive Officer of Air France-KLM was set at €150,000 for the period from July 1* to December 31, 2013 (i.e. variable compensation totaling €300,000 in respect of the 2013 financial year of which €150,000 in respect of his functions as Chairman and Chief Executive Officer of Air France for the period from January 1 to June 30, 2013).

This amount corresponds to:

- 25% of fixed compensation in respect of the quantitative performance: 0% in respect of the operating result (the latter being significantly improved but below budget) and 25% in respect of the reduction in net debt (€5.97 billion at December 31, 2012 reduced to €5.35 billion at December 31, 2013);
- 25% of fixed compensation in respect of the qualitative performance, evaluated with regard to the Chairman and Chief Executive Officer's overall performance for the period taking into account the turnaround in the Group's results and the implementation of the Transform Plan within a difficult economic context.

	Breakdown of the variable portion		
	Target: 80% of fixed compensation	Maximum: 100% of fixed compensation	Actual
Quantitative performance (adjusted operating result relative to the budget)	40%	50%	0%
Quantitative performance (change in Air France-KLM's net debt)	20%	25%	25%
Qualitative performance	20%	25%	25%

Based on this Board of Directors' decision, as he had done the previous year and to contribute to the recovery efforts across the Group, Alexandre de Juniac waived half of his variable compensation in respect of the 2013 financial year, reducing it to €150,000.

* Date on which Mr. de Juniac became Chairman and Chief Executive Officer of Air France-KLM

Compensation of Mr. de Juniac in his capacity as Chairman and Chief Executive Officer from January 1, 2014

▪ Fixed compensation

Mr. de Juniac's fixed compensation in his capacity as Chairman and Chief Executive Officer remains €600,000 (unchanged on the compensation granted between November 2011 and June 2013 in his capacity as Chairman and Chief Executive Officer of Air France).

▪ Variable compensation

The magnitude of Mr. de Juniac's variable compensation has been maintained at the same level since November 2011, with a target value of 80% of his fixed compensation and a maximum of 100% of this compensation.

The criteria for determining the variable compensation for the 2014 financial year have been set as follows:

	Breakdown of the variable portion	
	Target: 80% of fixed compensation	Maximum: 100% of fixed compensation
Quantitative performance: Air France-KLM operating result (operating result relative to the budget)	40%	50%
Quantitative performance: Air France-KLM free cash flow (free cash flow relative to the budget)	20%	25%
Qualitative performance - passenger satisfaction (indicators presented to the Board each quarter) - CSR performance (measured by the professional indices) - progress on the Group's integration process	20% (the 3 criteria being equally weighted)	25%

There are no directors' fees in addition to this compensation.