




Registration Document 2012

— Including the annual
financial report


20 12


AIRFRANCE KLM

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Registration Document 2012

Air France-KLM

including the annual financial report



This Registration Document is an unofficial translation of the French Document de Référence, which was filed with the French Autorité des Marchés Financiers on Tuesday April 9, 2013, pursuant to article 212-13 of the AMF General Regulations. This unofficial translation has been prepared by Air France-KLM for the information and convenience of English-speaking readers and has not been reviewed or registered with the AMF. No assurances are given as to the accuracy or completeness of this translation, nor any responsibility assumed for any misstatement or omission that may be contained therein. The French Document de Référence may be used for the purposes of a financial transaction if supplemented with an offering memorandum approved by the AMF. In the event of any ambiguity or discrepancy between this unofficial translation and the French Document de Référence, the French version shall prevail.

Selected financial information

As a result of the change in financial year end from March 31 to December 31, the 2011 financial year spanned only nine months (April-December). To facilitate understanding of the business, the Group had opted to also present pro forma results for 2011 and 2010 (January-December). Pursuant to Article 28 of Regulation (EC) no.809/2004 of April 29, 2004, the review of the financial situation and results for the pro forma financial year ended December 31, 2011 and the 2010 pro forma financial year figuring on pages 2 and 3 of the 2011 Registration Document are incorporated by reference in this document (See also Section 5 – Key financial indicators, page 150).

Revenues

(in € billion, at December 31)



* pro forma

In a difficult economic environment, the Group's revenues increased by 5.2% (+2.5% excluding currency).

Income/(loss) from current operations

(in € million, at December 31)



* pro forma

The first effects of the Transform 2015 plan enabled a reduction in the operating loss despite an €890 million rise in the fuel bill.

Information by business line

At December 31	2012		2011 pro forma		2010 pro forma	
	Revenues (in €bn)	Income/(loss) from current operations (in €m)	Revenues (in €bn)	Income/(loss) from current operations (in €m)	Revenues (in €bn)	Income/(loss) from current operations (in €m)
Passenger	20.19	(235)	18.83	(375)	17.91	(58)
Cargo	3.06	(222)	3.14	(60)	3.06	15
Maintenance	1.10	145	1.04	110	1.03	118
Other	1.29	12	1.35	(28)	1.31	(47)

In 2012, the passenger business was driven by long-haul, the medium-haul operations remaining heavily loss-making. The cargo business suffered from the weakness of global trade and a situation of overcapacity. The maintenance business saw strong growth in high-value-added segments (engines and components). The operational improvement in the other businesses was partly due to the reclassification of the Martinair leisure activity in passenger.

Net income/(loss), Group share

(in € billion, at December 31)



* pro forma

At December 31, 2012, the Group booked a restructuring provision of €471 million. At December 31, 2010 (12-months pro forma), the net result had included a €1.03 billion capital gain from the Amadeus IPO on the Madrid stock exchange.

Financial structure

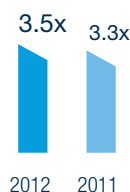
(in € billion, at December 31)

	2012	2011	2010
Net debt	5.97	6.52	6.07
Consolidated stockholders' equity	4.98	6.09	7.03
Gearing ratio	1.20	1.07	0.86

Net debt was down by €549 million at December 31, 2012 thanks, notably, to the sale of Amadeus shares. Although the gearing ratio deteriorated under the impact of the reduction in stockholders' equity, the financial cover ratios improved in 2012 relative to 2011 (See also Section 5 – Key Financial Indicators on page 151).

Cover ratios

EBITDAR* /
adjusted interest charges**



Adjusted net debt* /
EBITDAR



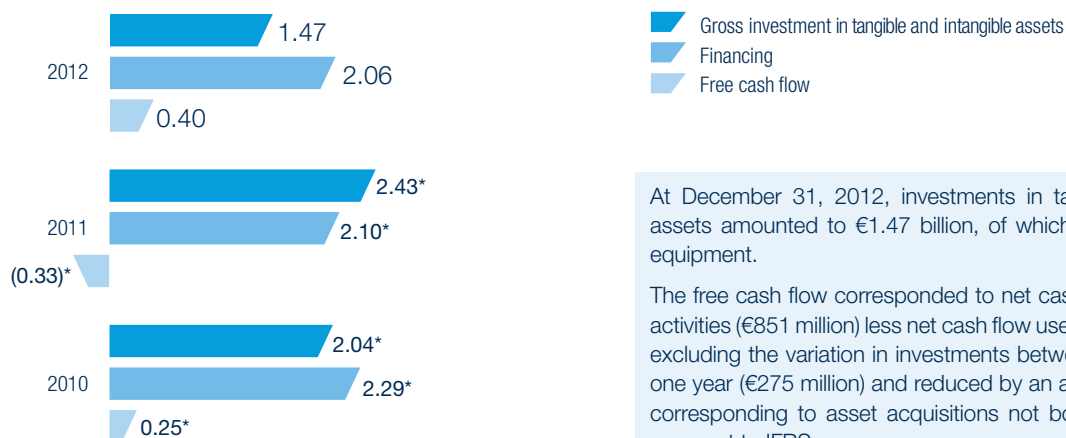
* Operating result before amortization, depreciation, provisions and operating leases

** Net interest charges adjusted for the portion of operating leases corresponding to financial charges (34%)

* Net debt plus capitalization of operating leases (seven times)

Investments and financing

(in € billion, at December 31)



* pro forma

At December 31, 2012, investments in tangible and intangible assets amounted to €1.47 billion, of which €1.19 billion in flight equipment.

The free cash flow corresponded to net cash flow from operating activities (€851 million) less net cash flow used in investing activities excluding the variation in investments between three months and one year (€275 million) and reduced by an amount of €175 million corresponding to asset acquisitions not booked as investments pursuant to IFRS.

Highlights of the 2012 financial year

Implementation of the Transform 2015 plan

- ◆ On January 12, 2012, Air France-KLM presented the targets and measures of Transform 2015, its three-year transformation plan aimed at a €2 billion reduction in net debt, a downwards revision in investment, strictly limited capacity growth and a 10% unit cost reduction between the end of 2011 and the end of 2014.
- ◆ On March 7, at the presentation of its 2011 annual results, the Group provided a status report on the implementation of the plan and, particularly, the initial cost-saving initiatives, the calendar for the renegotiation of the collective agreements and the action plans.
- ◆ Over the summer, Air France finalized new collective agreements with ground staff and flight deck crew. On the other hand, the draft agreement for cabin crew was rejected by the unions. Renewed discussions did enable the signature of a pre-agreement in February 2013. For its part, in December, KLM signed new collective labor agreements for a three-year period. These new agreements aim to reduce payroll expenses and achieve a significant improvement in productivity by the end of 2014 relative to the end of 2011.
- ◆ In November 2012, a voluntary departure plan for around 3,000 people was launched at Air France. KLM is also reducing its staff by cutting temporary employment.
- ◆ The Group also launched a series of action plans, particularly at Air France where the heavily-loss-making short and medium-haul operations were restructured. In addition to the downsizing of the medium-haul and regional fleets and an improvement in staff productivity, the airline reorganized this activity around three complementary business units with a new pricing strategy. Air France now operates the flights feeding the CDG hub, the routes in France and across Europe with a high proportion of Business customers, and the flights on departure from the provincial bases. The French regional division, regrouped under the Hop! brand, operates the flights on departure from Orly and French provincial cities while feeding the CDG hub on behalf of Air France. Lastly, Transavia will operate flights to destinations in Europe and the Mediterranean rim on departure from Orly and the French regional capitals.

Ongoing development of the SkyTeam alliance and strategic partnerships

- ◆ During 2012, SkyTeam benefited from the arrival of four new members, increasing the number of airlines to nineteen. The membership of two Middle Eastern airlines, Saudi Arabian Airlines and Middle-East Airlines-Air Liban, a South-American carrier, Aerolineas Argentinas and a Chinese carrier, Xiamen Airlines, extended the reach of the alliance network to more than 1,000 destinations world-wide.
- ◆ Air France, KLM and Etihad Airways signed code share agreements enabling them to offer, in addition to flights between Paris, Amsterdam and Abu Dhabi, five destinations on departure from Paris and five destinations out of Amsterdam to Asia and Australia to Air France and KLM passengers, together with access to ten European destinations for Etihad passengers.

Investment to reinforce the quality of the product offering

- ◆ Customer satisfaction remains a strategic focus and the Group decided to invest some €500 million by 2015 on improving the product. The renewal of the Business and *La Première* classes, improving the quality of catering, the development of e-services and the new fare offers are all examples of innovation aimed at increasing levels of customer satisfaction.
- ◆ The opening of a new boarding satellite at Roissy's terminal 2E enabled Air France to streamline its operations by regrouping its international activity at terminal 2E while 2F is now exclusively for European flights. Terminal 2G is dedicated to the regional airlines. The Group's customers thus benefit from simpler, optimized routing in the airport's most up-to-date infrastructures.
- ◆ In partnership with Panasonic Avionics, Air France and KLM launched a joint connectivity program on board their long-haul flights with trials due to begin in 2013.
- ◆ The Air France-KLM group's maintenance business inaugurated a new engine test bench at Paris CDG. This €43 million investment will enable the Group to develop its client portfolio, particularly in Asia.

A resolute commitment to sustainable development

- ◆ In June, KLM operated its first commercial trans-Atlantic flight linking Amsterdam to Rio de Janeiro in Brazil in the Boeing B777-200 using biofuel made from recycled cooking oil.
- ◆ In September 2012, the Air France-KLM group was confirmed sustainability leader of the airline sector for 2012 and remained a component of the two Dow Jones Sustainability Indices – DJSI World and DJSI Europe – for the eighth consecutive year.

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Corporate governance

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1.1 The Board of Directors

Pursuant to the corporate governance principles stipulated by the AFEP-MEDEF Corporate Governance Code, the duration of Board directors' terms of office is four years and the renewal of Board director mandates is staggered to facilitate the smooth renewal of the Board of Directors.

To facilitate their integration and the exercise of their mandates, the newly-appointed Board directors are invited to meet with the company's senior executives, and are offered site visits and training organized and paid for by the company. On their appointment, they are also sent a dossier including, amongst other documents, the company's bylaws, the internal regulations of the Board, the Registration Document and the latest press releases issued by the company.

1.1.1 Composition of the Board of Directors

At December 31, 2012, the Board of Directors comprised 15 members:

- ◆ 12 Board directors appointed by the Shareholders' Meeting (including two representing the employee shareholders);
- ◆ Three representatives of the French State appointed by ministerial order.

Despite the particularity of its composition, the Board of Directors is a collegial body which collectively represents all the shareholders and acts in the interests of the company.

In view of the changes in its composition since the end of the financial year, at March 31, 2013 the Board of Directors had four women members, i.e. a proportion of 26.7% and thus henceforth complies with the AFEP-MEDEF recommendation of April 19, 2010 and the provisions of the law of January 27, 2011 relating to the balanced representation of men and women within Boards of Directors.

Board directors appointed by the Shareholders' Meeting



Jean-Cyril Spinetta

Chairman of the Board of Directors and Chief Executive Officer

Expertise and professional experience

Born October 4, 1943, Jean-Cyril Spinetta holds an advanced degree in public law and is a graduate of the Institut des Sciences Politiques de Paris and the École Nationale d'Administration.

Between 1972 and 1990, Mr Spinetta served as a senior civil servant in a number of French government Ministries (Education, Employment, Transport). He was Chairman of Air Inter between 1990 and 1993. In 1997, he became Chairman and Chief Executive Officer of Air France, followed by Air France-KLM at the time of the merger in 2004. In 2009, he resigned from his functions as Chairman and Chief Executive Officer while remaining Chairman of the two Boards of Directors. Following the reunification of the functions of Chairman and Chief Executive Officer in October 2011, he is once more **Chairman of the Board of Directors and Chief Executive Officer of Air France-KLM.**

First appointed as a Board director:

September 23, 1997.

Expiration date of current term of office:

2014 Shareholders' Meeting.

Number of shares held in the company's stock:

65,349.

Other directorships and offices**French companies**

- ◆ Chairman of the Supervisory Board of Areva*;
- ◆ Director of Saint-Gobain*;
- ◆ Director of Alcatel-Lucent*;

Non-French company

- ◆ Director of Alitalia CAI (Italy).

Others

- ◆ Member of the IATA (International Air Transport Association) Board of Governors (Canada);
- ◆ Member of the Board of Paris Europlace.

Directorships and offices held in the last five years and having expired**French companies and public institutions**

- ◆ Chairman of the Board of Directors then Chairman and Chief Executive Officer of Air France until November 16, 2011;
- ◆ Chairman of the Air France-KLM* Board of Directors until October 17, 2011;
- ◆ Director (representing the French State) of La Poste until April 2009;
- ◆ Director (representing the French State) of GDF-Suez* until April 2009;
- ◆ Chairman and Chief Executive Officer of Air France-KLM* until December 2008;
- ◆ Chairman and Chief Executive Officer of Air France until December 2008.

Professional address:

Air France-KLM, 2 rue Robert Esnault-Pelterie, 75007 Paris, France

* Listed company.



Leo M. van Wijk

Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer

Expertise and professional experience

Born October 18, 1946, Leo van Wijk, a Dutch national, holds a Masters degree in Economic Sciences.

Mr van Wijk began his career at KLM Dutch Airlines in 1971. Having occupied a number of positions in the Cargo Division, he was appointed Vice President Marketing in 1984 before becoming Senior Vice President Corporate Development in 1989. He joined the KLM Board of Managing Directors in 1991 and was President and Chief Executive Officer of the company between 1997 and 2007. On October 17, 2011, he was appointed **Deputy Chief Executive Officer of Air France-KLM**.

First appointed as a Board director:

June 24, 2004.

Expiration date of current term of office:

2016 Shareholders' Meeting.

Number of shares held in the company's stock: 3,565.

Other directorships and offices

Non-French companies

- ◆ Member of the Supervisory Board of Aegon N.V.* (Netherlands);
- ◆ Member of the Supervisory Board of Randstad Holding N.V.* (Netherlands).

Directorships and offices held in the last five years and having expired

Non-French company

- ◆ Member of the Supervisory Board of Martinair (Netherlands) until March 2008.

Professional address:

KLM, AMS/AF, PO Box 7700, 1117 ZL Schiphol Airport, the Netherlands



Maryse Aulagnon

*Independent director
Chair of the Audit Committee*

Expertise and professional experience

Born April 19, 1949, Maryse Aulagnon, Honorary Master of Requests at the Council of State, is a graduate of the Institut des Sciences Politiques de Paris and of the École Nationale d'Administration and holds a post-graduate degree (DESS) in Economic Sciences.

Having occupied various positions at the French Embassy in the United States and in a number of Ministerial cabinets (Budget, Industry), Ms Aulagnon joined the CGE group (now Alcatel) in 1984 as director of international Business. She subsequently joined Euris as Chief Executive Officer on its creation in 1987.

Ms Aulagnon is **Chair and Chief Executive Officer of Affine group S.A.*** (office property), a company she founded in 1990.

First appointed as a Board director:

July 8, 2010.

Expiration date of current term of office:

2013 Shareholders' Meeting.

Number of shares held in the company's stock: 1,500.

Other directorships and offices

French companies

- ◆ Affine group: director of Affiparis S.A. *, Chairman of Mab-Finances SAS and of Promaffine SAS, Chief Executive Officer of ATIT (SC) and of Transaffine SAS, Member of the Executive Committee of Concerto Development SAS, Representative of Affine, Mab-Finances and Promaffine within the corporate bodies of the various Affine group entities;
- ◆ Member of the B.P.C.E. group (Banques Populaires Caisses d'Épargne) Supervisory Board;
- ◆ Director of Veolia Environnement* since May 16, 2012.

Non-French companies

- ◆ Affine group: Chairman of Banimmo (Belgium), Chief Executive Officer of Affinvestor GmbH (Germany) and director of Holdaffine BV (Netherlands).

Directorships and offices held in the last five years and having expired

French companies

- ◆ Affine group: Member of the Executive Committee of Business Facility International SAS from 2005 to February 2010 and director of Abcd from 2006 to February 2008.

Other

- ◆ Director of European Asset Value Fund (Luxembourg) until 2011.

Professional address:

Affine, 5 rue Saint-Georges, 75009 Paris, France

* Listed company.



Patricia Barbizet

Independent director

Member of the Appointments and Remuneration Committees

Expertise and professional experience

Born April 17, 1955, Patricia Barbizet is a graduate of the École Supérieure de Commerce de Paris.

She began her career with Renault group as treasurer for Renault Véhicules Industriels, then Finance Director of Renault Crédit International. She joined the Pinault group in 1989 as Finance Director. Ms Barbizet has been **Chief Executive Officer of Artémis** since 1992.

First appointed as a Board director:

January 3, 2003.

Expiration date of current term of office:

2014 Shareholders' Meeting.

Number of shares held in the company's stock:

2,270.

Other directorships and offices

French companies

- ◆ Artémis/PPR group*: Vice-Chair of the PPR* Board of Directors, Member of the Supervisory Board of Yves Saint-Laurent, Member of the Supervisory Board and Chief Executive Officer of Financière Pinault, Director of the Société Nouvelle du Théâtre Marigny, Artémis Permanent representative on the Boards of Directors of Sebdo LePoint and L'Agefi, Member of the Management Board of Château Latour;
- ◆ Bouygues group: Director of Bouygues* and of TF1* until April 2013;
- ◆ Director of Total*;
- ◆ Director of the Fonds Stratégique d'Investissement and Chair of the Investment Committee.

Non-French companies

- ◆ PPR group: Amministratore & Amministratore Delegato of Palazzo Grassi (Italy), Chair of the Board of Christie's International Plc (United Kingdom), Member of the Supervisory Board of Gucci group N.V.* (Netherlands).

Directorships and offices held in the last five years and having expired

French companies

- ◆ Deputy Chief Executive Officer of the Société Nouvelle du Théâtre Marigny until January 2012;
- ◆ Director of Fnac S.A. until May 2011;
- ◆ Director of Piasa until December 2008;
- ◆ Chairman of the Board of Directors of Piasa until May 2008.

Non-French company

- ◆ Non-executive director of TAWA* (United Kingdom) until June 2012.

Professional address:

Artémis, 12 rue François 1^{er}, 75008 Paris, France

* Listed company.



Jean-François Dehecq

Independent director

Chairman of the Appointments Committee and member of the Audit Committee

Expertise and professional experience

Born January 1, 1940, Jean François Dehecq is a graduate of the École Nationale des Arts et Métiers.

Having begun his career as a mathematics teacher, as of 1965 Mr Dehecq occupied various positions within the Société Nationale des Pétroles d'Aquitaine (SNPA, ex Elf Aquitaine). He became Chief Executive Officer of Sanofi in 1973, then Vice-Chairman and Chief Executive Officer in 1982 before becoming Chairman and Chief Executive Officer in 1988. Between 2007 and 2010, he was Chairman of the Sanofi-Aventis Board of Directors. Since May 2010, Mr Dehecq has been **Honorary Chairman of Sanofi-Aventis and Chairman of the Sanofi Espoir Corporate Foundation.**

First appointed as a Board director:

January 25, 1995.

Expiration date of current term of office:

2016 Shareholders' Meeting.

Number of shares held in the company's stock:

523.

Other directorships and offices

French companies

- ◆ Balmain group: Chairman of the Board of Directors of Pierre Balmain S.A. and director of Balmain;
- ◆ Director of Provepharm since June 15, 2012;
- ◆ Chairman of the Board of Directors of Maori since December 27, 2011.

Other

- ◆ Chairman of the Orientation Committee of the Fonds Stratégique d'Investissement;
- ◆ Chairman of the Sanofi Espoir Corporate Foundation;
- ◆ Vice-Chairman of the National Industry Council.

Directorships and offices held in the last five years and having expired

French companies

- ◆ Director of Veolia Environnement* until May 2012;
- ◆ Chairman of the Board of Directors of Sanofi-Aventis* until May 2010.

Others

- ◆ Chairman of ENSAM (École Nationale Supérieure d'Arts et Métiers) until June 2011;
- ◆ Chairman of the National Committee of États Généraux de l'Industrie until March 2010;
- ◆ Member of the French Foundation for Research into Epilepsy until 2009;
- ◆ Director of the French National Research Agency until 2009;
- ◆ Chairman of the National Association for Technical Research until 2009;
- ◆ Governor to the Board of the American Hospital of Paris until November 2008;
- ◆ Vice-Chairman of EFPIA (European Federation of Pharmaceutical Industries and Associations) (Belgium) until June 2008.

Professional address:

Sanofi-Aventis, 262 Boulevard Saint Germain, 75007 Paris, France

* Listed company.



Jean-Marc Espalioux

Independent director

Chairman of the Remuneration Committee and member of the Appointments Committee

Expertise and professional experience

Born March 18, 1952, Jean-Marc Espalioux is a graduate of the Institut des Sciences Politiques de Paris and of the École Nationale d'Administration.

In 1984, Mr Espalioux joined Compagnie Générale des Eaux (now Veolia Environnement) where he became Finance Director in 1987. He joined the Executive Committee in 1994 before becoming Deputy Chief Executive Officer in 1996. He was Chairman of the Accor group Management Board between 1997 and 2006 and Chairman of Financière Agache Private Equity between 2006 and 2011. Mr Espalioux has been Executive Chairman and a Partner of **Montefiore Investment (SAS)** (venture capital) since April 2011.

First appointed as a Board director:

September 14, 2001.

Expiration date of current term of office:

2013 Shareholders' Meeting.

Number of shares held in the company's stock:

601.

Other directorships and offices

French companies

- ◆ Director of Paprec Holding since November 2012;
- ◆ Director of Demos since October 5, 2012;
- ◆ Chairman of Penthievre SAS since September 19, 2012;
- ◆ Member of the Supervisory Board of Foncière Inéa*;
- ◆ Member of the Supervisory Board of Homair Vacances*.

Directorships and offices held in the last five years and having expired

French companies

- ◆ Member of the Supervisory Board of Paprec group (SAS) until November 9, 2012;
- ◆ Chairman of Financière Agache Private Equity until April 2011;
- ◆ Member of the Supervisory Committee of Lyparis SAS until July 2010;
- ◆ Member of the Supervisory Board of Flo group* until June 2010;
- ◆ Director of Veolia Environnement* until May 2010;
- ◆ Non-voting director on the Supervisory Board of the Caisse Nationale des Caisses d'Épargne until July 2009.

Professional address:

Montefiore Investment, 17 rue de Miromesnil, 75008 Paris, France

* Listed company.



Peter Hartman

Board director

Expertise and professional experience

Born April 3, 1949, Peter Hartman is a graduate of the Amsterdam Institute of Technology (Mechanical Engineering) and of the Erasmus University in Rotterdam (Economic Sciences).

In 1973, Mr Hartman joined KLM's Maintenance Division where he occupied various positions including Head of Customer Service, Head of HR and Organization and Head of Maintenance. He became Deputy Chief Executive Officer in 1997 before being appointed **President and Chief Executive Officer of KLM** in 2007.

First appointed as a Board director:

July 8, 2010.

Expiration date of current term of office:

2013 Shareholders' Meeting.

Number of shares held in the company's stock:

12,960.

Other directorships and offices

Non-French companies

- ◆ Member of the Supervisory Board of Stork B.V.* (Netherlands);
- ◆ Member of the Supervisory Board of Kenya Airways Limited (Kenya);
- ◆ Director of Alitalia CAI (Italy);
- ◆ Member of the Supervisory Board of Delta Lloyd N.V. (Netherlands).

Directorships and offices held in the last five years and having expired

Non-French companies

- ◆ Member of the Supervisory Board of Amsterdam RAI B.V. (Netherlands) until December 2008;
- ◆ Member of the Supervisory Board of transavia.com (Netherlands) until March 2008.

Others

- ◆ Member of the Board of Directors of the Rotterdam School of Management (Netherlands) until October 2011;
- ◆ Member of the Supervisory Board of the Netherlands Board of Tourism and Conventions (Netherlands) until June 2010.

Professional address:

KLM, AMS/DA, PO Box 7700, 1117 ZL Schiphol Airport, the Netherlands



Jaap de Hoop Scheffer

Independent director

Member of the Remuneration Committee

Expertise and professional experience

Born April 3, 1948, Jaap de Hoop Scheffer, a Dutch national, is a law graduate of Leiden University.

Mr de Hoop Scheffer started his diplomatic career in 1976 and became Private Secretary to the Minister of Foreign Affairs (1980-1986). He then became a member of the Dutch Parliament (1986-2002), leader of the Christian Democratic Alliance (CDA) (1997-2001), the Dutch Minister of Foreign Affairs (2002-2003) and Secretary General of NATO (2004-2009). Since 2009, Mr de Hoop Scheffer has held the **Kooijmanschair for Peace, Justice and Security, Leiden University** (Netherlands).

Other directorships and offices

Non-French entities

- ◆ Member of the International Advisory Board of Royal Ten Cate N.V. (Netherlands);
- ◆ Chairman of the Supervisory Board of Rijksmuseum (Netherlands);
- ◆ Vice-Chairman of the Franco-Dutch Cooperation Council;
- ◆ Co-President of the Security and Defence Agenda (Brussels);
- ◆ Member of the European Council on Foreign Relations (London).

Directorships and offices held in the last five years and having expired

- ◆ Secretary General of NATO and Chairman of the North Atlantic Council between 2004 and 2009.

First appointed as a Board director:

July 7, 2011.

Expiration date of current term of office:

2015 Shareholders' Meeting.

Number of shares held in the company's stock:

25.

Professional address:

Air France-KLM, 2 rue Robert Esnault-Pelterie, 75007 Paris, France

* Listed company.



Alexandre de Juniac

Board director

First appointed as a Board director:

January 11, 2012.

Expiration date of current term of office:

2015 Shareholders' Meeting.

Number of shares held in the company's stock :

2,000.

Expertise and professional experience

Born November 10, 1962, Alexandre de Juniac is a graduate of the École Polytechnique de Paris and of the École Nationale d'Administration.

Having begun his career at the Council of State in 1988, Mr de Juniac joined the cabinet of Nicolas Sarkozy at the French Budget Ministry in 1993. Between 1995 and 2008 he occupied various functions in the aeronautical industry (Thomson, Sextant Avionique, Thales). In 2009, he became Chief of Staff to Christine Lagarde, Minister for the Economy, Industry and Employment. Mr de Juniac has been **Chairman and Chief Executive Officer of Air France** since November 2011.

Directorships and offices held in the last five years and having expired

French companies and public institutions

- ◆ Chief of Staff to Christine Lagarde, Minister for the Economy, Industry and Employment, between 2009 and 2011;
- ◆ General Manager for Asia, Africa, the Middle East and Latin America at Thales* between 2008 and 2009;
- ◆ Senior Vice-President, Thales* in charge of the Aviation Systems Division between 2004 and 2008.

Professional address:

Air France, 45 rue de Paris, 95747 Roissy Charles de Gaulle Cedex, France



Cornelis J.A. van Lede

Independent director

Member of the Audit and Remuneration Committees

Expertise and professional experience

Born November 21, 1942, Cornelis J.A. van Lede, a Dutch national, holds a law degree from Leiden University and an MBA from INSEAD (European Institute of Business Administration).

Mr van Lede worked successively for Shell (1967-1969) and McKinsey (1969-1976) before becoming Chairman and Chief Executive Officer of Koninklijke Nederhorst Bouw B.V. between 1977 and 1982. He was President of the Dutch Industry Federation between 1984 and 1991 and Chairman of the Akzo Nobel N.V. Management Board between 1994 and 2003. He was **Chairman of the Supervisory Board of Heineken*** between 2004 and April 2013.

Other directorships and offices

French company

- ◆ Director of L'Air Liquide*.

Non-French companies

- ◆ Member of the Supervisory Board of Philips Electronics (Netherlands);
- ◆ Director of DE Master Blenders* since June 2012 ⁽¹⁾ (Netherlands).

Directorships and offices held in the last five years and having expired

Non-French companies

- ◆ Director of Sara Lee Corporation (United States) until June 2012 ⁽¹⁾;
- ◆ Member of the Supervisory Board of Stork B.V.* (Netherlands) until January 2008.

Others

- ◆ Member of the Board of Directors of INSEAD (Institute of Business Administration) (France) until 2010;
- ◆ Chairman of the Board of Directors of INSEAD until January 2009.

(1) Sara Lee Corporation was dissolved on June 28, 2012 following a spin-off of two separate companies, one of which is DE Master Blenders.

Professional address:

Air France-KLM, 2 rue Robert Esnault-Pelterie, 75007 Paris, France

* Listed company.

Board directors representing the French State

Pursuant to Article 2 of the decree-law of October 30, 1935, amended by the law of May 15, 2001, in that the French State owns more than 10% of Air France-KLM's share capital, a number of seats are reserved for the State representatives within the Board proportional to the State's shareholding.

These Board directors representing the French State are appointed by ministerial order.



David Azéma

Board director representing the French State until February 20, 2013

Expertise and professional experience

Born November 22, 1960, David Azéma is a graduate of the Institut d'Etudes Politiques de Paris and of the École Nationale d'Administration, and holds a Law degree.

Having begun his career at the Court of Auditors, Mr Azéma occupied various positions within the cabinet of Employment Minister, Martine Aubry. In 1993, he joined the SNCF group where he became Advisor to the Chairman and Head of Subsidiaries and Shareholdings. He was appointed Chairman and Chief Executive Officer of Eurostar group Ltd in 1999. He then spent six years with Vinci group (2002-2008), where he became a member of the Executive Committee in 2006. He returned to the SNCF in 2008 where he was appointed Deputy Chief Executive Officer in 2011 then Chairman of the Management Board of Keolis in June 2012. He has been a **Commissioner for State Holdings** since September 1, 2012.

First appointed as a Board director:

October 1, 2012.

Other directorships and offices representing the French State

French companies and public institutions

- ◆ Director of EDF* since November 9, 2012;
- ◆ Member of the Areva* Supervisory Board since September 26, 2012;
- ◆ Director of the Fonds Stratégique d'Investissement since September 26, 2012;
- ◆ Director of Renault* since September 26, 2012.

Directorships and offices held in the last five years and having expired

French companies and public institutions

- ◆ Chairman of the Keolis Management Board between June and September 2012;
- ◆ Deputy Chief Executive Officer of the SNCF group between October 2011 and June 2012;
- ◆ Chairman and Chief Executive Officer of SNCF Participations from 2008 to 2012;
- ◆ Chairman of the SeaFrance Supervisory Board between 2008 and 2012;
- ◆ Director of Geodis from 2008 to 2012;
- ◆ Member of the Keolis Supervisory Board between 2008 and 2012;
- ◆ Chief Executive Officer of Vinci Concessions until 2008 and director of a number of unlisted companies within the Vinci group between 2002 and 2008.

Professional address:

Agence des Participations de l'État, Ministère de l'Économie, des Finances et de l'Industrie, 139 rue de Bercy, 75572 Paris Cedex 12, France

* Listed company.



Jean-Dominique Comolli

Board director representing the French State (until October 1, 2012 and since January 30, 2013)

First appointed as a Board director:

December 14, 2010.

Expiration date of current term of office:

January 2017.

Expertise and professional experience

Born April 25, 1948, Jean-Dominique Comolli is a graduate of the Institut des Sciences Politiques de Paris and of the École Nationale d'Administration and holds a Masters degree in Economic Sciences.

He began his career in 1977 as a civil administrator before becoming a technical advisor at the French Ministry of Budget under Laurent Fabius, then a member of Prime Minister Pierre Mauroy's staff. He occupied various positions within the Ministry of Budget before being appointed Director of Customs in 1989. Between 1993 and 1999, he was Chairman and Chief Executive Officer of Seita and Vice-Chairman of Altadis until 2005. In September 2010, he was appointed Commissioner for State Holdings, a position he was to occupy until October 2012. He is currently an **Honorary Civil Administrator**.

Other directorships and offices

French companies and public institutions

- ◆ Director of the Établissement de l'Opéra Comique.

Directorships and offices held in the last five years and having expired

French companies and public institutions

- ◆ Director of EDF* until November 2012;
- ◆ Director of the SNCF until October 2012;
- ◆ Member of the Areva* Supervisory Board until September 2012;
- ◆ Director of France Telecom* until September 2012;
- ◆ Director of the Fonds Stratégique d'Investissement until September 2012;
- ◆ Chairman of the Board of Directors of Seita until September 2010;
- ◆ Director of Casino* until September 2010;
- ◆ Director of Pernod Ricard* until September 2010;
- ◆ Director of Crédit Agricole Corporate & Investment Bank until August 2010.

Non-French companies

- ◆ Chairman of the Board of Directors of Altadis (Spain) until September 2010;
- ◆ Chairman of the Supervisory Board of Altadis Maroc (Morocco) until September 2010;
- ◆ Vice-Chairman of the Board of Directors of Imperial Tobacco* (United Kingdom) until September 2010;
- ◆ Director of Logista (Spain) until October 2008;
- ◆ Director of Aldeasa (Spain) until April 2008.

Professional address:

Air France-KLM, 2 rue Robert Esnault-Pelterie, 75007 Paris, France

* Listed company.



Claude Gressier

*Board director representing the French State until February 22, 2013
Member of the Audit Committee*

First appointed as a Board director:
June 24, 2004.

Expertise and professional experience

Born July 2, 1943, Claude Gressier is a graduate of the École Polytechnique, attended the Institut des Sciences Politiques de Paris and is qualified as a general public works engineer.

Mr Gressier spent most of his career within the Territorial Administration and the French Ministry of Transport. Having been Chairman and Chief Executive Officer of the SNCF-Participations group (1994-1996) and of Geodis (1996-1997), in 1998 he was appointed Director of Maritime Transport, Ports and the Coast at the Ministry of Equipment, Transport and Housing. In 2001, he became Chairman of the Economic Affairs section in the Counsel General for Public Works.

Since 2010, he has been a **policy officer attached to the Managing Director for Infrastructure, Transport and Maritime Affairs at the Ministry of Ecology, Sustainable Development, Transport and Housing.**

Other directorships and offices representing the French State

Public Institution

- ◆ Director of the SNCF.

Directorships and offices held in the last five years and having expired

Public Institution

- ◆ Representative of the Counsel General for Public Works on the Board of Directors of the Établissement des Autoroutes de France until December 2008.

Professional address:

Ministère de l'Écologie, Grande Arche de la Défense, 92055 Paris La Défense, France



Marie-Christine Saragosse

Board director representing the French State until January 29, 2013

First appointed as a Board director:
July 27, 2011.

Expertise and professional experience

Born March 24, 1960, Marie-Christine Saragosse is a graduate of the Institut des Sciences Politiques de Paris and of the École Nationale d'Administration.

Ms Saragosse began her career at the French Ministry of Communication then served in the cabinet of the Deputy Minister for Francophonie. She then joined the Ministry of Foreign Affairs before moving to TV5 in 1997 where, in 1998, she became Chief Executive Officer then Vice-Chairman in 2001. Having managed the Cultural Cooperation and French Language Promotion Department at the French Ministry of Foreign Affairs for two years, she was appointed Chief Executive Officer of TV5Monde in May 2008. Ms Saragosse has been **Chair and Chief Executive Officer of Audiovisuel Extérieur de la France** since October 6, 2012.

Directorships and offices held in the last five years and having expired

Public institutions

- ◆ Chief Executive Officer of TV5Monde until December 2012;
- ◆ Director for Cultural Cooperation and French Language Promotion at the French Ministry of Foreign Affairs between 2006 and 2008;
- ◆ Member of the Board of Directors of the Agency for French Teaching Abroad from 2006 to 2008;
- ◆ Member of the Board of Directors of Cultures France between 2006 and 2008.

Professional address:

Audiovisuel Extérieur de la France, 80 rue Camille Desmoulins, 92130 Issy-Les-Moulineaux, France

Board directors representing the employee shareholders

Pursuant to Articles L. 6411-9 of the Code of Transport and Article 17 of the bylaws, in that the employees of the subsidiaries of Air France-KLM own more than 2% of Air France-KLM's share capital, there are two representatives of the employee shareholders within the Board:

- ◆ one representative belonging to the flight deck crew category of staff;
- ◆ one representative belonging to the other employees category of staff.

These Board directors representing the employee shareholders are appointed by the Shareholders' Meeting having been proposed by the shareholders referred to in Article L. 225-102 of the French Commercial Code.



Christian Magne

*Board director representing the Ground Staff and Cabin Crew shareholders
Member of the Audit Committee*

Expertise and professional experience

Born August 20, 1952, Christian Magne joined Air France in 1974 and occupied various positions linked to crew management, the establishment of rosters and flight plans, the establishment of budgets and management control, the establishment of cost prices and the monitoring of IT methods and applications. He has also exercised numerous functions linked to defending the interests of Air France employees. He is currently a **Finance Executive**.

First appointed as a Board director: September 14, 2001.

Expiration date of current term of office: 2014 Shareholders' Meeting.

Number of shares held in the company's stock: 156 shares and 392 FCPE units.

Professional address:

Air France, 45, rue de Paris, 95747 Roissy Charles de Gaulle Cedex, France



Bernard Pédamon

*Board director representing the Flight Deck Crew shareholders
Member of the Audit Committee*

Expertise and professional experience

Born July 10, 1961, Bernard Pédamon is a graduate of the Science Faculty of Paris Orsay University and holds a Masters degree (formerly DESS) in International Transport from the University of Paris I. Having worked in the United States and Africa, Mr Pédamon joined Air France in 1988 as a Fokker 27 pilot before moving to the Boeing B747-400. In 1999, he became an Airbus A320 Flight Captain then, in 2006, **Flight Captain on the Boeing B777**.

First appointed as a Board director:

July 8, 2010.

Expiration date of current term of office:

2014 Shareholders' Meeting

Number of shares held in the company's stock:

2,959 shares and 8,075 FCPE units.

Directorships and offices held in the last five years and having expired

French company

- ◆ Director of Air France representing the flight deck crew until July 2010.

Professional address:

Air France, 45, rue de Paris, 95747 Roissy Charles de Gaulle Cedex, France



Composition of the Board of Directors at December 31, 2012

Board director (Age at December 31, 2012)	Functions within the Board of Directors	Date first appointed to the Group	Date appointed to the Air France-KLM Board	Date of expiry of mandate	Principal current position
Jean-Cyril Spinetta (69 years)	Chairman of the Board of Directors and Chief Executive Officer	September 23, 1997	September 15, 2004	2014 AGM	Chairman of the Board of Directors and Chief Executive Officer of Air France-KLM
Leo van Wijk (66 years)	Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer	June 24, 2004	September 15, 2004	2016 AGM	Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer of Air France-KLM
Maryse Aulagnon (63 years)	Independent director Chair of the Audit Committee	July 8, 2010	July 8, 2010	2013 AGM	Chair and Chief Executive Officer of Affine
David Azéma⁽¹⁾ (52 years)	Director representing the French State	October 1, 2012	October 1, 2012	February 20, 2013	Commissioner for State Holdings
Patricia Barbizet (57 years)	Independent director Member of the Appointments and Remuneration Committees	January 3, 2003	September 15, 2004	2014 AGM	Chief Executive Officer and Director of Artémis
Jean-François Dehecq (72 years)	Independent director Chairman of the Appointments Committee and member of the Audit Committee	January 25, 1995	September 15, 2004	2016 AGM	Honorary Chairman of Sanofi-Aventis
Jean-Marc Espalioux (60 years)	Independent director Chairman of the Remuneration Committee and member of the Appointments Committee	September 14, 2001	September 15, 2004	2013 AGM	Partner and Executive Chairman of Montefiore Investment
Claude Gressier⁽²⁾ (69 years)	Director representing the French State Member of the Audit Committee	June 24, 2004	September 15, 2004	February 22, 2013	Honorary General Public Works Engineer
Peter Hartman (63 years)	Director	July 8, 2010	July 8, 2010	2013 AGM	President and Chief Executive Officer of KLM
Jaap de Hoop Scheffer (64 years)	Independent director Member of the Remuneration Committee	July 7, 2011	July 7, 2011	2015 AGM	Kooijmanschair for Peace, Justice and Security, Leiden University (Netherlands)
Alexandre de Juniac (50 years)	Director	November 16, 2011	January 11, 2012	2015 AGM	Chairman and Chief Executive Officer of Air France
Cornelis van Lede (70 years)	Independent director Member of the Audit and Appointments Committees	June 24, 2004	September 15, 2004	2016 AGM	Chairman of the Heineken Supervisory Board
Christian Magne (60 years)	Director representing the employee shareholders Member of the Audit Committee	September 14, 2001	September 15, 2004	2014 AGM	Finance Executive
Bernard Pédamon (51 years)	Director representing the employee shareholders Member of the Audit Committee	July 8, 2010	July 8, 2010	2014 AGM	Boeing 777 Flight Captain
Marie-Christine Saragosse⁽³⁾ (52 years)	Director representing the French State	July 27, 2011	July 27, 2011	January 29, 2013	Chair and Chief Executive Officer of Audiovisuel Extérieur de la France

(1) Resigned on February 20, 2013 and was replaced by Ms Solenne Lepage on March 21, 2013.

(2) Resigned on February 22, 2013 and was replaced by Ms Régine Bréhier on March 22, 2013.

(3) Resigned on January 29, 2013 and was replaced by Mr Jean-Dominique Comolli on January 30, 2013.

1.1.2 Missions of the Board of Directors

The Board of Directors determines the orientations of the company's activity and ensures their implementation. Subject to the powers conferred upon it, the Board is responsible for any question regarding the proper running of the company and settles, in its deliberations, the matters which concern it. In addition, the Board undertakes the monitoring and verification it considers appropriate.

The Board deliberates on any matters falling within its legal and regulatory remit. In addition, the Board approves the:

- ♦ Group's strategic orientations and reviews them as a whole at least once a year;
- ♦ Group's significant investment projects;
- ♦ Significant operations that are liable to affect the Group's strategy and modify its financial structure or scope of activity; the Chairman and Chief Executive Officer is responsible for determining whether an operation is significant in nature.

1.1.3 Organization of the Board of Directors

Reunification of the functions of Chairman and Chief Executive Officer

On October 17, 2011, the Appointments Committee recommended to the Board of Directors the proposed orientations relating to the organization and governance of the Air France-KLM group and the appointment of its senior executives. These orientations were aimed at improving the Group's operating and financial performance within a context marked by economic uncertainty and an increasingly competitive environment.

The Board of Directors adopted the proposals of the Committee which recommended that the:

- ♦ implementation of the Group's new governance be postponed until 2013 to give priority to reinstating and improving the results of Air France and KLM;
- ♦ strategic and operational coordination between the Air France and KLM groups be reinforced by appointing Mr Spinetta and Mr van Wijk as, respectively, Chairman and Chief Executive Officer and Deputy Chief Executive Officer of Air France-KLM;
- ♦ appointment of Mr Alexandre de Juniac as Chairman and Chief Executive Officer of Air France be recommended to the Air France Board of Directors.

The reunification of the functions of Chairman of the Board of Directors and Chief Executive Officer, which had previously been separate, enables everyone's energies to be mobilized around a single function aimed at improving the company's levels of performance. The consolidation of a team united around a sole individual exercising a mandate as Chairman and Chief Executive Office is all the more key within the current economic environment.

The Chairman and Chief Executive Officer is appointed by the Board of Directors. He is invested with the broadest powers to act in the company's name in all circumstances within the limits set forth in the

internal regulations of the Board of Directors, which stipulate that the Chairman and Chief Executive Officer must obtain prior approval from the Board to perform the following operations when their amount is equal to or exceeds €150 million:

- ♦ acquire or sell all interests in all companies formed or to be formed, participate in the formation of all companies, groups or organizations, subscribe to all issues of shares, units or bonds; and
- ♦ grant all exchanges, with or without balancing cash adjustments, on the company's assets, stocks or securities.

Internal regulations of the Board of Directors

On June 17, 2004, the Board of Directors adopted a set of internal regulations based on the corporate governance principles established by the AFEP and MEDEF. In addition to the limitations on the powers of the Chairman and Chief Executive Officer, these internal regulations specify the terms for the organization and functioning of the Board, and establish the prerogatives and duties of Board directors in terms of the rules on reporting, disclosure, confidentiality and conflicts of interest. They also determine the powers of each of the specialized committees established within the Board.

The internal regulations are regularly updated. They were, in particular, modified by the Board of Directors meeting of November 9, 2011, notably with regard to the section governing the composition and powers of the Audit Committee (in line with the new legal requirements arising from the transposition, in December 2008, of European Directive no.2006/43/EC of May 17, 2006 (8th European Directive) and the AMF's recommendations in its *Final Report on Audit Committees* of July 22, 2010) and to reiterate some aspects linked to respect of the stock market compliance rules applying to the company's Board directors.

The internal regulations are available on the website <http://www.airfranceklm-finance.com> (governance section).

Independence of the Board directors

Having examined the situation of each Board director in the light of the criteria stipulated by the AFEP-MEDEF Code, the Board of Directors adopted the following position:

- ♦ nine of the fifteen directors are either representatives of the French State, representatives of the employee shareholders, or senior executives of Air France-KLM, Air France and KLM and, in this capacity, may not be deemed to be independent;
- ♦ the six remaining directors (Ms Aulagnon, Ms Barbizet, Mr Dehecq, Mr Espalioux, Mr de Hoop Scheffer and Mr van Lede) may be deemed to be independent in that:
 - ♦ none of these six directors appointed by the Shareholders' Meeting has a relationship with the company, its Group or its management that is such as to color their judgement (aside from the fact that the candidature of some of these individuals had been proposed to the Shareholders' Meeting either by KLM or by the Dutch government pursuant to the agreements signed in October 2003),
 - ♦ Mr Dehecq's and Mr Espalioux's terms of office are deemed to begin in 2004, when Air France-KLM modified its corporate purpose to become the holding company for the Group;

- ◆ given the above, the following may be deemed to be independent:
 - ◆ three of the six members of the Audit Committee, including its Chair, and
 - ◆ all the members of the Appointments and Remuneration Committees.

The Board considered that all the Board directors had competencies and professional experience that are useful to the company, irrespective of whether they are deemed to be independent in the light of the AFEP-MEDEF criteria.

Corporate governance principles and application of the AFEP-MEDEF Code

The Board of Directors operates in accordance with the corporate governance principles in force in France as presented in the AFEP-MEDEF Corporate Governance Code updated in April 2010 and available on the MEDEF website (www.medef.com, corporate governance section). The following table shows the AFEP-MEDEF Code recommendations that have not been applied and the reasons for this.

Recommendations of the AFEP-MEDEF Code not applied	Reasons
<p>Proportion of independent members of the Board of Directors and the Audit Committee</p>	
<p><i>“The independent directors should account for half the members of the Board in widely-held corporations and without controlling shareholders” (§ 8.2 of the AFEP-MEDEF Code)</i></p> <p><i>“The proportion of independent directors on the audit committee should be at least equal to two-thirds” (§14.1 of the AFEP-MEDEF Code)</i></p>	<p>The Board of Directors comprises 15 members, six of whom are deemed to be independent, i.e. a 40% proportion.</p> <p>The Audit Committee comprises six members, three of whom are deemed to be independent including its Chair, i.e. a 50% proportion.</p> <p>These exemptions are notably explained by the ownership structure of Air France-KLM (and, in particular, the presence of the French State and employee shareholders in the share capital) as well as by the specific rules governing the appointment of a proportion of the Board directors. Nine Board directors are either representatives of the French State, representatives of the employee shareholders, executives of Air-France-KLM, Air France or KLM and, in this capacity, may not be deemed to be independent.</p>
<p>Criteria according to which Board directors are not deemed to be independent if they have exercised their mandates for more than 12 years</p>	
<p><i>“The criteria to be reviewed by the committee and the Board in order to have a director qualify as independent and to prevent risks of conflicts of interest between the director and the management, corporation or its Group are the following: [...] Not to have been a director of the corporation for more than twelve years” (§ 8.4 of the AFEP-MEDEF Code)</i></p>	<p>Mr Dehecq’s and Mr Espalioux’s terms of office are deemed to begin in 2004, when Air France-KLM modified its corporate purpose to become the holding company for the Group.</p>

Compliance and ethics

The Board of Directors has adopted a set of Compliance Rules and a Financial Code of Ethics. The Compliance Rules, adopted by the Board of Directors on March 25, 2004, and as amended on November 9, 2011, remind company officers, senior executives, anyone with close personal ties with the latter and employees of the company with access to inside information that they are required to refrain from trading in the company’s shares for a minimum of thirty calendar days prior to the publication of the full annual, half-year and quarterly financial statements and on the day of their publication. They also reiterate the specific obligations (particularly relating to access to inside information) of Board directors pursuant to the applicable laws and regulations. The Financial Code of Ethics defines the principles with which the principal executives of the company responsible for the disclosure of financial information must comply.

In the past five years, to the company’s knowledge, no Board director has been subject to a fraud or other criminal conviction or to public sanction by the statutory or regulatory authorities, associated with a bankruptcy, a sequestration of goods or liquidation nor has, finally, been prevented by a court from acting as a member of a management or supervisory body of an issuer or from involvement in managing the business of an issuer. On January 9, 2012, the Paris bankruptcy court ruled on the compulsory liquidation of SeaFrance, a company for which Mr Azéma had been Chairman of the Supervisory Board since 2008.

Conflicts of interest

To the company’s knowledge, none of the Board members are related and there are no conflicts of interest between the duties of the members of the Board of Directors with regard to the company and their private interests or other duties. Note, however, that the

French State, which held 15.9% of the Air France-KLM share capital as of December 31, 2012, also holds 52.1% of the share capital of Aéroports de Paris. Furthermore, the SNCF, which is Air France's main competitor on the domestic network, is a public company.

With the exception of the agreements concluded in October 2003 between Air France, KLM and the Dutch government, there is no arrangement or agreement between the main shareholders, customers, suppliers or other parties, in accordance with which a member of the Board of Directors has been selected.

There are no service level contracts binding any member of the Board of Directors to Air France-KLM or one of its subsidiaries involving the granting of benefits at the end of the contract.

The Board directors have not accepted any restrictions concerning the sale of their shareholdings in Air France-KLM.

1.1.4 Functioning of the Board of Directors

The minimum number of Board of Directors meetings is set at five per year. Prior to Board meetings, a dossier is sent to Board members containing the agenda for the meeting together with any summaries or, where appropriate, full documentation on any issues requiring special analysis and/or prior consideration. The matters raised in meetings are usually the subject of presentations, followed by discussion.

Board meetings are conducted in French; however, individual directors may speak in French or English with simultaneous interpretation.

The Legal Counsel acts as secretary to the Board of Directors.

Board activity during the 2012 financial year

During the 2012 financial year, the Board of Directors met nine times, including one extraordinary meeting (seven meetings in 2011 over a nine-month financial year). The Board meetings averaged more than three and a half hours and the attendance rate for directors was 94.07% (87.62% in 2011).

During these meetings the following matters were notably addressed:

- ◆ interim and annual financial statements;
- ◆ regular status reports on the Group's activity and financial situation;
- ◆ monitoring of the Transform 2015 industrial and strategic project;
- ◆ restructuring of the short and medium-haul activities and the action plan for the French Regional Division;
- ◆ trans-Atlantic joint-venture with Delta;
- ◆ alliance strategy;
- ◆ reorganization of the Group;
- ◆ plain vanilla bond issue;
- ◆ change in Air France's shareholding in Amadeus;
- ◆ status report on aviation safety;
- ◆ compensation of the executive directors.

The Board of Directors held two meetings during the year devoted to the Group's strategy in the different business lines (passenger, cargo and maintenance) in January and October 2012. It reviewed, in particular, the Group's three-year transformation plan (2012-14) and the implementation of the three priorities it had set in November

2011: restoring competitiveness through cost-cutting, restructuring the short- and medium-haul operations and rapidly reducing debt.

Evaluation of the functioning of the Board of Directors and its committees

During the 2012 financial year, the Board of Directors commissioned an independent firm to conduct an evaluation of its functioning and that of its committees.

A number of themes were addressed during this evaluation:

- ◆ organization and functioning of the Board of Directors and its committees;
- ◆ effectiveness of the Board of Directors;
- ◆ principal changes and areas requiring improvement.

The results of the interviews with Board directors were handled under the seal of anonymity and were the subject of a presentation and discussion by the Board of Directors.

Generally speaking, the operational functioning of the Board and its committees had improved since the last evaluation carried out by an independent firm in 2010 and the self-evaluations carried out in 2011 and 2012 thanks, notably, to the quality of the information and discussions, the transparency of the General Management, the level of the Board's involvement in defining the strategy, and the particular attention paid to the customer, the product and the change in the Group's organization with the gradual integration of a number of functions at the holding company level.

Some additional improvements were suggested, specifically in terms of the format of presentations (which could be more condensed and analytical), the procedure for monitoring the implementation of decisions taken by the Board of Directors, the information communicated on human resources matters and the change in the composition of the management teams within the principal subsidiaries.

Lastly, following the recommended improvements identified by the Board of Directors during the previous evaluation, the Board of Directors meetings held during 2012 put particular emphasis on the new challenges facing the Group and its priorities (restoring competitiveness through cost-cutting, restructuring the short- and medium-haul operations and rapidly reducing debt). A regular status report on the *Transform 2015* plan is thus made to the Board of Directors and a dashboard comprising a series of key financial, operational and qualitative indicators is communicated to the Board every quarter.

Regulated agreements and commitments

On December 6, 2012, pursuant to the authorization granted by the Board of Directors on October 30, 2012, Air France-KLM launched a €500 million issue of five-year bonds, with Air France and KLM as guarantors. To this effect, the Board of Directors authorized the signature, between the companies Air France-KLM, Air France and KLM, of a guarantee agreement, an agreement in consideration for the grant of this guarantee, an agreement on the credit facility and an underwriting agreement covering the aforementioned issue.

These agreements together with the commitments and agreements approved during previous financial years which continued to apply during the 2012 financial year are outlined in the Statutory Auditors' report on the regulated agreements and commitments.

Furthermore, on December 17, 2012, on the basis that they no longer qualify as regulated agreements, the Board of Directors decided to reclassify under ordinary agreements signed subject to normal conditions the intra-Group agreements signed on October 5, 2004 (service agreement, cash agreement, domiciliation agreement) between Air France-KLM and Air France. The Statutory Auditors were informed of this reclassification.

1.1.5 The Board of Directors Committees

The Audit Committee

Composition

Since July 8, 2010, the Audit Committee has comprised the following six members: Maryse Aulagnon (Chair of the Committee), Jean-François Dehecq, Claude Gressier, Cornelis van Lede, Christian Magne and Bernard Pédamon.

At its November 9, 2011 meeting the Board of Directors considered that, pursuant to the provisions of Article L. 823-19 of the French Commercial Code, the company's Audit Committee comprises at least one independent member with special competence in finance or accounting in the person of Ms Aulagnon. It deemed that Ms Aulagnon's educational background and professional experience fulfil this requirement for special financial competence, and that she has no relationships with the company, its Group or management that are such as to color her judgement.

The five other committee members also have financial competence which guided the Board's choice of members comprising the Audit Committee.

The principal executives responsible for accounting, legal affairs, finance, internal control and internal audit of Air France-KLM and the subsidiaries Air France and KLM are also invited to attend meetings in an advisory capacity.

The Statutory Auditors attended all the Audit Committee meetings taking place during the financial year. At the request of the Chair of the Committee, they were able to consult with Committee Members outside the presence of the Group's senior executives.

Missions

The Audit Committee's principal missions are to review the interim and annual consolidated financial statements to inform the Board of Directors of their content, ensure that they are reliable and exhaustive and that the information they contain including the forward-looking information provided to shareholders and the market meets high standards of quality, and oversee the auditing of the annual financial statements.

In particular, the Audit Committee is responsible for the:

- ◆ consolidation scope;
- ◆ relevance and consistency of the accounting methods used to draw up the financial statements;
- ◆ principal estimates made by management;
- ◆ principal financial risks and material off-balance-sheet commitments;
- ◆ comments and recommendations made by the Statutory Auditors and, if applicable, any significant adjustments resulting from audits.

The Audit Committee monitors the effectiveness of the internal control and risk management procedures and, in this capacity, reviews in particular the program and results of internal auditing.

It is responsible for selecting the incumbent and deputy Statutory Auditors and submits the names of the proposed firms to the Board of Directors before their appointment by the Shareholders' Meeting. It verifies the independence and the quality of their work, approves the fees of the Statutory Auditors, issues prior approval for some services provided by them and ascertains that the joint system of Statutory Auditors is effective.

The Audit Committee has access to the resources required to fulfil its mission and may, notably, be assisted by persons from outside the company.

Activity

During the 2012 financial year, the Audit Committee met six times (twice in 2011 over a nine-month financial year) with an attendance rate for members of 83.33% (91.67% in 2011 over a nine-month financial year). The meetings lasted an average of three hours. The following matters were notably reviewed by the Audit Committee during the 2012 financial year.

■ *Review of the financial statements*

The Committee reviewed the half-year and annual financial statements prior to their presentation to the Board of Directors. It conducted a detailed examination of the Statutory Auditors' report on the half-year and annual financial statements as well as the significant points noted in audits.

■ *Internal control and risk management*

At each of its meetings, the Committee reviewed the status of internal control and internal audit. Although the company is no longer required to comply with the obligations of the Sarbanes-Oxley Act, it continues to maintain high standards of financial disclosure and corporate governance, and a rigorous level of internal control across the Group.

■ *Risk assessment*

Every quarter, the Audit Committee reviewed the summary sheet of all the operating and/or strategic risks.

■ *Other*

The Audit Committee also reviewed the:

- ◆ fuel hedging strategy;
- ◆ interest rate and exchange rate risk management strategy;
- ◆ bond issue;
- ◆ pension commitments – actuarial assumptions;
- ◆ change in the financial situation of the KLM pension funds;
- ◆ comparative study of Air France/KLM costs.

The Remuneration Committee

Composition

Since July 8, 2010, the Remuneration Committee has comprised the following three members: Jean-Marc Espalioux (Chairman of the committee), Patricia Barbizet and Leo van Wijk. Pursuant to the recommendations of the AFEP-MEDEF Corporate Governance Code, during its meeting of March 7, 2012, the Board of Directors decided to replace Leo van Wijk, an executive director since October 17, 2011, with Jaap de Hoop Scheffer.

Missions

The Remuneration Committee is primarily responsible for formulating recommendations on the level of and changes to the remuneration of the executive directors. It may also be asked to comment on the compensation of the Group's senior executives, as well as on any stock subscription or purchase option plan policies.

Activity

The Remuneration Committee met once during the 2012 financial year (three meetings in 2011 over a nine-month financial year) and the attendance rate for members was 100%, as in 2011.

The Remuneration Committee submitted a number of proposals to the Board of Directors, which were subsequently adopted, relating to the modalities for the payment of directors' fees, and the principles and amounts of the fixed and variable compensation for the executive directors (See *Compensation of the Company Officers* section below). It was also informed of the policy regarding the compensation of the principal executives who are not executive officers of Air France-KLM, Air France and KLM.

The Appointments Committee

Composition

Since July 8, 2010, the Appointments Committee has comprised the following four members: Jean-François Dehecq (Chairman of the Committee), Patricia Barbizet, Jean-Marc Espalioux and Cornelis van Lede.

Missions

The Appointments Committee is responsible for proposing candidates to serve as members of the Board of Directors as well as to replace the executive directors, particularly in the event of unforeseen vacancies.

Activity

During the 2012 financial year, the Appointments Committee met once (eight times in 2011 over a nine-month financial year) with an attendance rate for members of 100%, as in 2011. The Appointments Committee notably convened to submit proposals to the Board of

Directors regarding the renewal of the mandates of three Board Directors (Leo van Wijk, Cornelis van Lede and Jean-François Dehecq) by the Shareholders' Meeting of May 31, 2012. The Committee took the view that, within a context of economic crisis and in view of the implementation of the Transform 2015 plan, the experience of the relevant Board directors was precious for the Group.

The Committee also recommended that the Board of Directors change the composition of the Remuneration Committee to come into line with the AFEP-MEDEF Corporate Governance Code, following the appointment of Mr van Wijk as Deputy Chief Executive Officer. The AFEP-MEDEF Code stipulates that the Remuneration Committee must not include executive directors of the company.

1.1.6 Compensation of the company officers

Compensation for Board directors

Board directors' fee modalities

Board directors receive fees whose maximum amount was set at €800,000 by the Shareholders' Meeting of June 24, 2004.

The modalities for the payment of Board directors' fees applied in respect of the 2012 financial year were those adopted by the Board of Directors during its meeting of June 27, 2007 following a recommendation from the Remuneration Committee and are as follows:

- ♦ €20,000 as fixed compensation;
- ♦ €20,000 as variable compensation based on Board of Directors and Shareholders' Meeting attendance;
- ♦ €7,000 of additional directors' fees for each non-resident director.

Committee members receive additional fees:

- ♦ for the Audit Committee, the Chairman and members receive, respectively, fees of €12,000 and €8,000;
- ♦ for the other Committees, the Chairman and members receive, respectively, €7,500 and €5,000.

In privatized companies, the representatives of the French State are entitled to directors' fees, which are paid directly to the French Treasury.

To contribute to the efforts required within the framework of the Transform 2015 recovery plan, the Board directors decided to waive half their directors' fees in respect of the 2012 financial year.

**Compensation paid to directors other than the executive directors**

The directors' fees and other compensation paid in respect of the 2012 and 2011 financial years were as follows. Note that, with the exception of Mr Hartman and Mr de Juniac, no non-executive directors received compensation other than directors' fees:

	Rate of participation in Board meetings and the Shareholders' Meeting (2012 Financial Year)	Amount of compensation paid (In €)	
		In respect of the 2012 Financial Year*	In respect of the 2011 Financial Year (9 months)
Maryse Aulagnon	100%	26,000	33,375
David Azéma ⁽¹⁾	100%	4,000 ⁽²⁾	N/A
Patricia Barbizet	90%	24,000	33,750
Frits Bolkestein ⁽³⁾	N/A	N/A	17,625
Jean-Dominique Comolli ⁽⁴⁾	100%	16,000 ⁽²⁾	30,000 ⁽²⁾
Jean-François Dehecq	100%	27,750	41,625
Jean-Marc Espalioux	90%	25,250	37,500
Claude Gressier	100%	24,000 ⁽²⁾	34,125 ⁽²⁾
Peter Hartman	100%	1,252,334	680,932
Directors' fees		23,500 ⁽⁵⁾	35,250 ⁽⁵⁾
Other compensation		1,228,834 ⁽⁶⁾	645,682
Jaap de Hoop Scheffer ⁽⁷⁾	100%	26,000	17,625
Philippe Josse ⁽⁸⁾	N/A	N/A	9,375 ⁽²⁾
Alexandre de Juniac ⁽⁹⁾	100%	735,000	N/A
Directors' fees		0	
Other compensation		735,000 ⁽¹⁰⁾	
Cornelis J.A. van Lede	80%	28,000	43,125
Christian Magne	100%	24,000	36,000
Bernard Pédamon	100%	24,000	36,000
Marie-Christine Saragosse ⁽¹¹⁾	60%	16,000 ⁽²⁾	13,125 ⁽²⁾
Total		2,252,334	1,064,182
Of which directors' fees		288,500	418,500
Of which other compensation		1,963,834	645,682

* To participate in the effort required within the framework of the Transform 2015 recovery plan, the Board directors decided to waive half their directors' fees in respect of the 2012 financial year.

(1) Director since October 1, 2012.

(2) Amount paid to the French Treasury.

(3) Director until July 7, 2011.

(4) Director until October 1, 2012.

(5) Amount paid to KLM.

(6) In his capacity as President and Chief Executive Officer of KLM, Mr Hartman received total compensation of €1,228,834 corresponding to a fixed portion of €731,449 and a variable portion of €497,385 in respect of the 2012 financial year.

(7) Director since July 7, 2011.

(8) Director until July 27, 2011.

(9) Director since January 11, 2012. He does not receive directors' fees.

(10) In his capacity as Chairman and Chief Executive Officer of Air France, the Board of Directors granted Mr de Juniac a fixed compensation of €600,000 and a variable portion of €270,000 in respect of the 2012 financial year. Mr de Juniac waived half of his variable compensation in respect of 2012 to contribute to the recovery efforts at Air France. He thus received total compensation of €735,000 in respect of the 2012 financial year.

(11) Director from July 27, 2011 until January 29, 2013.

Compensation of the executive directors

In line with the recommendations of the Remuneration Committee, for the period from October 17, 2011:

Chairman and Chief Executive Officer

The Board of Directors decided to grant the Chairman and Chief Executive Officer a fixed compensation, with no variable portion. Despite the reunification of the functions of Chairman and Chief Executive Officer, this compensation is identical to the compensation granted to Mr Spinetta in his capacity as Chairman of the Board of Directors until October 17, 2011.

Deputy Chief Executive Officer

The Board of Directors decided to grant the Deputy Chief Executive Officer a fixed compensation, with no variable portion.

The Board of Directors also decided that the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer would not receive directors' fees in addition to their compensation.

Furthermore, the latter receive no other form of compensation from Air France or KLM.

Compensation of Mr Spinetta

In his capacity as Chairman and Chief Executive Officer, Mr Spinetta receives annual compensation of €200,000 comprised exclusively of a fixed portion, unchanged since 2009.

No variable compensation or directors' fees are due in addition to this fixed annual compensation.

Summary of Mr Spinetta's compensation in respect of the 2012 financial year

In respect of the 2012 financial year, Mr Spinetta's total compensation thus amounted to €200,000.

Summary table of the compensation, options and shares granted to Jean-Cyril Spinetta

(In €)	2012 Financial Year	2011 Financial Year (9 months)*
Compensation due in respect of the financial year	200,000	150,000
Value of the options granted during the financial year	N/A	N/A
Value of the performance shares granted during the financial year	N/A	N/A
Total	200,000	150,000

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

Summary table of the gross compensation due to Jean-Cyril Spinetta

(In €)	Fixed compensation	Variable compensation	Exceptional compensation	Directors' fees	Benefits in kind	Total
Amounts due in respect of the 2012 financial year	200,000	0	0	0	0	200,000
Reminder of 2011 (9 months)*	150,000	0	0	0	0	150,000

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

In line with the recommendation of the *Autorité des Marchés Financiers* of December 22, 2008, the table below shows the amounts paid during the financial year.

Summary table of the gross compensation paid to Jean-Cyril Spinetta

(In €)	Fixed compensation	Variable compensation	Exceptional compensation	Directors' fees ⁽²⁾	Benefits in kind	Total
Amounts paid during the 2012 financial year	200,000	0	0	0	0	200,000
Reminder of 2011 (9 months)*	137,520 ⁽¹⁾	0	0	0	0	137,520⁽¹⁾

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

(1) Amount after the "Air France-KLM shares-for-salary exchange offering". In April 2005, Mr Spinetta subscribed for the "Air France-KLM shares-for-salary exchange offering", made by the French State to Air France employees on the sale of part of its shareholding. Given Mr Spinetta's subscription for 65,240 shares in the "Air France-KLM shares-for-salary exchange offering", the fixed compensation paid to Mr Spinetta during the 2011 financial year amounted to €137,520. Note that the deductions made from Mr Spinetta's compensation in respect of the "Air France-KLM shares-for-salary offering" terminated on April 30, 2011.

(2) Since January 1, 2009, Mr Spinetta has no longer received directors' fees.

**Compensation paid to Mr van Wijk**

At its meeting of January 11, 2012, the Board of Directors decided to set Mr van Wijk's annual compensation in his capacity as Deputy Chief Executive Officer at €150,000.

No variable portion or directors' fees are due in addition to this fixed compensation.

► Summary table of the compensation, options and shares granted to Leo van Wijk

(In €)	2012 Financial Year	2011 Financial Year (9 months) *
Compensation due in respect of the financial year	150,000	62,719 ⁽¹⁾
Value of the options granted during the financial year	N/A	N/A
Value of the performance shares granted during the financial year	N/A	N/A
Total	150,000	62,719 ⁽¹⁾

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

(1) Corresponding to the directors' fees (€31,469) due for the period between April 1 and October 17, 2011 and the fixed compensation (€31,250) due for the period between October 17, 2011 and December 31, 2011.

► Summary table of the gross compensation due to Leo van Wijk

(In €)	Fixed compensation	Variable compensation	Exceptional compensation	Directors' fees ⁽²⁾	Benefits in kind	Total
Amounts due in respect of the 2012 financial year	150,000	0	0	0	0	150,000
Reminder of 2011 (9 months) *	31,250 ⁽¹⁾	0	0	31,469	0	62,719

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

(1) Fixed compensation due for the period between October 17 and December 31, 2011, paid as of the decision of the Board of Directors on January 11, 2012.

(2) Since October 17, 2011, the date on which he was appointed an executive director, Mr van Wijk has no longer received directors' fees.

In line with the recommendation of the *Autorité des Marchés Financiers* of December 22, 2008, the following table shows the amounts paid during the financial year, the directors' fees being due in respect of the previous financial year.

► Summary table of the gross compensation paid to Leo van Wijk

(In €)	Fixed compensation	Variable compensation	Exceptional compensation	Directors' fees ⁽²⁾	Benefits in kind	Total
Amounts paid during the 2012 financial year	181,250 ⁽¹⁾	0	0	31,469	0	212,719
Reminder of 2011 (9 months) *	0	0	0	47,000	0	47,000

* Nine-month financial year following the change in opening and closing dates for the financial year decided by the Shareholders' Meeting of July 7, 2011.

(1) €31,250 paid in January 2012 in respect of the 2011 financial year and €150,000 paid in 2012 in respect of the 2012 financial year.

(2) Since October 17, 2011, the date on which he was appointed an executive director, Mr van Wijk has no longer received directors' fees.

Other commitments made in respect of the executive directors

As regards the *commitments of any nature made by the company to the benefit of its company officers* note that, in its deliberation of January 15, 2004, the Board of Directors decided to set up a separate collective pension scheme for Air France senior executives.

This pension scheme aims to guarantee these executives*, once they fulfil the specific conditions for eligibility (notably seven years' service with Air France), an annual pension benefit of between 35% and 40% of their average annual compensation during the last three years of their functions, with the amount capped, on any assumption, at 40% of average compensation during the last three years.

Mr Spinetta, who benefits from this additional collective pension scheme, opted to start receiving payments from his pension schemes as of January 1, 2009.

Mr van Wijk does not benefit from this additional collective pension scheme. Note that Mr van Wijk opted to start receiving payments from his pension schemes as of January 1, 2009.

There are no non-compete indemnities or specific severance packages provided in the event of the departure of the Chairman and Chief Executive Officer or the Deputy Chief Executive Officer.

► Summary table of the situation of the executive directors in function at December 31, 2012

Executive directors	Employment contract		Additional pension scheme (<i>See above</i>)		Indemnities or benefits due or potentially due on a cessation or a change in function		Indemnities relating to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Jean-Cyril Spinetta		X	X			X		X
Leo van Wijk		X		X		X		X

Loans and guarantees granted to company officers

None.

* For indicative purposes, some 30 eligible executives at December 31, 2012.

**Stock subscription or purchase options granted to the company officers of Air France-KLM**

Air France-KLM has not established a stock subscription or purchase option scheme to the benefit of its company officers.

Stock subscription or purchase option schemes granted to the company officers of Air France-KLM and employees of the Air France-KLM group by the subsidiaries*

	KLM ⁽¹⁾
Date of authorization	May 17, 2005 ⁽²⁾
Date of granting	July 27, 2007
Total number of options granted	428,850
<i>Of which to Mr Hartman</i>	25,000
<i>Of which to Mr van Wijk</i>	25,000
Available for exercise from	July 27, 2010
Expiration date	July 25, 2012
Exercise price per share	€34.21
Number of shares purchased at December 31, 2012	0
<i>Of which purchased by Mr Hartman</i>	0
<i>Of which purchased by Mr van Wijk</i>	0
Number of share options cancelled or lapsing on December 31, 2012	428,850
Outstanding stock options at December 31, 2012	0
<i>Of which remaining to be exercised by Mr Hartman</i>	0
<i>Of which remaining to be exercised by Mr van Wijk</i>	0

* The company Air France-KLM has not established a stock subscription or purchase option scheme for its employees and/or company officers.

(1) KLM plans for its senior executives and company officers.

(2) The vesting conditions of the options granted by KLM in 2007 provide for the vesting of one third of the options on the grant date, a second third at the end of the first year following the grant date, with the final third at the end of the second year. The vesting of these options is conditional on the achievement of pre-determined performance criteria which are not market dependent.

Information on stock subscription or purchase option schemes granted to the employees of the Air France-KLM group and exercised by them during the financial year

None.

Since the 2008-09 financial year, KLM has awarded Share Appreciation Rights or SARs, which are share-based plans paid for in cash. Since 2008, this scheme has replaced the option plans (note that no options were exercised during the 2012 financial year). 146,004 SARs, 144,235 SARs, 145,450 SARs, 136,569 SARs and 153,080 SARs

were, respectively, granted by KLM on April 1, 2012, July 1, 2011, July 1, 2010, July 1, 2009 and July 1, 2008 (See also note 29.3 to the consolidated financial statements).

Performance shares granted to the company officers of Air France-KLM

Air France-KLM and its subsidiaries have not established a performance shares scheme to the benefit of the Air France-KLM company officers.

Summary of operations in the shares of Air France-KLM realized during the financial year (art. 223-26 of the General Regulation of the *Autorité des Marchés Financiers*)

Relevant individual	Operation date	Nature of the operation	Unit price (In €)	Operation amount (In €)	Type of financial instrument	Market for the operation
Alexandre de Juniac Board director	March 30, 2012	Acquisition	4.299	8,598.40	Shares	Euronext Paris
Peter Hartman Board director	May 10, 2012	Acquisition	3.525	35,537.09	Shares	Euronext Paris



Composition of the Board of Directors at March 31, 2013

In view of the changes taking place since the end of the financial year, the composition of the Board of Directors at March 31, 2013 was as follows:

Board director (Age at March 31, 2013)	Functions within the Board of Directors	Date first appointed to the Group	Date appointed to the Air France-KLM Board	Date of expiry of mandate	Principal current position
Jean-Cyril Spinetta (69 years)	Chairman of the Board of Directors and Chief Executive Officer	September 23, 1997	September 15, 2004	2014 AGM	Chairman of the Board of Directors and Chief Executive Officer of Air France-KLM
Leo van Wijk (66 years)	Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer	June 24, 2004	September 15, 2004	2016 AGM	Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer of Air France-KLM
Maryse Aulagnon (63 years)	Independent director Chair of the Audit Committee	July 8, 2010	July 8, 2010	2013 AGM	Chair and Chief Executive Officer of Affine
Patricia Barbizet (57 years)	Independent director Member of the Appointments and Remuneration Committees	January 3, 2003	September 15, 2004	2014 AGM	Chief Executive Officer and Director of Artémis
Régine Bréhier ⁽¹⁾ (52 years)	Director representing the French State	March 22, 2013	March 22, 2013	March 2017	Director of Maritime Affairs at the Ministry of Ecology, Sustainable Development and Energy
Jean-Dominique Comolli ⁽²⁾ (64 years)	Director representing the French State	December 14, 2010	December 14, 2010	January 2017	Honorary Civil Administrator
Jean-François Dehecq (73 years)	Independent director Chairman of the Appointments Committee and member of the Audit Committee	January 25, 1995	September 15, 2004	2016 AGM	Honorary Chairman of Sanofi-Aventis
Jean-Marc Espalioux (61 years)	Independent director Chairman of the Remuneration Committee and member of the Appointments Committee	September 14, 2001	September 15, 2004	2013 AGM	Partner and Executive Chairman of Montefiore Investment
Peter Hartman (63 years)	Director	July 8, 2010	July 8, 2010	2013 AGM	President and Chief Executive Officer of KLM
Jaap de Hoop Scheffer (64 years)	Independent director Member of the Remuneration Committee	July 7, 2011	July 7, 2011	2015 AGM	Kooijmanschair for Peace, Justice and Security, Leiden University (Netherlands)
Alexandre de Juniac (50 years)	Director	November 16, 2011	January 11, 2012	2015 AGM	Chairman and Chief Executive Officer of Air France
Cornelis van Lede (70 years)	Independent director Member of the Audit and Appointments Committees	June 24, 2004	September 15, 2004	2016 AGM	Chairman of the Heineken Supervisory Board
Solenne Lepage ⁽³⁾ (41 years)	Director representing the French State	March 21, 2013	March 21, 2013	March 2017	Deputy Director, Transport and Audiovisual, Agency for State Shareholdings
Christian Magne (60 years)	Director representing the employee shareholders Member of the Audit Committee	September 14, 2001	September 15, 2004	2014 AGM	Finance Executive
Bernard Pédamon (51 years)	Director representing the employee shareholders Member of the Audit Committee	July 8, 2010	July 8, 2010	2014 AGM	Boeing 777 Flight Captain

(1) Appointed by ministerial order on March 22, 2013.

(2) Appointed by ministerial orders dated December 14, 2010 and January 30, 2013 (mandate interrupted between October 1, 2012 and January 29, 2013 inclusive).

(3) Appointed by ministerial order on March 21, 2013.



1.2 The CEO Committee

The CEO Committee, established during 2012, comprises the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer of Air France-KLM, together with the Chairman and Chief Executive Officer of Air France and the President and Chief Executive Officer of KLM. It meets, in particular, within the framework of the preparation for meetings of the Group Executive Committee.

The CEO Committee is also planning the new integration phase for the Air France-KLM group by defining functions and responsibilities, and by appointing the individuals who will fulfill the functions at the level of the holding company as of July 2013.

1.3 The Group Executive Committee

Until December 31, 2012, the Group Executive Committee (GEC) comprised 15 members who fulfilled responsibilities at the level of the Air France-KLM group while retaining their functions within each entity. The Committee meets every two weeks, alternating between Amsterdam and Paris, to determine the Group's main orientations within the framework of the strategy approved by the Board of Directors.

The members of the Group Executive Committee are remunerated by the company to which they belong. In 2012, the total remuneration

(fixed and variable) paid to the Group Executive Committee amounted to €4.1 million (€4.7 million at December 31, 2011). This remuneration does not include the remuneration paid to members of the CEO Committee (See also pages 24, 25 and 26).

The new organization of the passenger activity within Air France together with the ongoing organization of the functions at the level of the holding company led to a number of changes within the Group Executive Committee which, since January 1, 2013, has comprised 17 members.

Group Executive Committee at December 31, 2012

Members	Age at December 31, 2012	Relevant professional experience	
		Sector	Experience
Jean-Cyril Spinetta Chairman of the Board of Directors and Chief Executive Officer of Air France-KLM	69 years	Public Service Air Transport (Air Inter and Air France)	20 years 20 years
Leo van Wijk Deputy Chief Executive Officer of Air France-KLM	66 years	Air Transport (KLM and SkyTeam)	42 years
Peter Hartman President and Chief Executive Officer of KLM	63 years	Air Transport (KLM)	40 years
Alexandre de Juniac Chairman and Chief Executive Officer of Air France	50 years	Public Service Industry (Thomson, Sextant, Thalès) Air Transport	9 years 14 years 1 year
Philippe Calavia Executive Vice President, Finance, Air France-KLM	64 years	Banking Air Transport (Air France)	7 years 14 years
Alain Bassil Executive Vice-President, Engineering and Maintenance, Air France-KLM and Chief Operating Officer, Air France	58 years	Air Transport (Air France)	33 years
Christian Boireau Executive Vice President, French Sales, Air France	62 years	Public Service Air Transport (Air Inter and Air France)	6 years 32 years
Pieter Elbers Managing Director and Chief Operating Officer of KLM, a member of the GEC since May 23, 2012	42 years	Air Transport (KLM)	20 years
Camiel Eurlings Executive Vice President, Air France-KLM Cargo and Managing Director of KLM	39 years	Public Service KLM	16 years 2 years
Frédéric Gagey Executive Vice President, Fleet Management, Air France-KLM and Chief Financial Officer of Air France since March 12, 2012	56 years	Air Transport (Air Inter, Air France and KLM)	19 years
Wim Kooijman Executive Vice President, Management Development, Air France-KLM	62 years	Industry Air Transport (KLM)	25 years 15 years
Jean-Christophe Lalanne ⁽¹⁾ Executive Vice President, Information Systems, Air France-KLM and Air France, member of the GEC since October 1, 2012	51 years	Industry, IT Services Air Transport (Air France)	20 years 8 years
Bertrand Lebel Secretary to the Executive Committee, in charge of Corporate Strategy, Air France-KLM	59 years	Consultant Air Transport (Air France)	16 years 15 years
Bruno Matheu Executive Vice President, Marketing, Revenue Management and Network, Air France-KLM and Chief Commercial Officer, Air France	49 years	Air Transport (UTA and Air France)	27 years
Erik Varwijk Executive Vice President, International Sales and The Netherlands, Air France-KLM and Managing Director of KLM	51 years	Air Transport (KLM)	24 years

(1) Jean-Christophe Lalanne replaced Edouard Odier on October 1, 2012.



Group Executive Committee at January 1, 2013

Members	Age at December 31, 2012	Relevant professional experience	
		Sector	Experience
Jean-Cyril Spinetta Chairman of the Board of Directors and Chief Executive Officer of Air France-KLM	69 years	Public Service, Air Transport (Air Inter and Air France)	20 years 20 years
Leo van Wijk Deputy Chief Executive Officer of Air France-KLM	66 years	Air Transport (KLM and SkyTeam)	42 years
Peter Hartman President and Chief Executive Officer of KLM	63 years	Air Transport (KLM)	40 years
Alexandre de Juniac Chairman and Chief Executive Officer of Air France	50 years	Public Service Industry (Thomson, Sextant, Thalès) Air Transport	9 years 14 years 1 year
Philippe Calavia Executive Vice President, Finance, Air France-KLM	64 years	Banking Air Transport (Air France)	7 years 14 years
Patrick Alexandre Executive Vice President, International Sales and the Netherlands, Air France-KLM	58 years	Air Transport (Air France)	31 years
Alain Bassil Chief Operating Officer, Air France	58 years	Air Transport (Air France)	33 years
Christian Boireau Executive Vice President, French Sales, Air France-KLM	62 years	Public Service Air Transport (Air Inter and Air France)	6 years 32 years
Pieter Bootsma Executive Vice President, Marketing, Revenue Management and Network, Air France-KLM	43 years	Air Transport (KLM)	17 years
Pieter Elbers Managing Director and Chief Operating Officer of KLM	42 years	Air Transport (KLM)	20 years
Camiel Eurlings Executive Vice President, Air France-KLM Cargo and Managing Director of KLM	39 years	Public Service KLM	16 years 2 years
Frédéric Gagey Executive Vice President, Fleet Management and Purchasing, Air France-KLM and Chief Financial Officer of Air France	56 years	Air Transport (Air Inter, Air France and KLM)	19 years
Wim Kooijman Executive Vice President, Management Development, Air France-KLM	62 years	Industry Air Transport (KLM)	25 years 15 years
Jean-Christophe Lalanne Executive Vice President, Information Systems, Air France-KLM	51 years	Industry, IT Services Air Transport (Air France)	20 years 8 years
Bertrand Lebel Secretary to the Group Executive Committee, in charge of Corporate Strategy, Air France-KLM	59 years	Consultant Air Transport (Air France)	16 years 15 years
Franck Ternier Executive Vice President, Strategy and Commercial Engineering & Maintenance, Air France-KLM	52 years	Air Transport (Air France)	24 years
Erik Varwijk Managing Director of KLM	51 years	Air Transport (KLM)	24 years

2

Activity

Group profile

In its three businesses of passenger transportation, cargo transportation and aeronautics maintenance, Air France-KLM is a leading global player.

77.4
million passengers

1.4
million tons of cargo

573
aircraft in operation

253
destinations

105
countries

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2.1 Market and environment

In the space of a century, civil aviation has transformed the way in which we live and work by acting as a catalyst for job creation and economic development. Via 35,000 routes, the air transport industry generates, directly and indirectly, 57 million jobs and US\$2.2 trillion of economic activity. In 2013, some 3.1 billion passengers are expected to be carried, demonstrating that the need for human contact for professional and personal reasons remains intact (*source* 1*). Reciprocally, the health of the air transport industry is intimately linked to that of the global economy, and to geopolitical and geophysical events.

While the value of business travel has been proven and remains a means of development, the economic slowdown in 2012 which is expected to persist in 2013 has led businesses to adopt a resolute wait-and-see attitude. Whatever the industry, travel budgets have been curtailed and the growth in European activity has slowed. In terms of individual travel, the crisis and the rise in unemployment in most European countries has significantly held back migration activity and traffic linked to family-related travel and tourism. The decline in purchasing power available for leisure and the political situation in countries which have traditionally been tourist destinations (the Maghreb countries, Egypt) has also changed consumer behavior with the latter preferring to holiday in more stable countries, particularly in Europe.

In air transportation, the competition is more intense in Europe than elsewhere in the world. For the moment, long-haul activity is still subject to restrictions in terms of traffic rights but nevertheless remains very fragmented. In the medium-haul business, the growth of the low cost carriers in the last ten years has revolutionized the leisure

industry both in terms of how travel is organized – development of an *à la carte* service to the detriment of tour operator packages – and the choice of destinations. Currently, they are honing their commercial offers to achieve greater penetration of the business travel segment. They are also offering individual seat allocation, serving airports close to city centres and developing fares tailored to business customers. Furthermore, the airlines are increasingly under pressure from other participants in the economic chain and now face a multitude of players all of whom are competing for the value added: retailers, the major travel agency networks, booking systems, online agencies, airlines, airports and Google, soon to be followed by other leading web-based players.

Furthermore, since it operates in the public domain, the air transportation industry is subject to monopolies, regulations and obligations imposed by States: airport monopolies, safety and security measures, various taxes, participation in the European Union Emission Trading System, etc.

In conclusion, air transportation is a highly-cyclical, low-margin industry which is extremely competitive but which generates growth and development by connecting people and goods. The structural growth of some 4% to 5% annually, a trend that has been confirmed over the past thirty years, should be maintained with IATA forecasts pointing to an annual 3.6 billion travellers for the 2012-16 period (*source 1*). Within this context, governments need to take action to reduce the excessive costs to which the airlines are subject (taxes, infrastructures, regulations, etc.), and improve the capacity and efficiency of airports and air navigation services.

2.1.1 The economic environment

► Real GDP growth rate

	2010	2011	2012
World	4.0	2.8	2.3
European Union	2.0	1.6	-0.2
♦ Of which France	1.6	1.7	0.0
NAFTA (North American Free Trade Agreement)	2.6	2.0	2.3
Asia-Pacific	7.3	4.6	4.8
♦ Of which China	10.5	9.3	7.7
Middle East	5.9	5.0	3.3
Africa (North and sub-Saharan)	4.7	1.1	5.0

Source: *Global Insight, January 15, 2013.*

* Sources 1 to 27, page 41

2012: a year of low global growth at 2.3%

Economic and geopolitical context

The euro crisis reached its height although the much-feared implosion of the Euro-zone did not in the end materialize thanks to the strengthening in governance and decisive intervention from the European Central Bank in support of the banking system and the financing needs of heavily-indebted countries. On the other hand, the implementation of an austerity policy in Europe led to an economic recession which gradually had a much greater-than-expected impact on the European Union as a whole: -0.2% in 2012 after +1.6% in 2011 (*source 2*).

Unlike Europe, the United States opted to support growth, which accelerated to +2.3% in 2012 (+1.8% in 2011), prioritizing a reduction in unemployment to the detriment of the public debt (*source 2*). This policy prompted a period of significant uncertainty at the year end as the "Fiscal Cliff" deadline loomed. The threat of recession was averted following a last-minute conservative fiscal agreement between the Republicans and Democrats. However, the problem of the US public debt has only been partially resolved in the absence of agreement on the lifting of the debt ceiling and the conditions for reducing budgetary expenditure.

Japan's economic performance was disappointing with growth of only 2% in 2012 (-0.5% in 2011); a stronger recovery had been expected driven by the post-tsunami reconstruction programs but the deterioration in trading relations with China following a territorial conflict plunged Japan into recession during the second half (*source 2*).

The emerging countries also saw an economic slowdown although to different extents: Brazil virtually stagnated with growth of 1.0% in 2012 (+2.7% in 2011); the slowdown in China was confirmed while maintaining a high level of growth at 7.7% in 2012 (+9.3% in 2011); while India posted growth of 5.1% in 2012 (+6.9% in 2011) (*source 2*).

The consequences for air transportation

The annual number of passengers increased by 5.0% relative to 2011 at global level driving an 8.5% increase in revenues. The air transport industry as a whole should generate a positive net result of US\$6.7 billion in 2012, down by around 30% compared with 2011 (US\$8.8 billion in 2011) and an operating margin of 2.1%, down by 0.8 of a point on the 2011 level (+2.9%) (*sources 3 and 4*).

International traffic increased by 6.0% in 2012 (+6.9% in 2011) for capacity growth of 4.1% (+8.2% in 2011). The international load factor gained 1.6 points relative to 2011 to stand at 78.5% (*sources 5 and 6*). The strongest increase in international traffic came from the Middle Eastern airlines (+15.4%), followed by the Latin American carriers (+8.8%). The African airlines posted growth well above the 2011 level (+7.5% compared with +2.3%) (*sources 5 and 6*). This outcome makes Africa the third international market in the 2012 growth chapter, mainly due to the performance of the North African airlines. Europe saw modest growth in international traffic over the year (+5.5% in 2012 versus +9.5% in 2011) and Asia/Pacific was the last but one region in terms of traffic growth (+4.9%). Despite a satisfactory performance from the Canadian carriers, North America recorded the lowest growth rate of all the international markets. In terms of volume, however, this growth was considerable (*sources 3 and 6*).

In Europe, the AEA member airlines saw modest passenger traffic growth (excluding domestic flights) (+2.4% versus +7.1% in 2011). With capacity having increased by just 2.0% (+8.9% in 2011), the load factor gained 1.7 points to 79.1%. They carried 370 million passengers, or 8.7 million more than in 2011 (*sources 7 and 8*). One of the strongest growth rates was seen on the Europe/North African axis which returned to its traffic level of prior to the 2011 turmoil. The emerging Latin American and Asian economies also acted as growth drivers, enabling a significant increase in traffic to these countries. By comparison, intra-European traffic saw a small increase (+1.5%). These encouraging results were, however, not reflected in the financial performance of the airlines which posted a deterioration in their profitability (a €1.3 milliard operating loss versus a profit of €1.5 billion in 2011) explained, amongst other things, by a steep increase in costs, increasingly onerous regulations and competitive distortions generated by these regulations (*sources 7, 8 and 9*).

The Premium customer segment (Business and *La Première* traffic) has been the most affected by the various crises. In long-haul on departure from Europe, the trend in premium traffic measured in RPK (revenue passenger-kilometers) has been stable since the summer of 2011 but, in terms of passenger numbers, has regained its level of prior to the 2008 crisis. In terms of market share, 2012 premium traffic remained one point down on its 2008 level at 13.5%. Between January and October 2012, premium traffic between Europe and the rest of the world increased by 2% relative to the same period in 2011. On the Europe-Asia and Europe-South America axes, it increased by a respective 4% and 3% relative to its levels of 2011. On the Europe-North Atlantic axis, traffic was stable (*source 10*).

2013: stabilization in global growth at 2.2%

Economic and geopolitical context

The recovery in the real estate market, the development of energy independence and a continued accommodative monetary policy linked to a significant reduction in unemployment should all support the outlook for US growth which is forecast at 1.7% in 2013 (*source 2*).

In Europe, no growth is expected given the ongoing austerity programs. The positive effects of structural reforms will not come through until 2014 when growth is expected to return. The quasi-zero growth for the European Union (+0.1% in 2013) hides a more contrasted underlying picture with the Southern European countries expected to see a weaker recession than in 2012 while the Northern European countries are likely to post slower growth (*source 2*).

The weakness of exports and domestic demand will continue to have a major impact on growth in Japan. Despite intervention from the Bank of Japan, growth should be zero in 2013 relative to 2012. This absence of growth in 2013 masks a positive dynamic during 2012 (*source 2*).

Chinese growth should be maintained at around 8.0%, underpinned by the dynamism of external demand from Asia and the United States, and the return to an accommodative monetary policy to support consumption and investment within an environment of inflation under control (*source 2*).

India should also pursue its growth at a rate of 5.8% in 2013 (*source 2*).



Activity

Market and environment

Oil price

In the past few years, fuel has become the main cost item for airlines, representing 14% of costs in 2003 before rising to 33% in 2012 (source 4).

In 2012, all the factors combined to drive the oil price higher: renewed tensions in the Middle East and, in particular, the European Union embargo against Iranian crude, monetary expansion from the central banks and the gradual increase in risk appetite. The increase in oil

prices nonetheless remained moderate given, notably, the progressive decline in US imports, no major crisis in Iran and the Chinese slowdown in early 2012.

In 2013, the gradual increase in non-OPEC production (particularly in the United States, Canada, Brazil and Kazakhstan) is likely to introduce more volatility even if the long-term trend remains upwards.

► Trend in the oil price

Brent London <i>(US\$ per barrel)</i>	2012	2011	2010	2009
Average price	111.64	110.67	80.42	62.72
High	128.40	126.99	95.20	80.26
Low	88.49	92.37	67.87	39.35

Source: MarketMap.

Currency volatility

Currency volatility is also an issue for the airlines and particularly for the European carriers which have a high proportion of their costs linked to the US dollar while their revenues are sensitive to all currencies. Any depreciation in the euro relative to all currencies makes them more competitive at commercial level. On the other hand, a fall in the

euro relative to the dollar alone has a negative impact on costs. Any appreciation in the euro relative to all currencies or only the dollar has the inverse effects. The hedging strategies put in place by the airlines aim to reduce the effects of currency volatility.

► Trend in currency exchange rates

For €1	2012	2011	2010	2009
USD	1.2842	1.3917	1.3261	1.3949
GBP	0.8105	0.8678	0.8580	0.8909
Yen	102.43	110.93	116.35	130.33
CHF	1.2053	1.2326	1.3810	1.5101

Source: MarketMap.

2.1.2 The industry context

Capacity forecasts for 2013: discipline to the fore

For the first half of 2013, capacity growth in long-haul on departure from Europe is forecast at around 2% relative to the corresponding period in 2012. While this trend is liable to change, it is relatively modest and confirms the discipline in terms of capacity.

The forecasts by route are as follows:

- ◆ Europe-Middle East: +11% under the influence of the Gulf State carriers;
- ◆ Europe-Asia: +0.7%;
- ◆ Europe-Latin America: +2.7%;
- ◆ Europe-North America: +1.0%;
- ◆ Europe-sub-Saharan Africa-Europe: -1.2%.

On intra-Europe, the capacity of the legacy carriers looks to be stable (-0.1%) relative to last year although this network is probably the most sensitive to late capacity additions (*source 26*). Furthermore, the low cost airlines are also seeing a more modest growth rate relative to previous years.

The French domestic market is dominated by the TGV which enjoyed a market share of 82% in 2011. New sections of the high-speed rail network will be extended but the next notable developments will only take place as of 2016 with the extension of the LGV Est to Strasbourg and of the Le Mans rail line through to Rennes. In 2017, the Tour-Bordeaux and Nîmes-Montpellier rail lines will come into service.

In Southern Europe, the financial crisis has delayed the scheduled extensions in high-speed rail lines: in Spain, while the first trains will run from Perpignan to Barcelona as of April 2013, on the Atlantic coast the Valladolid-Irun connection will not be built before 2018; in Italy, the coming into service of the Milan-Venice line will only be completed as of 2019.

Ever-stricter European and International regulations

(See also Section 6 – Legislative and regulatory environment for the air transport industry, page 285)

Whether new or simply subject to stricter enforcement, the European and international regulations are increasingly onerous for the air transport industry leading, for some carriers, to serious distortions in terms of competition.

A two-speed policy on climate preservation

Climate preservation is a key priority for the air transport industry. It is the first industry to have set itself a target for reducing CO₂ emissions. On January 1, 2012, as part of the fight against global warming, Europe implemented a Directive imposing the European Emission Trading System on all airlines operating in the European Economic Space, prompting robust opposition from some countries (China, United States, Russia, India, etc.). As a result, ahead of an eventual agreement on sector regulation at the level of the ICAO, in

November 2012 the European Commission announced a one-year postponement in the application of this quota trading system to non-European flights (See also Section 3 – Risks and risk management, page 73).

Consumer protection rights continue to be reinforced

The regulatory trend is increasingly towards the reinforcement of consumer rights in both Europe and the United States. In October 2012, the European Court of Justice confirmed that compensation for passengers whose flights have been delayed for three hours or more would be assimilated with denied boarding (European Court of Justice ruling of October 23, 2012, case C-581/10). Generally speaking, the European Court of Justice was very favorable to consumers in its interpretation of ruling 261/2004 relating to compensation and the care of passengers in the event of disembarkation and flight cancellation or delay. A strike thus no longer systematically qualifies as an exceptional circumstance. Furthermore, the commercial regulations tend to be differentiated, with individual countries adopting different versions. For example, since last summer, a passenger denied boarding on a flight from the United States to Israel via a connection in Europe can request different levels of compensation in respect of the US, European and Israeli regulations. Similarly, since December 2012, the Philippines government has banned denied boarding leaving no alternative other than to cancel the flight. These multiple cases of jurisprudence have significant financial repercussions for the European airlines in particular. As a result, a revision of the Regulation is currently being studied and the European Commission is expected to propose a revised draft during the first quarter of 2013.

Since January 1, 2012, in the United States, any ticket purchased at least one week prior to the departure of the flight has been reimbursable at no cost for a period of 24 hours following purchase. The D.O.T has also extended the application of the national rules to non-US airlines operating in the United States; four hours is now the maximum tarmac delay on delayed international flights, financial compensation in the event of denied boarding has been increased and all the taxes and fees applying to the ticket must be shown on the airline's website (baggage fees, meals, cancellation or change in reservation, upgrading, etc.).

The regulations regarding flight slots are under review

At the end of 2011, the European Commission presented a proposed change to the regulation governing the allocation of take-off and landing slots, the quality of airport services and the limitation of noise disturbance from airports. In terms of the allocation of flight slots, the Commission proposed to restrict "grandfather rights" to historic airport slots and to formalize the sale of slots between airlines. In 2012, the European Parliament approved only the principle of the implementation of a slot trading market between States. At global level a number of marginal initiatives are emerging. The Indian government envisages organizing auctions to allocate the available slots during peak hours at saturated airports. Were these texts to be adopted in their current form, the airlines might have to pay for a resource that has hitherto been free, again risking a significant increase in their costs and a constraint on their competitiveness.



Activity

Market and environment

Slow progress on the Single European Sky

A cross-border organization for air space management by air traffic control is currently being established. In 2004, the European Union adopted the principle of a Single European Sky but its implementation remains very slow. The international treaty of December 2010 establishing the FABEC (Functional Airspace Block Europe Central), regrouping the Benelux, German and French air spaces, was nonetheless ratified in December 2012. This block enables the air regulation zones of each center to be defined according to traffic and no longer based on national borders.

Since 2012, the air traffic control authorities have been required to reach a series of performance targets based on punctuality, and flight and cost efficiencies. Unfortunately, due to traffic weakness, the regulatory targets on cost efficiencies were not reached. However, note the encouraging operational results from French air traffic control with only a 0.30-minute average delay per flight excluding strikes and 0.45 minutes including strikes compared with a target of 0.50 minutes (aircraft ground delay). The average delay per flight is the sum of all the delays divided by the number of flights.

Onerous safety measures

Since September 11, 2001, safety measures have been significantly stepped up to the point that the multiples checks are now very inconvenient for passengers. Airlines and airports are engaged in cooperation at international level to reconcile the need for safety measures with customer satisfaction and reasonable costs. To this end, in June, Europe and the United States reached a mutual recognition agreement for their respective safety procedures on air freight, eradicating the need for dual checks. At the passenger handling level, progress is slower: following negative detection trials, in July 2012 the European Commission decided to prolong the ban on liquids in hand baggage beyond April 1, 2013. There is, however, some progress expected in 2013. Starting from April 1, 2013, the French government will increase the airport tax discount applying to transfer passengers coming from a Schengen country from 10% to 40% if the airport is equipped with dedicated connecting channels as is the case for passengers arriving at terminal 2F in CDG.

Customers increasingly well-informed, pragmatic and demanding

While safety remains a major factor in customer decision-making, it is not the only criterion. Customer behaviour has undergone a profound transformation in recent years and the airlines have to adapt to these new requirements or risk losing their customers for whom the image and quality of the product have become more important than national preference.

Customers are increasingly better informed and sensitive to the value of the service offered. They are more cost conscious with value for money assuming a primordial role in their purchasing. The need for a personalized service is growing, whatever the class of travel. To meet their requirements, customers are increasingly comparing airline offers, with e-purchasers visiting an average of

22 websites prior to booking their trips (*source 1*). Customers are more demanding and pragmatic and are increasingly looking to package their own travel to be free to determine the balance between price, time, convenience, level of comfort and status.

The customer relationship is evolving beyond the notion of time and space. The online share of bookings continues to grow and, in terms of e-commerce, travel now ranks number one thanks to ticket sales. Smartphones, with which passengers are increasingly at ease, are replacing other booking channels.

Customers permanently connected to the internet expect rapid responses and tend to communicate more and more *via* social media such as Facebook, Blogs, Twitter and tripadvisor. The individual is occupying an increasingly important place in an environment which is globalizing.

2.1.3 Competition

The European airlines

The major European airlines are continuing their in-depth restructuring.

As with the second-line airlines, the European majors are extending their existing cost-saving and profitability improvement programs. In some cases the targets have even been revised upwards (*Turbine* at Air Berlin in addition to its *Shape & Size* program which plans €400 million of cost savings by 2014; Iberia's restructuring plan aimed at a €600 million uplift in profitability by 2015; the *4 Excellence Next Generation* program at SAS targeting cost savings of €1 billion between September 2011 and the end of 2014). For its part, Lufthansa is continuing to implement its *SCORE* program which looks for a €1.5 billion improvement in profitability by 2015. These restructuring programs are generally accompanied by redundancy plans: some 3,000 jobs to go at Lufthansa and 1,000 at LSG Sky Chef; reduction in 900 jobs at Air Berlin; 4,500 job losses at Iberia; 6,000 job losses for SAS Group of which 1,000 at subsidiary Scandinavian Airlines in addition to an average salary reduction of 15%; 5,000 jobs at Air France, etc. At Iberia, in addition to a 25% reduction in headcount, the restructuring plan also foresees a 33% cut in payroll expenses and a reduction in the fleet involving five fewer long-haul and 25 fewer medium-haul aircraft relative to 2012.

The European airlines are adapting their short and medium-haul business models. Within Lufthansa Group, as of 2013, all the European flights of Lufthansa Passenger Airlines not serving Frankfurt and Munich are now operated by its low cost Germanwings subsidiary. For its part, in July 2012, Austrian Airlines transferred its operational activities to its Tyrolean Airways subsidiary. In April 2012, Iberia launched the Iberia Express brand in short and medium-haul. In addition, IAG is now looking to acquire the remaining 54% in Vueling (46% owned by Iberia) to integrate it as an independent entity within IAG. Finnair is looking for a partner to sub-contract its European flights and concentrate on its long-haul activity. In January 2013, Air France launched the restructuring of its medium-haul activity driven by an improvement in

the productivity of flight crew and ground staff, enabling a reduction in the fleet, a review of the network and a new commercial offer. In parallel, the French subsidiaries have been integrated into a new regional division.

The two European low cost airlines continue to develop their model. easyJet reported an increase in its financial results and is highlighting the success of its model. The latter is maintaining its strategy of a targeted offer directed at both business and leisure customers. For the business segment (18% of its client base in 2011 and 6% growth in the number of business passengers in 2012), easyJet has recently extended seat allocation to the whole of its network. In 2011, the company also launched its *easyJet lean* cost-cutting program (*source 1*). For its part, Ryanair is maintaining a high degree of seasonality in its flight schedule reflected in 80 aircraft grounded during the Winter season accompanied by an increase in the proportion of temporary staff (56% in IATA 2011 versus 40% in IATA 2008).

United States

With the exception of American Airlines and benefiting from restructuring and/or consolidation, the major US airlines (Delta, United-Continental, US Airways, Southwest, Alaska Airlines) are reporting good financial results: a total of US\$3.5 billion in net income for 2012 (*source 2*). Perpetuating this consolidation trend, Delta has recently purchased Singapore Airlines' 49% stake in Virgin Atlantic and acquired a 4% shareholding in Aeromexico (*source 2*).

In 2012, Delta purchased an oil refinery for US\$150 million to be able to source its fuel needs internally, thereby securing the supply for its network in the North East of the United States. Delta estimates the saving generated by this acquisition at an annual US\$300 million, or 10% of its fuel bill for 2012 (*source 3*).

American Airlines has been under Chapter 11 protection since November 2011 with a potential exit in April 2013. It is gradually implementing its restructuring plan aimed at an annual US\$2 billion of cost savings and increasing revenues by some US\$1 billion a year. It is also studying plans for a potential merger with US Airways.

Asia is experiencing a complete transformation

In South East Asia, the market is still very buoyant, driven by both the growth of the low cost carriers which represent 50% of the seat capacity and the creation of new airlines. Five airlines were launched in 2012: AirAsia Philippines; Scoot, the low cost long-haul subsidiary of Singapore Airlines; Mandala in Indonesia; and Thai Smile and Lao Central Airlines (*source 4*). The Asian airlines are backed by the economic growth in the region and the strong demand for intra-Asian travel. However, although the trend remains positive overall for the coming months, growth is expected to slow since a number of markets are gradually reaching maturity. Growth should be driven by activity in Indonesia, Thailand, Malaysia, Singapore and the Philippines. Vietnam and Burma have been identified as markets of the future.

Within this context, Air Asia is pursuing its pan-Asian brand strategy: present in 18 ASEAN countries, it had a total of some 18 million

passengers in 2011 (*source 5 and 6*). Its current order book including, for example, 260 Airbus A320 Neos and 50 options in the most recent order placed in December 2012, should help support strong growth in Asia for the next few years (*source 7*). To counter this rapid growth, the legacy carriers like Malaysian Airlines and All Nippon Airways have opted to enter alliances with Air Asia or with its competitor JetStar. Some airlines, like Singapore Airlines and Qantas, are launching their own brands known, respectively, as Scoot and RedQ.

The four Chinese carriers (Air China, China Southern, China Eastern and Hainan Airlines) remain mostly focused on domestic traffic which contributes some 90% of their passenger traffic (*source 8*). They now have ambitions to increase their market share of international traffic and are gradually developing their business particularly through partnerships and joint-ventures (Air France-KLM with China Southern, Air France-KLM with China Eastern since the end of 2012 and Qantas with China Eastern expected in 2013). For its part, the HNA Group which owns, amongst other operators, Hainan Airlines and Hong Kong Airlines, is investing in foreign airlines. It has thus purchased a 48% shareholding in Aigle Azur (October 2012) and is pursuing its strategy based on increasing its shareholdings and the creation of international joint-ventures: in Turkey (cargo company ACT), Ghana (Africa World Airlines) and the Philippines (Zest Air).

In India, the situation remains unstable for the airlines. Kingfisher lost its licence to fly in December 2012 and Air India's future is unclear. Its membership of Star Alliance has been postponed. Only Indigo is benefiting from Kingfisher's recent difficulties and is continuing to expand its domestic and international network.

The Asian region as a whole does, however, benefit from one strong attraction: the global airlines are all looking for a growth relay there.

The Gulf State airlines (Emirates, Qatar Airways, Etihad) and Turkish Airlines

The Gulf State airlines are all in robust financial health. For the first time in 2011, Etihad reported a positive net result of US\$14 million, which subsequently tripled in 2012 (*source: Reuters News, February 4, 2013*). For IATA 2011, Emirates reported net income of €456 million (despite a significant impact from the increased fuel price). Every year since 2002, Turkish Airlines has reported a positive net result. Only Qatar Airways announced a net loss for its latest financial year (*source 9*).

Between 2005 and 2012, the fleet of the Gulf State airlines (Emirates, Etihad, Qatar) and that of Turkish Airlines grew at an annual rate of 13.5%. Between 2013 and 2017, the forecast average annual growth in their fleet stands at 13%. By 2017 this fleet could reach more than 500 aircraft compared with some 300 aircraft currently in service. In total, a quarter of the current aircraft orders is destined for one of these airlines. In 2012, Emirates capacity increased by 18%, that of Qatar Airways by 9% and that of Etihad by 15%. The growth of Turkish Airlines is stronger still with a capacity increase of 24% in 2012. In the ranking of the global airlines based on international traffic, Turkish Airlines moved up from 27th place in 2006 to twelfth place in 2011 (*sources 10, 11 and 12*).

This growth is characterized by multiple route openings (e.g. six new destinations are planned in 2013 for Qatar Airways, four for Etihad). The Gulf State carriers are now tending to focus on the Americas and Africa. Emirates opened five American destinations in 2012 (Rio de Janeiro, Buenos Aires, Dallas, Seattle and Washington). Qatar Airways is looking to open services to Boston, Atlanta and Detroit and will start flights to Chicago in 2013 – the fourth entry point to the United States. It opened three outstations in Africa in 2012. Etihad is launching a service to Washington and a flight to Addis Ababa in the summer of 2013, having launched three services to Africa in 2012. Turkish Airlines opened nine destinations in Africa in 2012, i.e. a total of sixteen openings between October 2011 and December 2012 (*source 13*), virtually doubling its number of outstations, and now offering thirty-three destinations. In time, Turkish Airlines is banking on becoming the leading carrier for the African continent. It is seeking growth relays by attempting to capture passengers transiting between Europe, Asia, the Middle East and Africa. In parallel, the Gulf State airlines are multiplying partnerships to extend the reach of their networks and invest beyond their historical scope. Etihad now has shareholdings in Air Berlin, Aer Lingus, Air Seychelles and Virgin Australia and a potential option on Jet Airways, Qatar is going to join oneworld by 2014 at the latest, while Emirates has signed a strategic partnership with Qantas. Turkish Airlines is studying the options on closer collaboration with Lufthansa. Furthermore, they are increasing their influence by being appointed to key positions within the industry (the Chairman and Chief Executive Officer of Qatar Airways, Al Baker, has joined the IATA Board of Directors). Etihad has signed code share agreements with the Air France-KLM group on the routes between Abu-Dhabi, Paris and Amsterdam.

Africa

Currently the local airlines do not capture much of the traffic to/from this continent: 80% of the market share for Africa is held by non-African airlines. Through its *Vision 2025* plan, Ethiopian Airlines is looking to become a serious player in the African continent and, more specifically, on the Africa-Asia and Africa-South America routes, particularly Africa-Brazil. The company continues to reinforce its Addis Ababa hub banking on its strong position in the African market. Ethiopian Airlines' results of the past couple of years have been seen as encouraging given its target of increasing total sales to more than US\$10 billion by 2025 (*source 14*).

In 2012, fastJet emerged with the investment of Stelios Haji-Ionnou, the founder and owner of easyJet. It was created following the acquisition of the Kenyan airline Fly540 and began its deployment in East Africa with flights out of its Dar Es Salam base. There are plans to open other bases, starting with Kenya, then in Ghana and Angola to develop the business in West Africa. Fastjet operates a fleet of Airbus A319s and offers one-way fares starting at \$20 (excluding taxes and various charges). FastJet has also acquired the South African 1Time Airlines (in insolvency since September 2012), gaining access to traffic rights in Southern Africa. In parallel, fastJet and Emirates have initiated discussions on a potential code share agreement (*source 15*).

Airline sector consolidation: alliances, partnerships and joint-ventures

Sector consolidation remains a key factor behind improving margins in the air transport industry. Having started in 2010, the consolidation momentum continued in 2011 through mergers, alliances and partnership agreements albeit at a slower pace. In 2012, LAN Airlines and TAM officially achieved their merger, giving birth to the LATAM Group. American Airlines is currently studying the possibility of a merger with US Airways. At the level of the so-called traditional alliances and despite the integration of new members (Aerolíneas Argentinas, Middle-East Airlines and Saudi Arabian Airlines for SkyTeam, Avianca-TACA and Copa Airlines at Star Alliance and Air Berlin at oneworld), 2012 was characterized by some profound changes. Cooperation moves increased between the Gulf State airlines and alliance members while new partnerships emerged. The Gulf carriers, which had hitherto been reluctant to join global alliances – for fear of holding back their own growth – have recently changed their position given their mutual competition and determination to maintain high rates of growth without compromising profitability. With new partners, it becomes easier to access more profitable markets, obtain traffic rights and launch services at centrally-located airports.

Mirroring Etihad's partnership with Virgin Australia, Emirates and Qantas have signed a strategic ten-year agreement putting an end to partnerships with British Airways and Air France on the Europe-Australia network. Initially, this agreement takes the form of a code share and optimization of the networks of the two airlines in North Africa, Europe, the Middle East, the Pacific and South East Asia but, in time, Emirates and Qantas want to extend their cooperation with a real commitment to a global presence. Qatar Airways has announced its membership, by 2014 at the latest, of the oneworld alliance which will also be joined by the LATAM group. These recent changes are accompanied by a process of reflection on the meaning and definition of the alliances which could herald a move towards fully-fledged global players that are integrated at world-wide level. This model could revolve around the Gulf State airlines.

Based on the same model as the North Atlantic and trans-Pacific joint-ventures, the Europe-Asia transcontinental joint-ventures are developing: Air France and KLM have signed agreements with Chinese carriers while the Lufthansa Group has a joint-venture with ANA on the Europe-Japan axis. This alliance materialized in 2011 and will be extended to Swiss and Austrian as of the spring of 2013. Similarly, from the summer of 2013, British Airways and Japan Airlines will launch their cooperation on the same axis.

2.1.4 Conclusion

The combination of the economic crisis, which is impacting Europe in particular, and the high fuel price is having a significantly negative impact on the profitability of European airlines. All these companies are now engaged in restructuring plans aimed at restoring their competitiveness particularly relative to competitors who either benefit from a more dynamic environment or have completed their transition to a sustainably profitable model like in the United States, for example. Similarly, the European public authorities are increasingly realizing the vital importance of an industry which makes a substantial contribution to the wealth of the continent (*source 27*). However consolidation,

which is key to ensuring the return to an industry with high levels of performance, is seeing little progress barring the disappearance of some airlines. Currently, the airlines' limited financial resources and interventionism from a number of States vis-à-vis national flag-carriers is holding back this inevitable move. There is, nonetheless, no doubt that, once their margins have been restored and within a more positive economic context, the European airlines could then leverage their assets and notably that of being amongst the leading markets and destinations in the world.

Sources: 1) source: IATA Remarks of Tony Tyler, Global Media Day, Geneva December 13, 2012; 2) Global Insight Jan 15, 2013; 3) ICAO Press release COM 30/12; 4) Industry Financial Forecast Dec 2012; 5) 2011 full year; IATA Air transport Market Analysis December 2012; 6) 2012: only the first 11 months available; IATA Air transport Market Analysis November 2012; 7) AEA European airline members Press Release January 16, 2013; 8) AEA European airline members, Press Release January 19, 2011 9) AEA European airline members Press Release December 13, 2012; 10) All the figures concern the January to October 2011 period for 2011 and January to October 2012 period for 2012; IATA ODS October 2012; 11) website investors relations easyJet – Results publication 2012 12) Investors Relations website Delta United-Continental, US Airways, SouthWest, JetBlue, Alaska Air group –FY 2012 results (pre-exceptional net profit) 13) Delta Press Room – 30/04/2012 14) CAPA – Centre for Aviation & OAG. UBM Aviation Business 15) Air Asia – About Air Asia website 16) Air Asia investor relations website –FY 2011 results publication 17) Airbus press room website –December 13, 2012 18) IATA WATS 2011 19) Investors Relations websites Etihad, Emirates, Turkish Airlines – publication of 2011 FY results 20) Ascend – current fleet November 2012 21) Innovata- December 2012 schedule 22) IATA WATS 2011 & 2006 23) Qatar Airways Story (December 2012) & SRS 24) Ethiopian Airlines CEO speaking at World Air Forum (Amsterdam – Oct 2012) 25) Gabon National Civil Aviation Agency – January 2013 26) Global capacity in Available Seat-Kilometers source Innovata; 27) source: <http://register.consilium.europa.eu/pdf/fr/12/st14/st14333.fr12.pdf>



2.2 Strategy

In early 2012, the Air France-KLM group launched Transform 2015, a three-year transformation plan (2012-14). While this plan aims to generate the financial resources required to return to a path of sustained growth, it does not call into question the Group's strategy of continuing to invest in products and customer services, reinforcing its presence in growth markets, stepping up cooperation with both its US and Chinese partners and securing agreements with new partners within the SkyTeam alliance, and developing its fundamental strengths.

2.2.1 Fundamental strengths

A strong presence in all the major markets

The Air France-KLM group currently operates the largest network between Europe and the rest of the world. Of the 163 long-haul destinations served directly by the three main European players in the Summer 2012 season, Air France-KLM accounted for 116, or 71% of the total, compared with 62% for IAG (British Airways + Iberia + BMI) and 49% for the Lufthansa Group (Lufthansa + Swiss + Austrian Airlines). Furthermore, the Group offers 39 unique destinations which are served by neither IAG (28 unique destinations) nor the Lufthansa Group (13 unique destinations).

Given its presence in all the major air transport markets, the Group's network is balanced, with no single market representing more than a third of passenger revenues. These markets also behave differently, enabling the Group to mitigate the negative impact of any crises.

Two coordinated hubs at developing airports

The Group's network is coordinated around the two intercontinental hubs of Roissy-Charles de Gaulle and Amsterdam-Schiphol, which are two of the four largest connecting platforms in Europe. Their efficiency is supplemented in southern Europe by the airports of Rome and Milan where Alitalia, the Group's strategic partner since January 2009, operates. Furthermore, these hubs, which are organized in waves known as banks, combine connecting with point-to-point traffic. This large-scale pooling of limited flows gives small markets world-wide access and optimizes the fleet, enabling the use of larger aircraft, thereby reducing noise and carbon emissions. The second bank at the Roissy-Charles de Gaulle hub is thus organized around the arrival of 61 medium-haul flights and the departure of 28 long-haul flights, thus offering 1,797 possible combinations in under two hours with only 89 aircraft.

The Group's network is organized around airport platforms whose development potential will further strengthen the role of the large intercontinental hubs. The opening of the S4 satellite in terminal 2E has enabled Air France to leave 2D, regrouping its medium-haul

flights to Schengen destinations in terminal 2F and its international flights (long-haul and non-Schengen medium-haul) in terminal 2E. The regional flights have also been regrouped in terminal 2G.

A balanced customer base

The Air France-KLM group's policy of meeting the expectations of all its customers in terms of networks, products and fares has enabled it to build a balanced customer base. Around 40% of passengers travel for business purposes and 60% for personal reasons. The Group also benefits from a balanced breakdown between transfer and point-to-point passengers. At Air France connecting passengers represent 45% of the overall total while, at KLM, this figure is more than 60%. Furthermore, the Group's passenger loyalty strategy (frequent flyer program and corporate contracts) underpins the majority of revenues.

SkyTeam, the number two global alliance

SkyTeam, the number two global alliance in terms of market share with 19%, brings together 19 European, American and Asian airlines: Aeroflot, AeroMexico, Air Europa (Spain), Air France and KLM, Alitalia, China Airlines, China Eastern, China Southern, Czech Airlines, Delta, Kenya Airways, Korean Airways, Tarom, Vietnam Airlines, Aerolineas Argentinas, MEA (Lebanon), Saudi Arabian Airlines and Xiamen Airlines (the fifth Chinese carrier). Garuda Indonesia plans to join the alliance in 2014.

The SkyTeam alliance enables the Group to offer its passengers an extensive network by giving access, principally, to numerous regional destinations thanks to the hubs of its partners.

Strategic partnerships

Since April 2009, Air France, KLM, Alitalia and Delta have been working together within the framework of a joint-venture agreement on the North Atlantic. The scope of this agreement is very wide covering all the flights between North America, Mexico and Europe through integrated cooperation and flights between North America and Mexico to and from the Mediterranean basin, Africa, the Gulf States and India together with flights from Europe to and from Central America, Colombia, Venezuela, Peru and Ecuador through close coordination. This contract enables the sharing of revenues and costs.

Air France-KLM chose to step up its cooperation with Alitalia through an operational partnership agreement, cemented with a 25% equity stake in the Italian company. This operation, which took place in January 2009, has significant advantages for the two groups.

Lastly, Air France-KLM has signed a code share agreement with Etihad on flights between Paris, Amsterdam and Abu Dhabi together with destinations in Australia, Asia and Europe.

A modern fleet

The Group has continuously invested in new aircraft and currently operates one of the most efficient and modern fleets in the sector. This enables it to offer an enhanced level of passenger comfort, achieve substantial fuel savings and respect its sustainability commitments by reducing noise disturbance for local communities and greenhouse gas emissions. The Transform 2015 investment plan reduction will have little impact on the fleet age through 2014. Furthermore, the Group will start to take delivery of its first Boeing B787s as of 2016 and its first Airbus A350s in 2018 (See also Section 2.7 - Fleet, pages 64 and 65).

A commitment to sustainable development

The Air France-KLM group's sustainable development approach has won plaudits and awards on numerous occasions. Amongst these many awards, in 2012 the Group was named airline sector leader in the DJSI indices for the eighth year running. The Group intends to pursue this commitment: consolidating the reputation of its brands with, amongst other objectives, a very high level of operational safety, establishing an ongoing dialogue with stakeholders such as customers, suppliers and local communities, contributing to combating climate change and applying the best corporate governance principles.

2.2.2 The Transform 2015 plan

In January 2012, Transform 2015, a three-year transformation plan (2012-2014), was announced in response to the objectives set by the Air France-KLM group's Board of Directors: rapidly reducing debt, restoring competitiveness and restructuring the short and medium-haul operations.

The priority objective is to reduce net debt by €2 billion from €6.5 billion at December 31, 2011 to €4.5 billion by the end of 2014, and the net debt/EBITDA ratio to below 2 (4.8 at December 31, 2011) based on an EBITDA of between €2.5 billion and €3 billion at the end of 2014. Furthermore, the Group is targeting an adjusted operating margin of between 6% and 8% in 2015.

Within a context of low capacity growth and persistent inflation, and despite permanent cost control, the unit cost per EASK ex-fuel would have seen a slight increase between 2011 and 2014, moving from 4.8 euro cents to 4.9 euro cents. The measures implemented within the framework of the Transform 2015 plan should, however, enable a reduction in the unit cost per EASK of 0.5 of a euro cent to 4.4 euro cents, i.e. a 10% decline.

The medium-haul network remains a cornerstone of the Group's development, ensuring not only its presence throughout Europe but also feeding the long-haul flights departing from the dual hubs of Paris-CDG and Amsterdam-Schiphol. Since the 2008-09 financial crisis, despite the NEO plan implemented as of 2010 and the launch of the provincial bases for French domestic operations, the structural decline in unit revenues has led to deepening operating losses in this business which escalated by some €100 million in 2012 to €800 million. Since

the long-haul operations are also facing increased competition, they cannot alone offset these losses and medium-haul must return to break even.

During 2012, the Group established solid foundations for its successful turnaround: in addition to the implementation of immediate cost-saving measures and a downwards revision in capacity growth and the investment plan, the Group finalized the:

- ♦ renegotiation of working conditions with the signature of new collective labor agreements for the three staff categories (Ground Staff, Flight Deck Crew, Cabin Crew);
- ♦ establishment of action plans for each of its businesses;
- ♦ definition of new corporate governance; and the
- ♦ improvement in its financial situation.

Capacity growth and downwards revision in investment

Given the uncertain economic environment and the persistent imbalance between transport supply and demand, the Group has opted for a limited increase in capacity in both passenger and cargo. For the passenger business, after growth of 0.6% in 2012, capacity should increase by 1.5% in 2013 followed by 2% in 2014.

As a result, the Group has revised its fleet plan and investment program with the exception of investments aimed at the ongoing improvement in operational safety and customer services (€500 million over the three years of the plan). Investment was reduced from an average gross figure of €2.1 billion until 2011 to €1.6 billion in 2012, €1.2 billion in 2013 and €1.4 billion in 2014. This decision led the Group to adjust its medium-term fleet plan combining, for example, the deferral of aircraft deliveries and the non-exercise of options. The Group also decided to limit sale and leaseback transactions (€0.6 billion in 2012, €0.1 billion in 2013 and none in 2014).

Renegotiating the new working conditions

Within the Air France group, returning to a satisfactory level of profitability requires a very significant improvement in productivity across the company implying the renegotiation of the employment conditions in the existing collective agreements. The negotiations with the organizations representing the different categories of staff resulted in the signature of new collective labor agreements in 2012 for ground staff and flight deck crew and, in March 2013, for cabin crew. These new collective agreements aim to establish working conditions and a compensation and career system adapted to the new air transport environment. Applicable since the beginning of 2013, these agreements plan an improvement in productivity across all categories of staff. For ground staff, the number of working days has increased by between ten and twelve days; flight deck and cabin crew have accepted an increase in flight hours, particularly in medium-haul. There will also be wage moderation via the freeze in salaries and promotions in 2012 and 2013 but also a reduction of around half a point in the seniority creep. Lastly, the Group has launched a voluntary departure plan for 2,700 ground staff and 220 pilots. For cabin crew, the voluntary departure plan will be defined during the 2013 first half.



Activity

Strategy

The collective labor agreements at KLM apply for a limited period. During 2012, the company renewed its collective labor agreements through to January 1, 2015. These agreements include a salary freeze in 2013 and 2014, an increase in the number of days worked, a new compensation grid for cabin crew and mobility initiatives for ground staff.

In total, these measures should enable a €400 million reduction in payroll expenses, excluding the impact of the revised IAS 19R, accompanied by a headcount reduction of around 8,500 between 2011 and 2014.

Action plans

The Group has launched a series of action plans for each of its businesses.

Passenger business

The Group has launched action plans for the two segments of its passenger business. In long-haul, the aim is to reinforce profitability by phasing out the least-efficient aircraft from the fleet, improving schedule productivity and, in particular, repositioning the product in line with the industry best in class. In medium-haul, given the level of operating losses amounting to €800 million in 2012 for which Air France was largely responsible, the latter has launched a restructuring plan.

Restructuring plan for medium-haul

Air France has been working on the following structural measures:

- ◆ a higher utilization rate for aircraft and assets thanks to the reinforcement of productivity across all employee categories;
- ◆ a restructuring of the main and regional networks;
- ◆ a redefinition of the product;
- ◆ the development of Transavia France.

The improvement in staff productivity has enabled a downwards revision in the medium-haul fleet which is greater than the planned capacity reduction. The fleet will thus be downsized from 146 aircraft in the summer of 2012 to 127 in summer 2014. In 2013, the fleet is being reduced by 10%, i.e. 16 fewer aircraft, for a 2% decline in capacity. The daily utilization rate of the fleet should thus gain one hour on average.

In addition to route closures, the restructuring of the main network includes the provincial bases. Launched in 2011 and 2012, the three bases (Marseilles, Nice and Toulouse) have yet to break even at the operating level. While the measures already taken – downwards revision in the fleet, revised schedule to take seasonality into account, marketing efforts in local markets – are not sufficient, a decision on the future of the provincial bases will be taken at the end of the Summer

2013 season. The restructuring of the French regional activity was planned during 2012. The Brit Air and Régional subsidiaries together with Airlinair will be regrouped under a single commercial brand known as “Hop!” The fleet is also being reduced from 116 aircraft in the Summer 2012 season to 98 aircraft in 2013 followed by 92 in the summer of 2014.

In commercial terms, Air France has reviewed its offering with, for example, the *Mini* offer in economy class and the enhancement of the in-flight product.

Lastly, the company has decided to develop the activity of its Transavia France leisure subsidiary which will grow to 11 aircraft in 2013 (eight in 2012) with the opening of new services and the operation of some routes also operated by Air France to extend the range of offers on routes which combine transfer, business and leisure traffic like, for example, Venice and Lisbon.

Cargo business

The Group has also implemented measures to reduce the operating losses in this business which is facing a very difficult economic environment and a situation of overcapacity.

These measures include the definitive retirement of unused full freighters, strict capacity discipline and a new commercial strategy. This business will also benefit from the full implementation of the Transform 2015 plan. The aim is to generate, in 2013, a €140 million improvement in the operating result.

Maintenance business

The strategy for the maintenance business focuses on the development of high added-value activities (engines and components) and downsizing the heavy maintenance activity where Europe is no longer competitive in terms of labor costs. The Group is also looking to locate its operations closer to emerging country clients who are more sensitive to a local presence. The Group also continues to modernize its maintenance infrastructure.

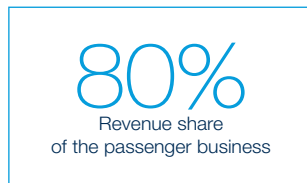
New governance

To accompany the implementation of the Transform 2015 plan, the Group decided to introduce a new governance framework with the centralization of the corporate functions at the level of the holding company and, in particular, the functions relating to the three business lines like the marketing strategy, the network strategy, revenue management and alliances, etc. This new organization is aimed at accelerating decision-making, capturing all the available synergies and promoting a new generation of managers.

2.3 Passenger business

The passenger business is Air France-KLM's main activity, contributing some 80% of the Group's revenues.

Within the framework of the Transform 2015 plan, the Group launched a series of action plans in the passenger business. For the long haul activity, these plans aim to reinforce profitability by phasing out the least-efficient aircraft, improving schedule productivity and, in particular, repositioning the product in line with the industry best in class. For the heavily-loss-making medium-haul activity, a restructuring program has been launched. These action plans do not call into question the Group's strategic priorities and it continues to invest in customer products and services, strengthen its presence in growth markets and deepen its relationships with partners.



2.3.1 The medium-haul activity

The short and medium-haul network is a cornerstone of the Group's development in that it ensures not only its operations across Europe and the power of marketing tools like the Flying Blue frequent flyer program or contracts with companies and the major agency networks, but also feeds the long-haul flights at the dual hubs of Paris-CDG and Amsterdam-Schiphol.

The profitability of this network has seen a significant deterioration since the 2009 crisis. In addition to increased competition from the low cost airlines, this network has experienced a profound change in behavior with Business customers abandoning Business class and flexible fares for the lowest-priced tickets. These structural difficulties (overcapacity in Europe, shift in customer behaviour and thus pressure on prices) led the Group to launch a restructuring of this network within the framework of the Transform 2015 plan, particularly at Air France.

Increased productivity for the Air France-KLM medium-haul schedule

Thanks to the new collective labor agreements which enable an improvement in productivity for all staff, the Group is going to increase the utilization rate of its medium-haul aircraft. This is reflected in a reduction of 16 aircraft in the Air France's medium-haul fleet from 135 aircraft in 2012 to 119 in 2013. At KLM, the productivity gains will mostly come from a rationalization in the medium-haul and regional fleet with the phasing out of the older-generation Boeing B737s and Fokker 50s and 100s, a densification of the Boeing B737 fleet between 2013 and 2014, and an increase in the utilization rate of the regional aircraft.

Restructuring of medium-haul at Air France

A reorganization around three business units

The Air France group's heavily-loss-making medium-haul operations have been reorganized around three complementary business units: Air France, the French regional division and Transavia France.

- ♦ Air France now operates the flights feeding the long-haul operations at the CDG hub, the routes with a high proportion of business customers in France and across Europe and the flights on departure from the provincial bases (Marseilles, Toulouse and Nice). While the provincial bases have reached their operational objectives (improved productivity, reduction in the unit cost), they have not met with the expected commercial success. Measures have been introduced to improve profitability: a reduction in the fleet by four aircraft, an adaptation in the network schedule and a suspension of services or reduction in frequencies over the winter to limit the seasonality effects. Lastly, a financial evaluation of the provincial base model will be completed in September 2013 before the implementation of any additional measures.
- ♦ Under the Hop! brand, the French regional division regroups the companies Regional, Britair and Airlinair. This division will operate flights to the Paris-Charles de Gaulle hub on behalf of Air France together with the point-to-point flights on departure from Paris-Orly and the domestic network. This regrouped division enables a new commercial offer which is rapidly adaptable to market changes and competition while being more competitive for business and leisure travel, both inter-regional and to Europe. On the occasion of this reorganization, the regional fleet is being reduced by 18 aircraft, from 116 in 2012 to 98 in 2013.
- ♦ The leisure division comprising Transavia France will develop by operating flights to destinations across Europe and the Mediterranean rim from Paris-Orly and the French regional capitals (excluding Marseilles, Nice and Toulouse). Transavia, which will take delivery of three additional aircraft in 2013, increase its flight frequencies and open new services on departure from Paris-Orly, Lille, Lyons and Nantes.

These three divisions enable Air France to be present on all traffic flows and customer types, and to take advantage of the growth in the leisure segment with Transavia France.

New services and a revised range of fares

Air France decided to revamp its medium-haul customer proposition by offering new services to Business and Premium Economy customers together with new catering. At the airport, Business and Premium Economy customers benefit from SkyPriority while, on board the aircraft, the differentiation between the two cabins has been accentuated. Furthermore, these passengers have access to catering inspired by the service on long-haul flights.

Ticket conditions have also been made more flexible to enable the combination of an outbound flight in one travel class with a return in another class. For example, business travelers requiring flexibility for return flights can combine an outbound Economy ticket with a Premium Economy return.



Activity

Passenger business

Since January 2013, a New Economy Offer has been available to price-sensitive travelers departing from Orly on a series of domestic routes as well as on departure from Marseilles, Nice and Toulouse for a range of domestic and European destinations. Customers can choose between the all-inclusive Classic product and the MiNi, a simplified product with no checked baggage or Flying Blue miles but offering very attractive fares.

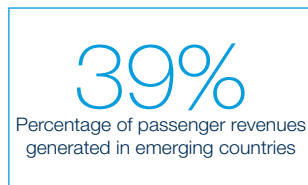
With this new short and medium-haul proposition, Air France aims to adapt to the changes in purchasing behavior and the expectations of customers. With two complementary offers available all year round and fully combinable fares, this new offer targets, in particular, the 60% of customers seeking the lowest fares and the 40% of customers travelling without checked baggage.

2.3.2 The long-haul activity

In long haul, the Air France-KLM group is aiming for a threefold improvement in the performance of its network: be more efficient to return to a growth dynamic, do better by respecting its basic contract with the customer and differentiate itself through the quality of the products and services.

A strong presence in growth markets

In the past few years, the Air France-KLM group has developed its presence in growth markets. More than 60% of the Group's offer is oriented towards Asia, Latin America and Africa compared with 48% for IAG and 41% for the Lufthansa group. Within a strategy of low capacity growth, Air France and KLM have concentrated the opening of new routes on high-growth regions with Air France opening the Wuhan destination in China and adding a new daily service to Abuja (Nigeria). For KLM, the African network has been extended to the new Lusaka, Luanda, and Harare destinations and the destinations opened during the 2011-12 Winter season (Havana, Buenos Aires and Rio de Janeiro) maintained. At the same time, the routes whose profitability outlook remains poor have been suspended.



Upgrading of the long-haul fleet

Consistent with their strategy of positioning themselves as the best in class, Air France and KLM stepped up investment in refitting the cabins of their long-haul fleets.

Air France thus equipped its entire long-haul fleet with the Premium Economy cabin, with the exception of the Boeing B747-400s. This cabin has been well-received by customers, particularly by small and medium-sized companies and leisure customers seeking greater comfort and competitive fares on long-haul flights. In three years,

more than 1.5 million customers have chosen to travel in the Premium Economy class.

Following the decision to prolong the revenue service of the Boeing B747-400s, the cabins of all seven aircraft were upgraded over the summer of 2012 to be able to operate a harmonized fleet.

KLM is rethinking the configuration of its Business cabin to offer its passengers a high standard of comfort and greater privacy. In addition to new seats which convert into fully flat beds, the Business cabin has been revamped by the renowned designer Hella Jongerius with the inaugural flight scheduled for July 2013. The 22 Boeing B747-400s will be fully equipped in April 2014 and the 15 Boeing B777-200s by the summer of 2014.

An ongoing improvement in ground and in-flight services

At every stage of the journey, Air France plans to improve its products and services by putting particular emphasis on punctuality, developing new services and taking advantage of the new infrastructure at Paris-Charles de Gaulle brought into service within the framework of the Hub 2012 project.

2012 was a year of transformation for CDG airport with the opening of major new infrastructure including Satellite 4, the new boarding pier at terminal 2E dedicated to long-haul flights and wide-body aircraft. It is exclusively for Air France flights and those of its SkyTeam alliance partners, and also accommodates a 3,000 sq.metre-plus lounge for Air France's Business customers, the largest on its network.

This new infrastructure enables Air France to regroup its activity to the east of the platform, in terminals 2E, 2F and 2G. Since the end of 2012, terminal 2F has been reconfigured to handle only European flights arriving from the Schengen area. Passengers transferring to long-haul flights benefit from dedicated, simpler connecting channels which are more convenient and faster in that they avoid the need for two security checks. In time, the Paris-Charles de Gaulle hub will be able to accommodate some 42 million passengers annually compared with 34 million in 2010.

The two airlines continue to improve their levels of in-flight service. Air France's customer-centric ambitions notably focus on a more personalized service which is closer to the customer, improved services and investment in new *La Première* and Business cabins for the Boeing B777s and Airbus A380s as of 2014. The Economy class, which represents an important source of growth for the airline, will also benefit from innovation with, for example, new in-flight entertainment systems. Lastly, since June 2012, the Premium Economy class has benefited from a differentiated service with an improved menu aimed at reinforcing the identity of this cabin. At KLM, in addition to new seats and a redesigned World Business Class cabin, the airline introduced a new initiative giving Business customers a choice of meal tray and time of meal service based on their individual needs.

2.3.3 Pursuing customer-centric initiatives

To facilitate and improve the airport experience for customers, Air France and KLM are developing the use of new technologies to enable boarding autonomy and streamline the baggage drop-off process.

More autonomy and self service

Launched in a pilot phase last year at Paris Orly, the roll-out of the new automated baggage drop-offs is continuing aimed at increasing the deployment of this service at Orly followed by Paris-CDG. Hall 4 at Orly should be equipped by the autumn of 2013 and Hall 3 in early 2014. At Roissy-CDG, the Express Baggage Drop-off points should be available as of autumn 2013 in terminal F followed by terminal E in the 2014 first quarter. This progressive deployment should contribute to reducing baggage check-in times and thus reduce the average time spent queuing, while meeting the growing customer demand for autonomy, speed and efficiency.

For its part, since 2011, KLM has been developing its automated baggage drop-off points at Schiphol with 12 baggage drop-off units in Hall 2.

Air France is currently trialing self boarding on flights departing from Vienna airport in Austria having first gained authorization from its security departments to waive the boarding security checks on departure from this station. Passengers scan their boarding cards at self boarding units located at the boarding gate and, once the document has been verified and accepted, the boarding gate opens giving access to the footbridge.

Facilitating transit through the airport

SkyPriority is an airport priority service exclusively for Premium SkyTeam alliance customers. In launching this service, the members of SkyTeam are aiming to improve the ground experience of their customers by offering a more homogeneous service irrespective of the carrier. Thanks to SkyPriority, Premium passengers have year-round priority throughout their journey in the 1,000 airports served by the alliance.

KLM and Schiphol airport have introduced direct access from a car park to the boarding piers via a new footbridge, facilitating airport transit for Premium passengers who are already checked in, have no hold baggage and are bound for a Schengen country.

Ongoing digital innovation

To ensure the success of this in-depth transformation, the Group has embarked on the renovation of its digital organization to make it simpler, more responsive and completely focused on the customer. For example, at Air France, new tools have been deployed to put

mobile services and online sales at the heart of the commercial relationship with, notably, online sales of between €3 billion and €3.5 billion targeted in 2015 versus €2 billion in 2011.

Amongst the existing online services, Air France Connect and KLM Connect enable customers to be informed, in eight languages including Chinese, throughout their journeys of any flight cancellations or delays, changes in boarding gate or, after take-off, any delays in baggage delivery.

With the current and forthcoming projects on mobile services and the social media, Air France-KLM plans to remain a leader in digital innovation through the airline websites, mobile applications and social networks such as Facebook.

Lastly, surfing the internet or watching a live television program during the journey will soon be possible on Air France and KLM long-haul flights following the launch, in partnership with Panasonic Avionics, of a joint connectivity project with trialing to begin in 2013.

Paid-for options to enhance the travel experience

Paid-for options are an opportunity for customers to personalize and enhance their travel experience and a source of additional revenues for the Group. At KLM, the Economy Comfort product now extended to the European flights is sold in option form enabling customers to travel more comfortably and deplane more rapidly in return for an additional €20 to €30. Air France offers a more extensive range of paid-for menus in the long-haul Economy and Premium Economy cabins with three à la carte menus as an alternative to the day's free menu. KLM also offers its customers traveling in Economy and Economy Comfort à la carte meals on its long-haul destinations for prices ranging between €10 and €15. KLM also offers options paid for with Flying Blue miles.

A more-attractive Flying Blue frequent flyer program

With 21 million members, Flying Blue is the leading frequent flyer program in Europe. In June 2012, Air France and KLM decided to enhance their program for their frequent flyer customers by offering more reward ticket seat availability on the Air France and KLM European network and increasing the opportunities to earn miles. A new reward structure in short and medium haul was launched on June 4 with the integration of the carrier surcharge in the miles price scale together with access to additional reservation classes.

Furthermore, since February 2012, thanks to Carry Over Miles, Flying Blue members can carry over to the following year the miles earned on ticket purchases. For Air France-KLM, the ability to carry over miles acts as an accelerator to sales by encouraging customers to travel more to preserve and increase a saving that can be used during the following year.



2.3.4 Fundamental strengths

In addition to the strategic measures deployed within the framework of the Transform 2015 plan, the Group continues to reinforce its fundamental strengths.

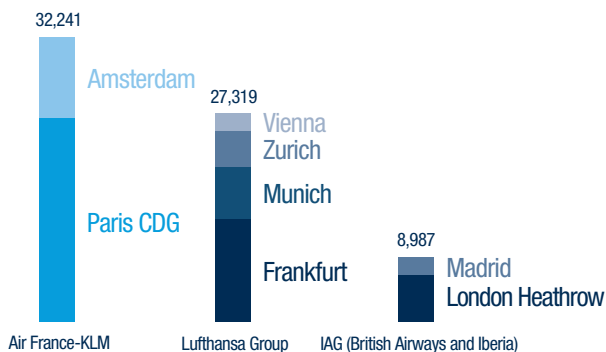
The hubs

The dual hub system retains its central function within the passenger activity. The powerful and coordinated hubs of Paris-CDG and Amsterdam-Schiphol, inter-linked by 12 daily flights, offer 32,240 weekly connecting opportunities between European medium-haul and international long-haul flights in under two hours. This is 18% more than the Lufthansa group at its four platforms (Frankfurt, Munich, Zurich and Vienna) and 3.6 times more than IAG at its two London and Madrid platforms. The combination of the dual hubs of CDG and Schiphol, which is unique in Europe, enables the Air France-KLM group to offer a large number of frequencies per destination and an extensive range of flight times. Passengers can thus choose between five daily flights to New York, four flights for Shanghai, two flights for Sao Paulo and three to Montreal excluding the flights operated by its partners. The large size of the Group's hubs enables the operation of bigger aircraft such as the B777-300ER and Airbus A380, which are synonymous with the kind of economies of scale that cannot be tapped by airlines operating out of smaller hubs.

Furthermore, because the intercontinental hubs of Roissy and Schiphol function by pooling light traffic flows coming from and bound for all world regions, they limit the consequences of traffic declines linked to external events (political instability, natural disasters, etc.).

Lastly, this pooling mechanism enables the operation of larger aircraft with higher load factors, thereby reducing fuel consumption and CO₂ emissions, something which has become a major priority for the Group which is committed to combatting climate change and supporting the Emissions Trading System in force within the European Union since January 1, 2012.

The most flight connection opportunities within Europe



Number of weekly medium-haul/long-haul flight connection opportunities in under two hours.

The SkyTeam alliance and strategic partnerships

To meet the needs of all their customers, airlines supplement their offer with alliances and strategic partnerships. The three largest alliances, SkyTeam (whose principal member in Europe is Air France-KLM), Star Alliance (around Lufthansa) and oneworld (around British Airways and Iberia), represent more than 65% of world-wide traffic. Of the 50 largest airlines, only the low cost carriers, the Gulf State airlines and a few niche carriers do not belong to an alliance. Furthermore, membership of an alliance is a major commitment given the required partial integration of IT systems and frequent flyer programs. Few airlines have thus switched alliance whereas the latter have existed since 1997.

Partnerships with other airlines, which may sometimes belong to another alliance, supplement the airlines' offers based on bilateral cooperation through code sharing and loyalty programs.

Alliances and partnerships are effective tools when it comes to supporting airline growth without additional investment in fleets and, thus, without adding to CO₂ emissions. Such agreements enable the frequency effect to be reinforced on the principal routes, capacity to be pooled on low-volume routes and international offers to be supplemented with flights operated by partners in their domestic markets.

SkyTeam: a global alliance

SkyTeam, created in 2000, is a global alliance that now comprises 19 members: Aéroflot, Aérolíneas Argentinas, Aeromexico, Air Europa, Air France, Alitalia, China Southern, China Eastern, China Airlines, Czech Airlines, Delta, Kenya Airways, KLM, Korean Air, MEA Middle East Airlines, Saudia, TAROM, Vietnam Airlines and Xiamen Air. While retaining their separate identities and brands, the airlines work together to offer their customers an extended network and global services.

A new member, Garuda Indonesia, is expected to join the alliance within the next few months.

Governance of the alliance

The alliance is managed by a Governing Board and a Steering Committee with the Governing Board comprising the Chairmen and Chief Executive Officers of the member airlines. It meets twice a year to define the major strategic orientations and appoints, for a two-year term of office, the Chairman and Vice-Chairman of the Steering Committee which is made up of the alliance directors.

In April 2009, a centralized management entity was created, reporting to a Managing Director. This central entity is responsible for marketing, sales, airport synergies, the transfer product, cargo, advertising and the brand as well as for the alliance finances and administration. In liaison with the Governing Board and the Steering Committee, it implements plans to support SkyTeam's development.

The alliance budget is financed by the airlines on an apportionment basis.

Major advantages for alliance members

To become an alliance member, airlines must fulfil a number of prior conditions notably in terms of operations, technologies and products. They must thus be linked by code sharing agreements and have signed agreements covering their loyalty programs and the sharing of lounges. They must also be able to offer products and services specific to the alliance.

Belonging to SkyTeam strengthens the reputation of the airlines by enabling them to extend their offer to all world regions, bolstering their commercial presence. As a member of the SkyTeam alliance, Air France-KLM thus has access to a global network offering some 15,500 daily flights to more than 1,000 destinations in 187 countries.

In sharing their expertise and know-how and by pooling best practices, airlines improve the quality of their services to customers. Lastly, the alliance also enables synergies to be generated within the framework of co-located facilities in airports or cities, the coordination of teams, the reduction of aircraft handling costs and better use of lounges. One important step has been the regrouping of the SkyTeam airlines in co-located facilities at London Heathrow's Terminal 4 where they share self-service check-in kiosks and a passenger lounge in the alliance livery.

Significant benefits for alliance customers

The SkyTeam network is organized around major hubs enabling the alliance to offer a very large number of connecting flights and guarantee its 552 million annual passengers a seamless travel experience on flights with one or several airline members.

The alliance has developed specific products such as the Passes that enable travel in the destination region at attractive fares, global contracts exclusively for large companies or contracts for the organizers and attendees of congresses and international events.

The 161 million passengers who are members of the frequent flyer programs earn air miles on all SkyTeam flights that can be redeemed with several member airlines during the same journey. In 2012, the SkyTeam airlines deployed SkyPriority, a new ground services offer exclusively for their most loyal customers.

Strategic partnerships

■ Alitalia

In January 2009, Air France-KLM stepped up its cooperation with Alitalia through an operational partnership agreement, cemented by a 25% stake in the Italian company. Air France-KLM thus has access to the Italian market, the fourth-largest in Europe, thanks to a partner with a strong presence in its domestic market. For its part, Alitalia has access to the leading network linking Europe to the rest of the world thanks to the dual hub system whose reach into southern Europe is extended by this partnership. The main common objectives of the two companies are to strengthen Alitalia's positioning in the business customer segment and to share best practices.

After three years of cooperation (2009-2011), the two partners had achieved the targeted €370 million of synergies and continue their close cooperation within the framework of joint-ventures.

■ The trans-Atlantic joint-venture with Delta

The joint-venture was launched on April 1, 2009 and extended to Alitalia on April 1, 2010. It did not lead to the creation of a common company but, via the signature of a contract for an initial ten-year duration, created the equivalent of a virtual company. The agreement requires the sharing of costs and revenues and thus the implementation of a comprehensive series of measures contributing to an improvement in the operating result of the activity. In December 2012, after the revision of various clauses the joint-venture contract was reviewed and renewed for a further ten-year period, with effect from April 1, 2012. The governance bodies comprise an Executive Committee, a Management Committee and working groups.

The scope of this joint-venture is very wide, covering all flights between North America, Mexico and Europe through integrated cooperation and all the flights between North America and Mexico to and from the Mediterranean basin, Africa, the Gulf countries and India together with the flights from Europe to and from Central America, Colombia, Venezuela, Peru and Ecuador through close coordination.

With revenues exceeding €9.5 billion in 2012 and a market share of 24%, the joint-venture is the number one operator on the North Atlantic, the largest air transport market globally. More than 260 daily flights link the seven principal hubs: Paris, Amsterdam, Rome, Atlanta, Detroit, Minneapolis and New York. Since October 2009, responsibility for pricing and revenue management has been centralized by a 60-strong team based in Amsterdam. More recently, the coordination of the network has been reflected in the strengthening of the hub to hub services, the optimization of the aircraft types deployed on each route and an increase in the number of destinations served by non-stop flights on both sides of the Atlantic with, notably, 28 destinations in North America and 29 in Europe. The sales forces have been combined in each region.

The creation of a new joint-venture between Delta and Virgin Atlantic following the announcement by Delta in December 2012 that it had purchased a 49% stake in the latter will require an adjustment in the trans-Atlantic joint-venture aimed at ensuring the overall coherence and the optimization of the expected synergies.

■ The Chinese joint-ventures

Air France-KLM has signed two joint-venture agreements with major players in the Chinese aviation landscape. The first was signed in 2010 with China Southern offering the most extensive domestic network at its Canton and Beijing hubs and the second, in 2012, with China Eastern based in Shanghai, China's economic capital. Thanks to these partnerships, Air France-KLM has access to some forty secondary stations in the Chinese provinces. The joint-venture services between Europe and China were already posting revenues of more than €700 million in 2012.



2.3.5 Activity during the financial year

Activity in the 2012 financial year is compared with the same periods in the 2011 financial year.

2012 was characterized by capacity discipline at the level of both Air France-KLM and the air transport industry, enabling improved but still-insufficient unit revenues given the further increase in the fuel bill. Air France-KLM carried 77.4 million passengers (+1.8%) for passenger revenues of €20.19 billion while the operating loss amounted to €235 million.

The seasonality effect and a particularly difficult start to the year explain the difference in performance between the two halves.

First half (January-June 2012)

The financial performance of the passenger business was very different between the two quarters. Despite a favorable comparison base due to the different geopolitical events unfolding in early 2011, the first quarter ended with a loss of €504 million (a loss of €367 million one year earlier). The improvement in unit revenue linked to the increase in volumes was not sufficient to offset the rise in the fuel bill. However, the second quarter saw an improvement in the performance of the passenger business. Although still negative, the operating loss was divided by three to €46 million (a loss of €140 million at June 30, 2011).

Over the first half, the Group's capacity increased by 0.9% and traffic by 3.9%, the load factor gaining 2.4 points to 82.2%. The unit revenue per available seat-kilometer rose by 5.7% and by 3.9% excluding currency. With 37.4 million passengers (+3.2%), total passenger

revenues stood at €9.56 billion (+7.7% after a positive currency impact of 1.7%). The operating loss stood at €551 million after a €400 million rise in the fuel bill (a loss of €507 million at June 30, 2011).

Second half (July-December 2012)

During this half, benefiting from the more dynamic summer period, the passenger business continued to improve its performance relative to the previous year. The increase in traffic followed that of capacity (+0.4%), enabling the load factor to remain stable at a high 84.0%. The unit revenue per available seat-kilometer increased by 6.2% and by 2.6% excluding currency. The weakness in the euro relative to other currencies enabled the Group to gain market share. Forty million passengers were carried on the network (+0.6%), generating total revenues of €10.63 billion after a positive currency effect of 3.6% (€9.96 billion at December 31, 2011). The operating result was positive to the tune of €316 million (€132 million in the previous year) thanks to €453 million of operating income during the third quarter.

2012 Financial Year

During 2012, the passenger business saw a 2.1% increase in traffic for modest growth in capacity (+0.6%), enabling the load factor to gain 1.2 points to 83.1%. Thanks to a 5.9% increase (+3.2% excluding currency) in the unit revenue per available seat-kilometer (RASK), revenues stood at €20.19 billion (+6.6%) including €19.26 billion of scheduled passenger revenues (+6.6%) and €924 million of ancillary revenues (+10.5%). After a €785 million increase in the fuel bill, the operating result was negative to the tune of €235 million (a loss of €404 million at December 31, 2011).

► Key figures by network

At December 31 (12 months)	Destinations (Summer season)		Capacity in ASK (In million)		Traffic in RPK (In million)		Load factor (In %)		No. of passengers (In thousands)		Scheduled passenger revenues (In € million)	
	2012	2011*	2012	2011*	2012	2011*	2012	2011*	2012	2011*	2012	2011*
	Europe	123	124	59,036	57,349	43,938	42,394	74.4	73.9	53,301	51,897	6,605
North America	24	24	57,156	60,368	50,548	51,949	88.4	86.1	7,255	7,402	3,631	3,349
Latin America	11	11	28,159	24,495	24,771	21,385	88.0	87.3	2,353	2,262	1,616	1,364
Asia-Pacific	25	25	60,519	58,789	51,947	50,175	85.8	85.3	5,971	5,856	3,441	3,150
Africa-Middle East	54	54	35,388	35,925	28,527	28,234	80.6	78.6	5,137	5,163	2,567	2,408
Caribbean- Indian Ocean	16	16	29,040	30,654	24,155	25,208	83.2	82.2	3,325	3,474	1,401	1,406
Total	253	254	269,299	267,578	223,887	219,346	83.1	82.0	77,448	76,053	19,262	18,071

* After reclassification of the Martinair leisure business in passenger.

■ The long-haul network

With a fleet of 167 aircraft in operation, like in 2011, the Group carried 24.1 million passengers on the long-haul network to 130 destinations (Summer season: April-October 2012) in 69 countries. The dual hub (Paris and Amsterdam) gives access to the destinations offered by one or other airline. On the shared destinations, it enables a wide choice of flight times, particularly for transfer passengers who have the choice of transiting through either Paris or Amsterdam. The weight of the long-haul network remained stable on the previous year, representing around 80% of traffic and 78% of capacity. Long-haul traffic increased by 1.7% for stable capacity, leading to a 1.4 point gain in load factor to 85.6%.

The long-haul network's contribution to total scheduled passenger revenues amounted to 66%, or a 1.1 point increase relative to 2011. Revenues stood at €12.66 billion (+8.4% after a positive currency effect of 3.2%). The unit revenue per available seat-kilometer was significantly higher (+8.4%) in both the premium (+10.2%) and economy (+8.4%) classes.

The respective weight of each long-haul network did not change significantly relative to the previous year.

The **North and Latin American market** remained the Group's first network in terms of both traffic (34%) and capacity (32%), carrying 9.7 million passengers (+0.5%) to 35 destinations in 13 countries and generating revenues of €5.25 billion (+11.3% after a positive currency effect of +3.9%). The proportion of scheduled passenger revenues contributed by this network increased by one percentage point to 27%. Traffic increased by 2.7% while the increase in capacity was limited to 0.5%, reflecting a very different situation between the two markets.

- ◆ in North America, within the framework of the joint-venture with Delta, it was decided to reduce capacity to contend with less dynamic demand. The Air France-KLM group thus reduced its capacity by 5.3%. With the traffic decline limited to 2.7% and a 2.4 point improvement in load factor to 88.4%, the unit revenue per available seat-kilometer progressed by 14.5%, or 10.4% excluding currency;
- ◆ in Latin America, traffic (+15.8%) followed capacity (+15.0%), resulting in a 0.7 point increase in load factor to 88.0%. Despite this sharp rise in capacity, the unit revenue per available seat-kilometer proved resilient (+2.9% and -1.3% excluding currency).

The **Asia-Pacific** network was the Group's second network with 23% of traffic and 22% of capacity, as 2011. The Group carried some six million passengers (+2.0%) to 25 destinations in 11 countries. Japan, which had been very badly affected by the earthquake followed by the tsunami in March 2011, regained its pre-crisis level of activity. Traffic increased by 3.5% for a capacity increase of 2.9%, the load factor gaining a half point to 85.8%. The unit revenue per available seat-kilometer rose by 5.9% (+1.8% excluding currency). The revenues from this network amounted to €3.44 billion (+9.2% after a positive currency effect of 4.1%). This network accounted for 18% of total scheduled passenger revenues, like in the previous year.

With 54 destinations in 40 countries, **Africa-Middle East** remained the Group's third long-haul network. While the network in Africa saw a recovery, some parts of the Middle East continued to suffer from political instability meaning that capacity on this network was down by 1.5%. Thanks to Africa, traffic increased by 1.0% and the load factor gained two points to 80.6%. The unit revenue per available seat-kilometer remained positively oriented (+8.1% and +5.7% excluding currency). The Group carried 5.1 million passengers (-0.5%), generating revenues of €2.57 billion, up by 6.6% after a positive currency impact of 2.3%. Its share of total scheduled passenger revenues was stable at 13%.

The **Caribbean and Indian Ocean** network offered 16 destinations in five countries visited by 3.3 million passengers (-4.3%). After the strong increase in 2011, the Group decided to reduce capacity by 5.3% in 2012. As a result, traffic declined by 4.2% enabling a near-one-point improvement in the load factor to 83.2%. The unit revenue per available seat-kilometer increased by 6.2% and by 5.4% excluding currency, enabling revenues to remain stable at €1.40 billion despite the significant reduction in capacity. This network's share of total scheduled passenger revenues fell by one percentage point to 7%.

■ The medium-haul network

The medium-haul network was the Group's third network with 20% of traffic and 22% of capacity, a slight increase on 2011. It covers France, the other European countries and North Africa and offers 123 destinations in 36 countries (Summer season: April-October 2012). This network mainly links Europe with the rest of the world thanks to the Group's two hubs. The French domestic market is mostly served out of Orly, with the *La Navette* shuttle service linking Paris to the main French regional capitals. The Group's regional subsidiaries, Brit Air, Régional, CityJet, VLM and KLM Cityhopper, participate in the medium-haul business either by linking secondary French and European cities or by offering intra-domestic routes. The regional airlines in the Air France group sharply reduced their capacity (-21%) ahead of the reorganization of this division which took place at the beginning of 2013. On the other hand, after Marseilles in 2011, the Group opened its second provincial base in Nice, followed by a third in Toulouse in 2012, thereby contributing to the increase in capacity. Capacity effectively increased by 2.9% year-on-year and, with traffic having increased by 3.6%, the load factor improved by half a percentage point to 74.4%.

With a fleet of 352 aircraft in operation, of which 166 regional aircraft, the Group carried 53.3 million passengers (+2.7%) and generated €6.61 billion of scheduled passenger revenues (+3.3%). This network represented 34% of total scheduled passenger revenues (down one point relative to 2011).

The level of unit revenue per available passenger-kilometer (+0.3% and -1.3% excluding currency) did not recover during the financial year. The weakness of the French economy and the challenging launch of the provincial bases weighed on the results of the medium-haul business which moved from a €700 million loss in 2011 to a €800 million loss at December 31, 2012 (See also Section 2.3 – Strategy, medium-haul restructuring plan, page 45).



► Key figures for the passenger business

12-month financial year to	December 31, 2012	December 31, 2011* (pro forma)	December 31, 2011 (pro forma reported)
Number of passengers (in million)	77.4	76.1	75.8
Capacity (in ASK million)	269,299	267,578	264,897
Traffic (in RPK million)	223,887	219,346	217,170
Load factor	83.1%	82.0%	82.0%
Total passenger revenues (in €m)	20,186	18,941	18,834
Scheduled passenger revenues (in €m)	19,262	18,071	17,998
Unit revenue per ASK (in € cents)	7.15	6.75	6.80
Unit revenue per RPK (in € cents)	8.60	8.24	8.29
Unit cost per ASK (in € cents)	7.24	6.90	6.86
Income/(loss) from current operations (in €m)	(235)	(404)	(375)

* After reclassification of the Martinair leisure business in passenger.

In the 2012 financial year, the unit revenue per available seat-kilometer (RASK) was up by 5.9% and by 3.2% on a constant currency basis. The unit revenue per revenue passenger-kilometer (RRPK) increased by 4.4% and by 1.7% on a constant currency basis. The unit cost per available seat-kilometer rose by 4.9% but fell by 0.3% on a constant currency and fuel price basis.

2.4 Cargo business

The cargo business is the second of the Group's activities, representing some 11% of the total revenues and regrouping the Air France-KLM Cargo and Martinair Cargo activities. Since April 2009, Air France-KLM has gradually taken responsibility for marketing the bellies of Alitalia aircraft. The joint venture agreement between Air France, KLM and Delta also includes transporting air freight in the bellies of passenger aircraft.



2.4.1 Environment

Continued difficult market conditions

After a 0.6% fall in 2011, air cargo demand contracted by 1.9% in 2012. With the exception of 2010, activity in this business has been declining since 2008 whereas global trade has increased by 2.5% and global GDP by 2.9% (*source: ABN-AMRO Bank*).

This business is suffering from the weakness in world trade and shifts in the freight commodity mix. The expansion of the emerging economies has driven demand for bulk items carried by sea, while the weakness in Western economies has dampened demand for high-value consumer goods transported by air. The capacity of the IATA member airlines increased by only 0.2% over the year while the load factor stood at 45.2%. The European operators saw their demand fall by 2.9% and their load factor decline to 47.2%. For international freight, capacity increased by 0.9% and, despite this modest increase, the load factor again fell from 50.8% in 2011 to 49.3% in 2012 (*source: IATA January 31, 2013*).

Regional differences with strong growth for the Middle Eastern carriers and a decline for the Asian airlines

The industry had to contend with two negative factors: not only was there a slowdown in world trade but the latter saw a shift towards bulk commodities which are more suited to sea shipping. The one bright spot was the development of trade between Asia and Africa which underpinned the growth for airlines based in the Middle East (+14.8%) and Africa (+6%),

The Asia-Pacific airlines, whose market share remains the highest (41.4%) recorded a sharp fall in traffic (-6.2% after -4.8% in 2011) and reduced capacity by 2.9% (+0.6% in 2011). As the world's major manufacturing center, the region suffered from the slowdown in demand from developed markets. The freight load factor remained the highest of all the regions at 60.2%, but fell more sharply than in other geographies, hurting cargo profitability.

The European and North American carriers also experienced traffic declines of 3.1% (+1.5% in 2011) and 1.4% (+1.5% in 2011) respectively. The European carriers increased their capacity by 0.7% (+6.4% in 2011), leading to a fall in load factor (47.9%). The North American carriers reduced capacity by 0.5% (+6.8% in 2011), in line with demand. At 40.9%, their freight load factor is however low, reflecting the weakness of the US and European economies and Western consumption following the debt crisis. These carriers represent a respective 24% and 17% of the market.

The Latin American airlines saw traffic decline by 1.1% (+5.5% in 2011) while capacity grew by 3.3% over the year (+5.6% in 2011), leading to a decline in load factor to 39.8%. They represent 4.5% of the market.

The African and Middle Eastern carriers were the beneficiaries of new trade lanes and developing trade links between the two regions. The growth in their traffic accelerated in 2012 to 6% and 14.8% respectively, after a decline of 1.2% and an 8.2% increase in 2011. Unlike other regions, African air freight demand is not dependent on industrial production and is not particularly cyclical. Although the Middle East saw the fastest capacity expansion of any region, (+11.6% in 2012 after +13.9% in 2011), the load factor improved to 45.5%. The African carriers increased their capacity by 9.3%, outstripping demand. The load factor fell to 24.8%, the lowest of any region by a significant margin. Note, however, that this region's market share is limited to only 2.9%. The Middle Eastern carriers represent 15.5% of the market.

The strongest traffic growth came from the Gulf State and Chinese carriers as witnessed by the traffic growth for airlines like Emirates (+15%), Qatar Airways (+19%), Etihad (+19%) and China Southern (+21%) while Korean (-10%), Cathay (-7%) and China Airlines (-15%) all posted declines. Aside from Turkish Airlines which is emulating the Gulf State airline model by offering transfers between Europe, Asia and Africa and which posted 28% growth, no European IATA member airline has seen its traffic increase over the past decade.

In terms of traffic, Emirates overtook Korean, Lufthansa and Cathay, becoming number two world-wide behind Air France-KLM. Emirates is now the leader in terms of capacity offered ahead of Air France-KLM. Its market share increased from 5.1% in 2011 to 6.0% in 2012.

In terms of freighter deliveries, 2012 was a record year with 50 Boeing deliveries (19 Boeing B777Fs, 19 Boeing B747-8Fs, 12 Boeing B767-300Fs) and eight Airbus A330Fs (versus a total of 29 deliveries in 2011). Furthermore, 30 wide-body aircraft were converted to full freighters (seven Boeing B747s, eight Boeing B767s, one MD-11 and 14 Airbus A300s), the largest beneficiary of these conversions being DHL. Following the retirement of old and fuel-inefficient aircraft, the global fleet expanded by only 14 units. On the other hand, belly capacity continued to increase in line with the expansion in passenger aircraft fleets (+105 aircraft) driven, in particular, by the delivery of aircraft with significant belly capacity: 64 Boeing B777s and 73 Airbus 330s.

Although carriers like Singapore Airlines, China Airlines and Lufthansa reacted to the fall-off in demand by reducing their fleets of full freighter



Activity

Cargo business

aircraft during the year, the financial situation of cargo carriers saw a marked deterioration under the pressure of soaring fuel bills.

The cargo companies were particularly badly affected and some, like Evergreen and Southern Air, halved their fleets. Cargolux had to find new investors while Korean Air Cargo, the number four cargo company globally by size, announced massive losses in 2012 compared with a net profit for the previous year.

2.4.2 Capacity discipline enabled Air France-KLM Cargo to maintain its position in a difficult economic environment

Air France-KLM Cargo confirms its leadership position

Air France-KLM Cargo confirmed its position as the European and world-wide leader excluding integrators, with a market share (including Martinair) of 29.6% in 2012 (30.6% in 2011) amongst the AEA (Association of European Airlines) airlines and 6.6% at global level (7% in 2011). These trends in market share reflect the Group's commitment to prioritizing an improvement in unit revenues and refocusing on the healthiest markets.

During the financial year, the Group transported more than 1.4 million tons of cargo of which 66% in the bellies of passenger aircraft and 33% in the dedicated cargo fleet, to a network of 251 destinations in some 116 countries.

Backed by its two powerful European hubs, Roissy-Charles de Gaulle and Amsterdam-Schiphol, Air France-KLM Cargo is well placed to offer its customers the benefit of access to major infrastructure in the European markets. Roissy-Charles de Gaulle is the number two European air cargo hub while Amsterdam-Schiphol ranks number three.

The Group is reaping the full benefits of its integrated organization which has been in place for the past seven years. The Joint Cargo Team covers sales, distribution, marketing, network management and communication as well as strategy and development. In 2009, the Group was strengthened by the gradual commercial integration of Martinair Cargo within Air France-KLM.

With this organization, Air France-KLM Cargo offers its customers a single contact point, a single contract and a unique network with the choice of two operational systems via Paris Charles-de-Gaulle or Amsterdam-Schiphol, or a combination of both hubs.

Air France-KLM Cargo has a product range organized around four product families, Equation, Variation, Cohesion and Dimension, which is also offered by the members of the SkyTeam Cargo alliance. Founded in 2000, SkyTeam Cargo regroups Aeroflot Cargo, AeroMexico Cargo, CSA Cargo, Delta Cargo, Korean Air Cargo, Alitalia Cargo, China Southern Cargo and China Airlines around Air France-KLM Cargo, with a network of 820 destinations.

Affirmation of the “belly-dominant supplemented by full freighters” business model

Within worsening market conditions, this business's financial performance deteriorated despite a series of commercial and cost-saving initiatives. The strategic positioning adopted in 2010 was reconfirmed and enabled this business to make a positive contribution to the Group, above its pre-crisis level.

Maintaining capacity discipline: capacity was decreased by 3.5% over the year, reflecting an adaptation to demand with one full freighter withdrawn from operation at Roissy-Charles de Gaulle as of August. Priority was given to bellies and combis with only a 2.6% decrease in capacity whereas the full freighter offer was reduced by 5.5%. Capacity remains driven by the bellies of passenger aircraft which account for 69% of the total offer versus 66% in 2010 and 54% in 2007. The full freighter fleet decreased from 17 aircraft in 2011 to 15 in 2012.

Strict control over costs and cash: Despite the 3.5% reduction in capacity, Air France-KLM Cargo reduced its unit costs by 1.2% (on a constant currency and fuel price basis) relative to 2011 thanks to strict cost control and the implementation of the Transform 2015 action plans. Cargo headcount was thus reduced by an additional 2% over the financial year.

Air France-KLM Cargo continues to implement an extensive transformation and adaptation program focused on revenues, outstation costs, hub productivity, quality, optimized payload on belly flights and combis, and a reduction in headcount aimed at improving the performance and profitability of the different platforms.

In 2014, the deployment of *Cargobus*, a unique reservation and commercial inventory system including revenue management tools should enable greater sales force efficiency, an increase in revenues, an improvement in customer satisfaction and the reinforcement of the multi-hub strategy.

New commercial strategy: strengthening innovation and the Group's position

In 2012, the new commercial strategy was deployed worldwide to improve efficiency and adapt to market conditions, and satisfy customers through more effective contractual conditions, adjusted customer segmentation, the implementation of a stronger key account team aligned with the organization of customers and the rationalization and simplification of the product portfolio.

In 2013, the commercial ambitions of the cargo business will include experimenting with innovative service concepts, improving productivity and implementing a new inventory system, while maintaining the efforts within the framework of the revised commercial strategy.

Consolidating partnerships with Alitalia, the trans-Atlantic joint-venture and closer ties with Kenya Airways

The acquisition of a 25% equity interest in Alitalia enables the Group to step up cooperation with the Italian airline and reinforce its presence in the Italian market, the fourth largest in Europe. The Group is now responsible for Alitalia's cargo marketing, revenue management and the supervision of cargo operations in most markets where it has the appropriate authorizations from the competition authorities.

Furthermore, the joint-venture agreement signed between Air France-KLM and Delta in April 2009, extended to Alitalia in 2010, now enables the four airlines to cover 27% of the total trans-Atlantic offer. It is reflected in closer coordination of their commercial policies, capacity sharing and a joint product offering within the joint-venture scope covered by anti-trust immunity.

Lastly, the cooperation with Kenya Airways has been reinforced within the framework of the joint-venture between Nairobi, Amsterdam and Paris and through the new Safari Freighter project comprising an innovative triangular route between Europe, China and Africa, enabling the Group and its partner to explore new markets.

2.4.3 Activity for the financial year

Activity in the 2012 financial year is compared with the same periods in 2011.

First half (January-June 2012)

During this first half, the Group reduced cargo capacity (-2.5%), particularly in full freighters, but this was not sufficient to offset the decline in traffic (-6.5%), resulting in a 2.8 point decline in load factor to 64.5%. The Group carried 0.68 million tons (-6.3%) for total revenues

► Key figures by network

At December 31 (12 months)	Capacity in ATK (In million)		Traffic in RTK (In million)		Load factor (In %)		No. of tons (In thousands)		Cargo transportation revenues (In €m)	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Europe	533	555	69	80	12.9	14.5	49	55	54	56
North and Latin America	6,597	6,591	4,229	4,495	64.1	68.2	519	557	1,168	1,191
Asia/Pacific	5,387	5,988	4,197	4,557	77.9	76.1	489	521	899	975
Africa/Middle East	2,742	2,777	1,636	1,718	59.7	61.9	268	276	603	603
Caribbean/Indian Ocean	1,150	1,100	446	443	38.8	40.3	58	58	148	152
Total	16,409	17,011	10,577	11,294	64.5	66.4	1,383	1,467	2,872	2,977

of €1.51 billion (-3.8%). While the Group managed to protect the unit revenue per revenue ton-kilometer which increased by 1.6% (-1.4% excluding currency), the lack of volume penalized the unit revenue per available ton-kilometer which declined by 2.5% (-5.4% excluding currency). Revenues were down by 3.8% to €1.51 billion and the loss from current operations stood at €130 million (a loss of €23 million at June 30, 2011).

Second half (July-December 2012)

The end of the second half is usually characterized by strong activity linked to the festive season. In the past two years, however, the last quarter of the year has not seen a rebound in activity although this division's operating performance did improve relative to the first half. Over this six-month period, traffic declined by 6.2% for capacity down by 4.5%, the load factor falling by 1.1 points to 64.4%. The unit revenue per available ton-kilometer increased by 2.5% after a positive currency effect of 4.6%. Revenues amounted to €1.55 billion (-1.7%) while the loss from current operations stood at €92 million (a loss of €37 million in the 2011 second half).

2012 Financial Year

Over the 2012 financial year, capacity and traffic declined by a respective 3.5% and 6.3%, resulting in a 1.9 point fall in load factor to 64.5%. While the unit revenue per revenue ton-kilometer proved relatively resilient (+3.0% and -0.9% excluding currency), the unit revenue per available ton-kilometer was stable (-3.8% excluding currency). These levels of unit revenues were not sufficient to offset the €122 million increase in the fuel bill. Revenues declined by 2.7% to €3.06 billion and the loss from current operations stood at €222 million (a loss of €60 million at December 31, 2011).



Activity

Cargo business

As the Group's premier cargo network, the **Americas** network represents 40% of capacity, traffic and cargo transportation revenues. Over the year, traffic decreased by 5.9% for stable capacity (+0.1%), the load factor falling by 4.1 points to 64.1%. The Group carried 519,000 tons (+0.9%), generating revenues of €1.17 billion (-1.9%).

The **Asia-Pacific** network accounted for 33% of capacity and 40% of traffic. Despite a reduction in capacity from both the European and Asian carriers, cargo activity between Europe and Asia suffered from the slowdown in the European economy. For its part, the Group sharply reduced its capacity (-10.0%), particularly on departure from Hong-Kong. Traffic also declined but not as much as capacity (-7.9%) enabling the load factor to gain 1.8 points to 77.9%. The Group carried 489,000 tons for revenues of €899 million (-7.8%).

Africa-Middle East is the Group's third network with 15% of capacity and 17% of traffic. The various political crises continued to weigh on activity such that traffic was down by 4.8% for a 1.3% capacity reduction. The load factor thus lost 2.2 points to 59.7%. Tonnage transported stood at 268,000 tons (-2.9%) while revenues were stable at €603 million.

The **Caribbean-Indian Ocean** network posted traffic and capacity increases of, respectively, 0.7% and 4.5%, the load factor declining by 1.5 points to 38.8%. With 57,000 tons transported, revenues amounted to €148 million (-2.6%).

► Key figures for the cargo business

12-month financial year to	December 31, 2012	December 31, 2011 <i>(pro forma)</i>
Tonnage transported <i>(in thousands)</i>	1,383	1,467
Capacity <i>(in thousands of ATK)</i>	16,409	17,011
Traffic <i>(in thousands of RTK)</i>	10,577	11,294
Load factor	64.5%	66.4%
Total cargo revenues <i>(in €m)</i>	3,057	3,143
Freight transport revenues <i>(in €m)</i>	2,872	2,977
Unit revenue per ATK <i>(in € cents)</i>	17.50	17.50
Unit revenue per RTK <i>(in € cents)</i>	27.15	26.37
Unit cost per ATK <i>(in € cents)</i>	18.85	17.86
Income/(loss) from current operations <i>(in €m)</i>	(222)	(60)

In 2012, the unit revenue per available ton-kilometer (RATK) was stable and declined by 3.8% on a constant currency basis. The unit revenue per revenue ton-kilometer (RRTK) increased by 3.0% and declined by

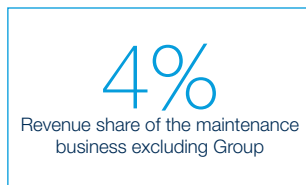
0.9% on a constant currency basis. The unit cost per available ton-kilometer was up by 5.6% but down by 1.2% on a constant currency and fuel price basis.

2.5 Maintenance business

Activity in the 2012 financial year is compared with the same period in 2011.

Aircraft maintenance is the Air France-KLM group's third business. In parallel with the services provided for the Group's aircraft fleets, one third of this activity's business volume derives from third-party clients, generating revenues amounting to some 4% of the Group's total revenues.

In the aircraft maintenance or MRO (Maintenance, Repair and Overhaul) market, Air France Industries KLM Engineering & Maintenance (AFI KLM E&M) ranks number two globally amongst the multi-product players. The mission of AFI KLM E&M is to provide competitive support for the Air France and KLM fleets, while operating as a leading MRO on the world market.



2.5.1 Environment

An attractive market despite the growing constraints

In 2012, the global MRO market comprising maintenance and modification spending by aircraft operators on their own account or through sub-contractors stood at an estimated at US\$53 billion (*source: ICF SH&E*).

Trends in this market tend to mirror those of the airline fleets globally and their usage patterns. In the short term, this market is more sensitive to variations in older-generation fleets than to those comprising new generation aircraft due to technological advances and a maturity effect.

Due to the economic crisis, the market was adversely affected by the adjustment measures adopted by most airlines including a reduction in flight schedules, route closures and the early retirement of the oldest aircraft. These effects persisted throughout 2012, particularly in the European market.

The market is also characterized by increased pressure on prices resulting from intensified competition between maintenance operators (MROs) and higher expectations among client airlines. In addition, carriers are increasingly seeking to shift the responsibility for financing spare parts to maintenance service providers under the terms of contracts that are becoming more and more comprehensive in terms of revenue, duration, complexity, etc. Lastly, competition from Original Equipment and Engine Manufacturers (OEMs) and Original Aircraft Manufacturers (OAMs) on the aircraft maintenance market has considerably increased in recent years.

Even fiercer competition

The crisis has led to a shake-out among market players with the portfolios of some of Air France-KLM's competitors seeing a significant deterioration as older-generation fleets have been phased out. These players are now moving energetically into new-generation products, on which AFI KLM E&M itself is especially well-placed.

At the same time, aircraft, engine and equipment manufacturers are aggressively developing their after-sales services on this market by offering clients increasingly-integrated maintenance solutions. This positioning corresponds to a long-term strategy based on leveraging their intellectual property by selling licences to maintenance service providers looking to focus on certain products in their maintenance operations. In the longer term, this new development could have a significant impact on aircraft maintenance costs for airlines.

This trend has strengthened and the ability to sustain balanced competitive conditions represents a major challenge in terms of both AFI KLM E&M's third-party business and the ability to hold down Air France and KLM maintenance costs.

2.5.2 Affirming AFI KLM E&M's position as a global leader

With its position as the number two global player in the multi-product MRO area by total revenues, AFI KLM E&M is pursuing its strategy of targeted growth based on its own specific characteristics and the Group's overall objectives.

The strategy is two-pronged and aims, firstly, to reduce costs and sustain a high level of quality and performance and, secondly, to build the third-party client portfolio in high value-added products and services.

This strategy of adaptation and growth is a perfect fit with the Transform 2015 plan and translates, for AFI KLM E&M, into the accelerated deployment of the agreed strategic choices.

In 2012, a number of adaptation projects were launched to speed up the process of restoring competitiveness in the Aircraft Maintenance sector. These cost-saving initiatives rely on optimizing site-specific activities, prospecting for external partnerships and implementing more effective work structures. The initiatives will be backed up by efforts to adjust resources to activity and create new career paths.

There are three priorities in the Engine and Component segments namely the ability to finance lasting growth in these profitable business activities, positioning on products and services tailored to market expectations and the development of a global MRO network in high-growth regions.

At the heart of the Transform 2015 plan, flight safety is the cornerstone of all AFI KLM E&M's activities.



Activity

Maintenance business

Contributing to flight safety programs and operational performance

AFI KLM E&M's primary task is to guarantee the airworthiness of the Group's fleet and oversee regulatory compliance. To this end, AFI KLM E&M steers the management of the technical data, implements the maintenance policies, and ensures the permanent availability of the required skilled staff and technical resources.

During the financial year, AFI KLM E&M deployed its Safety Management System (SMS), enabling the company to implement flight safety processes in a systematic, cross-functional manner via regular meetings to analyse events, and establish and implement action plans. These are underpinned by a system of feedback driven by a "safety mind-set" policy spearheaded by an internal network of in-field Flight Safety Officers.

Airframe maintenance: serving aircraft operators

■ Operational Support

In 2012, operational support for the Air France and KLM fleets posted very satisfactory results in terms of punctuality, despite a few teething troubles with Air France's Airbus A380s. As part of the Transform 2015 plan, Operational Support geared up for the 2013 deployment of new *modus operandi* designed to significantly improve the competitiveness of this sector.

■ Airframe Heavy Maintenance

The Heavy Maintenance market continues to undergo an in-depth transformation. Following the transfer, in late 2011, of the heavy maintenance operations on the Boeing B747s, previously based in Amsterdam, AFI KLM E&M continued to adjust its industrial systems. In 2012, this strategic program was pursued by capitalizing, in particular, on the joint-venture with Royal Air Maroc dedicated to Airbus A320 maintenance.

A new industrial plan was drawn up designed to rationalize aircraft maintenance operations by optimizing activity at each site. Concurrently, AFI KLM E&M plans to step up recourse to external partners to cut the maintenance costs on the Group's fleets and, in return, obtain additional work in high-growth sectors like engines and components.

■ Modifications

From engineering to production, AFI KLM E&M provides continuous support for the Group's airlines in defining and deploying new cabin products in both short/medium-haul and the entire long-haul offering. This approach furthers the Transform 2015 plan's objective of repositioning the Group's products as best-in-class.

The quality of the services delivered, both to third-party clients and to the Air France and KLM fleets, together with optimized production planning and a competitive value proposition, has helped AFI KLM E&M to bolster its position on the market for aircraft modifications (cabins, avionics and airframes).

A number of major projects were successfully completed during 2012: the realization and certification of the Business Class sections of two Air Europa Airbus A330s; the modification of three Boeing B747s and

two Airbus A330s owned by Corsairfly; and cabin modifications on two Boeing B737s owned by Air Lease Corporation (ALC). Total revenues generated with aircraft leasing companies more than doubled over the 2012 financial year.

In parallel, "Mid-Life Upgrade" (MLU) operations on four AWACS surveillance aircraft belonging to the French Air Force were launched. With respect to the avionics upgrade on the C135FR tanker aircraft, the first aircraft was qualified in 2012 and work has started on a second aircraft.

Component Support: a service activity *par excellence*

Component Support ranges from repairs to a wide technological spectrum of aircraft parts and the management of technical standards and reliability to, in particular, managing physical flows to and from the operating bases of the client. The development opportunities for this product are in geographically far-flung markets. AFI KLM E&M's clients are increasingly interested in integrated services requiring access to a pool of spare parts. As a result, the Group has deployed appropriate support structures around the world, involving local logistics operations.

For example, the component support contract covering SriLankan Airlines' Airbus A330s and A340s, signed in March 2012, demonstrates AFI KLM E&M's ability to come up with tailor-made solutions to client requirements, notably underpinned by its Singapore logistics centre.

In 2012, several client airlines renewed their trust in AFI KLM E&M by extending existing contracts. This was notably the case with Yemenia for its Airbus A330 components, with Atlas Air for its Boeing B747-400s and with IAMCO for component repair on NATO's AWACS aircraft.

Following agreements on component support for its E-Jet and Boeing B777 fleets, Alitalia decided to extend the scope of its cooperation with AFI KLM E&M by signing a major component support contract involving 100 aircraft in the Airbus A320 family.

The component support activity is seeing continued growth with new products such as regional jets and the Boeing B787. In 2012, following the signature of a long-term contract covering Flybe Finland's ATR 42s and ATR 72s, AFI KLM E&M announced that it had developed an offering dedicated to component support for Embraer 170/175/190/195 aircraft via Spairliners, its joint-venture with Lufthansa Technik.

AFI KLM E&M's Boeing B787 component support also got off to a positive start with the signature of a long-term (10-year) support contract with LOT Polish Airlines, the Dreamliner's European launch carrier. AFI KLM E&M thus highlighted its positioning as a supplier of MRO services backed by an airline which plans to operate the Boeing B787 in its own fleet.

The Component Support division is also developing asset management activities which will enable AFI KLM E&M to leverage its inventories more effectively, resulting in a parts leasing and sale offering for client airlines.

Engines: flying the Very Big Engines (VBE) flag

The Group's Engines activity is experiencing further growth. AFI KLM E&M clients benefit from one of the world's largest CFMI and General Electric engine overhaul centers based at the Group's two ultra-modern engine shops in Amsterdam and Paris. In 2012, the Group also inaugurated Zéphyr, a new engine test cell which can test very big jet engines such as the GE90.

■ CFM56

The Group's engine shops support the world's largest fleet of CFM56 powerplants, maintaining over 400 engines operated by numerous airlines.

AFI KLM E&M can leverage the positioning of its Amsterdam engine shop, built in 2004, to capture the growing need for CFM56-7 support. In 2012, for example, Egypt's Midwest Airlines entrusted the maintenance of its CFM56-7 engines to AFI KLM E&M, as did Russian carrier Globus LLC and Turkey's Corendon Airlines.

■ CF6

CF6-80E1: through its full-service maintenance offering at its Amsterdam facility, AFI KLM E&M is currently responsible for maintaining close to 20% of the global CF6-80E1 fleet. This engine, with its similar design to the CF6-80C2, enjoys 60% parts commonality with its predecessor.

AFI KLM E&M also includes support for **CF6-80C2**, engines in its capability list thanks, in particular, to its Amsterdam facility. The Group's long experience in maintaining these engines means that it currently offers the best-adapted maintenance solutions.

In 2012, for example, North American carrier National Airlines signed a maintenance contract for the CF6-80C2 engines powering its fleet of Boeing B747-400Fs.

■ GE90

AFI KLM E&M offers the main alternative to the engine manufacturer itself for overhauls to this Very Big Engine (VBE) on the strength of its state-of-the-art infrastructure. Following the 2010 opening of Constellation, a new VBE facility, AFI KLM E&M inaugurated a new engine test cell at Roissy-Charles de Gaulle on November 15, 2012. This system can test up to 300 engines per year by cutting handling times and offering clients a more cost-effective service, thereby giving AFI KLM E&M a cutting edge offering for VBE overhauls. The system is also eliciting interest from a growing number of airlines, including Air Canada, Philippines Airlines and Vietnam Airlines.

In addition to its infrastructure, AFI KLM E&M is also building up its know-how and can offer clients the benefit of its own experience on the GE90, with, for example, its GE90 Engine Monitoring service to detect any new technical problems upstream and then implement both preventive and remedial corrective action.

■ GP7200

In 2012, AFI KLM E&M continued to develop its GP7200 engine capabilities, adapting its engineering facilities and training its workforce. AFI KLM E&M is currently gearing up to carry out the first shop visit for Air France's GP7200 powerplants expected in late 2013.

The Group also relies on its CRMA subsidiary to service this engine in that it is now extremely well positioned since its designation as a "Primary Repair Source" by manufacturer Engine Alliance.

■ On-Wing and On-Site Support

Some technical problems can be solved by "on wing" repairs, without the need to transfer the engine to the workshop. AFI KLM E&M is one of the only players in the MRO sector with the tools, expertise and personnel qualified to carry out operations of this type.

During the 2012 financial year Vladivostok Air, for example, called on this know-how for work on its CFM56-5Bs carried out at the Russian airline's own premises in Siberia.

AFI KLM E&M: an international network tailored to local requirements

AFI KLM E&M is pursuing its growth strategy on profitable markets and segments by deploying its network of subsidiaries (EPCOR, CRMA, KLM UK Engineering, AMG) and partnerships (AMES, ATI, Spairliners, MAX MRO Services, AAF Spares), and leveraging the power of its global logistics network. The development of this MRO network is in line with the objectives of the Transform 2015 plan. It guarantees AFI KLM E&M clients local access to the Group's full array of services, tailored solutions and local spare parts inventories.

■ AFI KLM E&M subsidiaries

Headquartered in the Greater Paris area, **CRMA** specializes in the repair of engine parts and combustion chambers. Its focus on new-generation GE90 and GP7200 products resulted in a sharp increase in business flows with third-party clients in 2012.

EPCOR, located at Amsterdam-Schiphol airport in the Netherlands, provides a range of cutting-edge Auxiliary Power Unit (APU) services. In 2012, EPCOR signed several contracts, including one with Luxair to maintain the APUs equipping its fleet of Boeing B737s. EPCOR has also expanded its offering and now provides expertise and services for the Hamilton Sundstrand-manufactured APS 3200, the APU fitted on Airbus A320s, and for the APS 2300s equipping Embraer's E-jets.

At Norwich International Airport in the UK, **KLM UK Engineering Limited** provides maintenance services for narrow-bodies and regional aircraft.

In the United States, **Aero Maintenance Group (AMG)** specializes in component support, extending the AFI KLM E&M presence on markets in North and South America.



Activity

Maintenance business

■ Partnerships

AFI KLM E&M also enters into partnerships enabling it to offer extended functions to clients in addition to top quality service and optimized maintenance times. These centers of excellence round out the Group's product and service offering.

In Dubai, the **AMES** maintenance center, a joint-venture with Aircelle, is responsible for nacelle maintenance and repairs in the Middle East.

In Morocco, **Aerotechnic Industries (ATI)** is a Royal Air Maroc (RAM) and Air France joint-venture based at Casablanca airport with two bays for heavy maintenance on medium-haul aircraft. Specialized in aircraft belonging to the Airbus A320 family, its activity intensified during 2012 with the first heavy maintenance checks on Airbus A320s.

Hamburg-based **Spairliners**, a joint-venture between Air France and Lufthansa Technik, provides full component support for airlines operating the Airbus A380. In 2012, Air France and Lufthansa Technik also entrusted Spairliners with responsibility for developing their joint E-jet component support offering.

In Mumbai, **Max MRO Services Pvt. Ltd** is an MRO market leader for clients operating commercial aircraft fleets in India and elsewhere in the region.

AAF Spares, a joint venture with AvTrade, specializes in managing aircraft spare parts, enabling client airlines to benefit from the know-how of both entities in the management and optimization of their component inventories.

Corporate Social Responsibility contributing to enhanced performance

AFI KLM E&M has incorporated the Group's four key Corporate Social Responsibility policies into its own CSR program which contributes to enhanced levels of performance in its maintenance operations.

Engineering and maintenance projects are progressively being evaluated from a sustainability angle giving insight into their impact and thereby enabling deployments taking these issues into account leading to enhanced levels of performance.

They may be economic (e.g. the construction of new buildings or the replacement of high-energy-consumption equipment with more energy-efficient versions, involvement of regional stakeholders), social (e.g. improving the ergonomics of work positions to eradicate musculoskeletal disorders, adapting work environments for mobility-impaired employees) or environmental in nature (e.g. recycling of equipment, improving waste sorting and energy consumption, etc.). The deployment of a comprehensive scrappage programme for recycling jet engine parts and cabin carpeting is an integral part of this so-called "Green Maintenance" programs.

In addition to this commitment, employee ingenuity is a source of constant innovation aimed at ever-higher levels of client satisfaction. In view of the thousands of suggestions submitted by staff each year (4,729 in 2012 under the Quality Innovation Program) a plan to protect intellectual property has been put in place. Amongst these suggestions, some may even lead to the filing of patents to protect know-how.

■ Sharing know-how and best practice

Within the framework of its apprenticeship policy, the Group offers a range of highly diverse training opportunities to apprentices to help them fulfil their aspirations and training needs. In addition to careers in maintenance occupations, new support function courses have been introduced to pass on know-how more widely and enable apprentices to acquire valuable experience that will enhance their employability. A total of some 260 apprentices benefited from these career paths in 2012.

At AFI KLM E&M, efforts to raise employee awareness about sorting waste and extracting value from it are bearing fruit. For example, as part of the Group's Quality Innovation Program, an employee suggested offering obsolete life-jackets to a company in the sheltered sector specializing in manufacturing objects made from recycled materials. The life jackets are now enjoying a second life as "upcycled" make-up bags distributed all over the world.

■ Engaging with stakeholders

As a corporate citizen, AFI KLM E&M is an economic and social player which prioritizes local roots. The dialogue established through bilateral discussions and topic-specific meetings generates improved understanding of the issues for each of the parties.

In November 2012, the official inauguration of the Zéphyr engine test cell at Roissy was an opportunity to involve a multitude of local stakeholders.

■ A continuous improvement in levels of performance

To offer its clients top-quality products and services, AFI KLM E&M has committed to a process of control over its operating processes aimed at the continuous improvement in levels of performance, full compliance with regulatory requirements, and risk prevention. Systems such as Lean 6 Sigma are extensively applied to underpin this commitment.

Single & Global certification constitutes the formal recognition of system validity. Every year, at all AFI sites, a program of comprehensive audits measures compliance with the requirements and/or recommendations of nine international standards.

In 2012, for example, Bureau Veritas Certification affirmed that the company's Integrated Management System (IMS) had been successfully evaluated and/or certified in the light of the following standards: ISO 9001 (Quality), ISO 14001 (Environment), ISO 15489 (Documentation), ISO 22000 (Food Hygiene), EN 9100 (Aircraft Maintenance – Design), EN 9110 (Aircraft Maintenance-Repairs), EN 9120 (Storage), OHSAS 18001 (Occupational Health and Safety) and ISO 26000/Corporate Social Responsibility (CSR).

Air France Industries was the first aircraft maintenance operator in the world to integrate ISO 26000 into its operational practice.

2.5.3 Results for the financial year

The Group generated total revenues of €3.13 billion (+1%), of which €1.10 billion with third-party clients. The revenue growth was limited by a negative dollar effect. Income from current operations stood at €145 million versus €110 million at December 31, 2011 after €23 million of additional costs linked to the in-line maintenance strike.

The engine and components activities saw a significant improvement in their profitability relative to 2011. The heavy maintenance business remained loss-making but there was no deterioration relative to the previous year.

► Key figures for the maintenance business

12-month financial year to	December 31, 2012	December 31, 2011 <i>(pro forma)</i>
Total revenues <i>(in €m)</i>	3,134	3,112
Third-party revenues <i>(in €m)</i>	1,096	1,040
Income from current operations <i>(in €m)</i>	145	110



Activity

Other businesses

2.6 Other businesses

Activity in the 2012 financial year is compared with the same period in 2011.

The main activities in this sector are the catering business and the leisure business. The Martinair leisure business having been reclassified within the KLM passenger business in November 2011, the figures for the 2011 financial year were restated to facilitate comparison.

2.6.1 Leisure business

Activity

The Air France-KLM group has a leisure offer through its Transavia subsidiary.

Transavia, the Group's low cost subsidiary, has operations in the Netherlands and France directed at medium-haul leisure customers as well as, via its charter flights, tour operators. It has a fleet of 39 Boeing B737-700 and 800 aircraft, of which 31 aircraft are operated out of Amsterdam and eight out of Paris Orly, and 2,020 employees. In the Netherlands, Transavia offers some 100 destinations around the Mediterranean rim out of Amsterdam, Eindhoven and Rotterdam. In France, Transavia offers around 18 tourist destinations on departure from Paris Orly.

Over the course of 2012, Transavia carried 7.6 million passengers. Despite tourist regions remaining significantly impacted by political instability, Transavia improved its profitability, particularly Transavia France which generated a positive result for the first time since its creation in 2007. The scheduled flights registered significant growth in both the French and Dutch markets while the charter business stabilized. The Transavia presence was reinforced at the regional airports of Eindhoven and Rotterdam in the Netherlands, and at Lyons, Nantes and Lille in France, in line with the increase in demand for departures from these

Total revenues from these other businesses amounted to €1.29 billion (+3.4% relative to December 31, 2011 restated for Martinair) while income from current operations stood at €12 million versus break-even at December 31, 2011 restated for Martinair.

airports. Transavia also opened winter sun destinations operated solely during the Winter season to limit the seasonality effects.

In the restructuring of medium haul, Transavia France is destined to play a more important role. After the arrival of three new aircraft in 2013, its fleet should comprise some twenty aircraft in 2015. The company will open new destinations and operate routes in parallel with Air France on destinations which combine business, transfer and leisure traffic. KLM has already introduced code sharing on 12 unique destinations operated by Transavia Netherlands, thereby facilitating connecting traffic. KLM has estimated the monthly number of passengers transferring between the two companies at between 5,000 and 8,000 (*source Investor Day 2012*).

Results for the financial year

Since January 1, 2012, the leisure business has been operated solely by Transavia. As a result, the figures for the 2011 financial year were restated.

Transavia generated revenues of €889 million, up by 8.9%. At December 31, 2012, after a €62 million increase in the fuel bill, the operating result was near break-even (a loss of €1 million versus a loss of €5 million at December 31, 2011). An improvement in staff productivity and better use of aircraft combined with cost efficiency measures enabled a reduction in the unit cost on a constant currency and fuel price basis.

Key figures of the leisure business

12-month financial year to	December 31, 2012	December 31, 2011* (pro forma)	December 31, 2011 (pro forma reported)
Number of passengers (in million)	7.6	6.3	6.8
Capacity (in ASK million)	17,683	17,105	19,799
Traffic (in RPK million)	15,406	14,794	16,965
Load factor	87.1%	86.5%	85.7%
Total passenger revenues (in €m)	889	816	911
Scheduled passenger revenues (in €m)	851	784	878
Unit revenue per ASK (in € cents)	4.81	4.58	4.43
Unit revenue per RPK (in € cents)	5.53	5.30	5.17
Unit cost per ASK (in € cents)	4.82	4.61	4.47
Income/(loss) from current operations (in €m)	(1)	(5)	(33)

* After reclassification of the Martinair leisure business in passenger.

During the 2012 financial year, the unit revenue per ASK (available seat-kilometer) increased by 5.0% and the unit revenue per RPK (revenue passenger-kilometer) rose by 4.3%. The unit cost per ASK was up by 4.5% but down by 1.1% on a constant currency and fuel price basis.

2.6.2 Catering business

Activity

The catering business is regrouped around Servair, an Air France subsidiary and KLM Catering Services, a KLM subsidiary.

A more than 97%-owned subsidiary of Air France, Servair is the leader in the French catering market and ranks number three amongst the airline catering companies globally. As the day-by-day partner of the airlines for in-flight services and passenger comfort, Servair exercises its activity in three main areas:

- ◆ Catering and logistics with the assembly of meal trays for passengers and crews and their loading, within the respect of regulations specific to the air transport sector and the pre-preparation of meals;
- ◆ The cleaning and loading of cabins through its subsidiary ACNA. Through its other subsidiaries, Servair also offers its customers services such as assistance for passengers with impaired mobility, the management of on-board sales and the supply of newspapers and magazines. The company thus offers a range of services which are vital to the air transport industry and to passenger comfort;

- ◆ Lastly, Servair offers consultancy based on a comprehensive range of customized services offering the airline world the best support whether on the ground and in the air.

To date, some 22 of the Servair production sites are ISO 9001 certified while the Canton and Macau sites have HACCP and ISO 22000 certification. Since 2010, Servair has sought to perpetuate and extend the drive for ever-higher overall quality standards with the Safety and Environment label. Five sites currently benefit from this label.

The Servair laboratory in Roissy, which carries out more than 40,000 microbiological analyses annually, has had COFRAC accreditation since 2006, testifying to its technical and organizational expertise.

Servair has operations at more than 57 airports in 21 countries and has 66 sites.

During the 2012 financial year, Servair pursued its international development strategy in Africa with local partners in Cotonou, Lagos and Brazzaville.

Results for the financial year

The catering business generated total revenues of €928 million of which €355 million in third-party revenues (€376 million at December 31, 2011). The income from current operations stood at €6 million at December 31, 2012 versus €25 million in the previous year.

► Key figures for the catering business

12-month financial year to	December 31, 2012	December 31, 2011 (pro forma)
Total revenues (in €m)	928	955
Third-party revenues (in €m)	355	376
Income from current operations (in €m)	6	25



2.7 Fleet

The comparisons are made over a twelve-month period (January 1-December 31).

At December 31, 2012, the Air France-KLM group fleet comprised 605 aircraft, of which 573 were operational compared with, respectively, 609 and 586 aircraft at December 31, 2011.

The main operational fleet consisted of 407 aircraft (413 aircraft at December 31, 2011), of which 167 were long-haul aircraft (167 at December 31, 2011), 15 were cargo aircraft including six at Martinair and 225 were medium-haul aircraft (229 at December 31, 2011) including 39 aircraft in the Transavia Group fleet (38 aircraft at December 31, 2011). The regional fleet in operation comprised 166 aircraft (173 at December 31, 2011).

At December 31, 2012, 40% of the total Group fleet was fully owned (45% at December 31, 2011), 22% under finance lease

(19% at December 31, 2011), and 38% under operating lease (36% at December 31, 2011). Investment in flight equipment (including advance payments on orders, spare parts and ground-based maintenance operations) amounted to €1.19 billion (€2.02 billion at December 31, 2011) plus €175 million corresponding to non-monetary transactions (See also Note 38.4 to the consolidated financial statements). Disposals of flight equipment stood at €705 million, of which €632 million in sale and leaseback transactions (€1.15 billion and €995 million respectively at December 31, 2011).

There were firm orders outstanding for 43 aircraft at December 31, 2012, including 25 Boeing B787s for delivery between 2016 and 2026. Options stood at 63 (73 at December 31, 2011) of which 25 were for Boeing B787s. The Airbus A350 order is in the negotiation process with Airbus and Rolls Royce and is thus not included in the figures at December 31, 2012.

Change in the Air France-KLM group order book	Deliveries during the period				December 31, 2012
	December 31, 2011	New orders	Option conversion		
Main fleet	53	11	-	-	53
Regional fleet	8	7	-	-	8
Total	61	18	-	-	43

Change in the Air France-KLM group option portfolio	Exercise during the period				December 31, 2012
	December 31, 2011	Options cancelled or expired	New options		
Main fleet	52	-	10	-	42
Regional fleet	21	-	-	-	21
Total	73	-	10	-	63

A continued pro-active fleet policy

The Air France-KLM Group pursued its pro-active fleet policy aimed at ensuring a fleet scaled in line with traffic growth and achieving technical consistency, while reducing its environmental impact. The same four key principles guided the Air France-KLM Group's fleet policy:

- ◆ meet the need for fleet renewal and expansion;
- ◆ remain compatible with the Group's financial capacity;
- ◆ preserve the asset value of the fleet over the medium and long term;
- ◆ retain an adequate level of flexibility in the fleet plan.

During 2012, in line with previous commitments, 25 aircraft entered the fleet including 20 new aircraft delivered from the manufacturers, while 29 aircraft were withdrawn. The Air France-KLM group thus continued to modernize its fleet while also managing a reduction in its medium-haul and regional fleet by eight aircraft as the initial phase in Air France's Transform 2015 plan.

The Group consolidated its ability to manage a significant level of fleet flexibility through its operating lease policy. Subject to notice periods, the Group can adjust the size of its fleet by terminating lease contracts or, inversely, renewing them after renegotiating the conditions. As in every year, a large number of contracts expired for each aircraft type in 2012 and were managed in the most appropriate way.

The Group uses sale and lease back transactions principally to manage the end of operations for a sub-fleet and/or optimize the management of the withdrawal of aircraft from the fleet depending on potential replacement aircraft deliveries and also, when required, to adjust to financing conditions. Some of the aircraft delivered in 2012 were financed by such sale and lease back operations, under good conditions obtained after specific Requests for Proposals.

A further adjustment in the aircraft delivery schedule and investment, while safeguarding the future

The main change relative to the previous year unfolded within the context of a reduction in long-haul activity growth as a direct result of the economic downturn and pursuant to the transformation plan.

The Group definitively cancelled one Airbus A380 option which could no longer be extended and again postponed the delivery of one Boeing B777-300 ER by one year, the next delivery of this aircraft type at Air France now being scheduled for March 2015 rather than March 2014. The Group also opted for an earlier phase-out of KLM's MD-11s, the remaining nine aircraft set to be withdrawn from service by Winter 2014/15 and replaced by Airbus A330s and Boeing B777-300ERs.

The Group also decided to invest in the reconfiguration of the Business and *La Première* cabins on its fleet of Boeing B777-300ERs to be completed by 2015. In parallel, it took the decision to expand its Business class on the Boeing B777-200s by removing *La Première* in the remaining few aircraft still equipped with this cabin.

A first joint order for long-haul aircraft at Air France and KLM

In November 2011, within the framework of its fleet policy, Air France-KLM announced a joint order for 110 Airbus A350 and Boeing B787 aircraft (50 firm orders and 60 options), subject to the finalization of discussions with the manufacturers. This order is to replace, over the medium term, the 200/350-seater aircraft currently in the Group's fleet and, over the long term, support the growth in the Group's activity.

In late December 2011, the Group signed a contract with Boeing placing firm orders for 25 B787-9 aircraft with options on an additional 25. Negotiations with the Boeing B787-9 engine manufacturers are ongoing and should be concluded in 2013.

Regarding the Airbus A350s, discussions are also continuing and should be finalized in 2013.

2.7.1 The Air France group fleet

The Air France group fleet totalled 396 aircraft at December 31, 2012, of which 257 aircraft in the main fleet and 139 in the subsidiaries.

Firm orders amounted to 24 aircraft, of which 23 aircraft for Air France.

	Fleet at December 31, 2011	Aircraft entering the fleet over the period*	Aircraft withdrawn over the period	Fleet at December 31, 2012
Long-haul fleet	104	5	3	106
Medium-haul fleet (including Transavia France)	156	2	6	152
Cargo	7	-	-	7
Regional fleet	135	7	11	131
Total	402	14	20	396

* Deliveries, operating lease and financial lease.

The Air France fleet

The Air France fleet comprised 257 aircraft at December 31, 2012, with 248 in operation (259 and 254 respectively at December 31, 2011). The fleet includes 104 long-haul aircraft, 144 medium-haul aircraft and seven freighters. At December 31, 2012, the average age of the fleet was 9.7 years, with 9.2 years for the long-haul fleet, 10.2 years for the medium-haul fleet and 7.4 years for the cargo fleet. At December 31, 2011, the average age had been 9.3 years, with 9.1 years for the long-haul fleet, 9.6 for the medium-haul fleet and 6.3 years for the cargo fleet.

Within the fleet, 105 aircraft are fully owned (41%), 39 are under finance lease (15%) and 113 under operating lease (44%).

During the 2012 financial year, the company took delivery of three Boeing B777-300s, two Airbus A380s and two Airbus A320s. In parallel, two Boeing B747-400s, one Airbus A340-300, four Airbus A320s and two Airbus A319-20s were withdrawn from the fleet. Investment in flight equipment (including advance payments on orders, spare parts and ground-based maintenance operations) amounted to €703 million plus €175 million of non-monetary transactions, and disposals to €471 million, including €444 million of sale and leaseback transactions.



Activity

Fleet

The fleet of the regional subsidiaries and Transavia

The fleet of the regional subsidiaries is organized around four aircraft families: the Embraer family at Régional, the Bombardier family at Brit Air, the Fokker family at VLM and the Avro fleet operated by CityJet. At December 31, 2012, the total fleet of these four companies comprised 131 aircraft, with a seat capacity of up to 100, of which 118 in operation. The average age of the fleet in operation was 10.8 years at December 31, 2012: 7.8 years for the Brit Air fleet, 8.7 years for Régional, 13.9 years for CityJet and 23 years for the VLM fleet.

During the 2012 financial year, seven aircraft entered the regional fleet (five Embraer 170s at Régional and two CRJ 1000s at Brit Air) and

11 were withdrawn (four aircraft at both Brit Air and Régional, two at CityJet and one at VLM). Investment in flight equipment (including advance payments on orders, spare parts and ground-based maintenance operations) amounted to €30 million over the financial year and disposals to €9 million.

Eighty-one aircraft are fully owned (62%), 25 are under finance lease (19%) and 25 are under operating lease (19%). At December 31, 2012, the order book stood at one aircraft under firm order.

The Transavia France fleet comprises eight Boeing B737-800s, all in operation and under operating lease (eight aircraft at December 31, 2011). The average age of this fleet is 7.4 years.

2.7.2 The KLM group fleet

The KLM group fleet totalled 209 aircraft at December 31, 2012 (207 aircraft at December 31, 2011) of which 160 in the main fleet and

49 in the regional fleet. Firm orders stood at 19 aircraft, all of which are for KLM.

KLM group fleet	Fleet at December 31, 2011	Aircraft entering the fleet over the period*	Aircraft withdrawn over the period	Fleet at December 31, 2012
Long-haul fleet	63	5	2	66
Medium-haul fleet (including Transavia Netherlands)	81	1	2	80
Cargo (including Martinair)	15	-	1	14
Regional fleet	48	5	4	49
Total	207	11	9	209

* Deliveries, operating lease and financing lease.

The KLM fleet

The KLM fleet comprises 119 aircraft with 114 in operation. There are 66 long-haul aircraft, four freighters and 49 medium-haul aircraft. At December 31, 2012, the aircraft in the fleet had an average age of 9.5 years, with 11.7 years for the long-haul fleet, 6.7 years for the medium-haul fleet and 8.6 years for the cargo fleet. At December 31, 2011, the average age of the fleet had been 9.2 years, including 11.9 years for the long-haul fleet, 5.7 years for the medium-haul fleet and 7.5 years for the cargo fleet. Twenty-eight aircraft were fully owned (24%), 42 aircraft were under finance lease (35%) and 49 under operating lease (41%).

During the financial year, two Boeing B777-300s and three Airbus A330-300s joined the fleet while two MD11s and two Boeing B737-400 and 300s were withdrawn. Investment in flight equipment amounted to €361 million (including advance payments on orders, spare parts and ground-based maintenance operations) and disposals to €75 million including €49 million of sale and leaseback transactions.

The fleet of the subsidiaries

Other non-regional fleet

The Transavia Netherlands fleet comprised 31 aircraft, of which ten Boeing B737-700s and 21 Boeing B737-800s. Thirty-two per cent was under finance lease and 68% under operating lease. The average age of the aircraft in the fleet was 8.5 years. Sale and leasebacks stood at €36 million.

Martinair had a fleet of 10 freighters, of which six were in operation given the capacity reduction strategy in force within the cargo business. Three aircraft were fully owned (30%), two were under finance lease (20%) and five were under operating lease (50%). The average age of this fleet was 16.9 years.

Regional fleet

The KLM Cityhopper fleet comprised 49 aircraft, of which 48 were operational at December 31, 2012 as at December 31, 2011. The average age of the aircraft in operation in the regional fleet was 10.4 years. Twenty-seven aircraft were fully owned (55%), 13 were under finance lease (26%) and nine aircraft under operating lease (18%). Investment in flight equipment (including advance payments on orders, spare parts and ground-based maintenance operations) amounted to €99 million and disposals to €114 million, including €103 million in sale and leaseback transactions.

Air France fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
B747-400	3	-	1	+1	3	-3	7	-2	7	-2
B777-200/300	28	-1	9	+2	25	+2	62	+3	62	+3
A380-800	1	-1	3	+2	4	+1	8	+2	8	+2
A340-300	9	-1	3	+1	2	-1	14	-1	11	-4
A330-200	3	-	2	-	10	-	15	-	15	-
Long-haul	44	-3	18	+6	44	-1	106	+2	103	-1
B747-400	2	-	-	-	3	-	5	-	3	-
B777-F Cargo	2	-	-	-	-	-	2	-	2	-
Cargo	4	-	-	-	3	-	7	-	5	-
A321	6	-5	6	+5	13	-	25	-	25	-
A320	20	-3	3	-	36	+1	59	-2	56	-3
A319	20	-1	5	+1	17	-2	42	-2	41	-2
A318	11	-2	7	+2	-	-	18	-	18	-
Medium-haul	57	-11	21	+8	66	-1	144	-4	140	-5
Total	105	-14	39	+14	113	-2	257	-2	248	-6



Regional fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
<i>Brit Air</i>										
Canadair Jet 1000	13	+2	-	-	-	-	13	+2	13	+2
Canadair Jet 700	6	-	9	-	-	-	15	-	15	-
Canadair Jet 100	12	-	1	-	-	-	13	-	9	-4
4F100-100	-	-3	-	-	-	-1	-	-4	-	-
Total	31	-1	10	-	-	-1	41	-2	37	-2
<i>CityJet</i>										
AVRO RJ 85	11	-2	-	-	11	-	22	-2	19	-2
Total	11	-2	-	-	11	-	22	-2	19	-2
<i>Régional</i>										
EMB190	4	-	-	-	6	-	10	-	10	-
EMB170	8	-	2	-	6	+5	16	+5	16	+6
EMB145-EP/MP	11	+1	11	-1	1	-3	23	-3	23	-3
EMB135-ER	4	-	2	-1	-	-	6	-1	-	-4
Total	27	+1	15	-2	13	+2	55	+1	49	-1
<i>VLM Airlines</i>										
Fokker 50	12	-	-	-	1	-1	13	-1	13	-1
Total	12	-	-	-	1	-1	13	-1	13	-1
Total regional	81	-2	25	-2	25	-	131	-4	118	-7

Other fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
<i>Transavia France</i>										
B737-800	-	-	-	-	8	-	8	-	8	-
Total	-	-	-	-	8	-	8	-	8	-
Total Air France group	186	-16	64	+12	146	-2	396	-6	374	-13

KLM fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
B747-400	13	-	4	-	5	-	22	-	22	-
B777-300	-	-	7	+2	-	-	7	+2	7	+2
B777-200	-	-	6	-	9	-	15	-	15	-
MD11	7	-1	1	-1	-	-	8	-2	6	-4
A330-200	-	-	6	-	5	-	11	-	11	-
Long-haul	20	-1	24	+1	22	+3	66	+3	64	+1
B747-400	-	-	3	-	1	-	4	-	4	-
Cargo	-	-	3	-	1	-	4	-	4	-
B737-900	1	+1	1	-1	3	-	5	-	5	-
B737-800	4	-6	6	+3	13	+3	23	-	23	-
B737-700	-	-	8	-	10	-	18	-	18	-
B737-400	3	-1	-	-	-	-	3	-1	-	-
B737-300	-	-1	-	-	-	-	-	-1	-	-
Medium-haul	8	-7	15	+2	26	+3	49	-2	46	-
Total	28	-8	42	+3	49	+6	119	+1	114	+1

Regional fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
<i>KLM Cityhopper</i>										
F100	1	-4	-	-	-	-	1	-4	-	-5
F70	26	+3	-	-3	-	-	26	-	26	-
EMB 190	-	-	13	-	9	+5	22	+5	22	+5
Total	27	-1	13	-3	9	+5	49	+1	48	-



Activity

Fleet

Other fleet

Aircraft type	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
<i>Transavia</i>										
<i>Netherlands</i>										
B737-800	-	-2	5	+2	16	+1	21	+1	21	+1
B737-700	-	-	5	-	5	-	10	-	10	-
Total	-	-2	10	+2	21	+1	31	+1	31	+1
<i>Martinair</i>										
B747-400 BCF	-	-	-	-	3	-1	3	-1	0	-1
MD-11-CF	3	-	-	-	1	-	4	-	4	-
MD-11-F	-	-	2	-	1	-	3	-	2	-1
Total	3	-	2	-	5	-1	10	-1	6	-2
Total Other Fleet	3	-2	12	+2	26	-	41	-	37	-1
Total KLM group	58	-11	67	+2	84	+11	209	+2	199	-

Air France-KLM group fleet

	Owned		Finance lease		Operating lease		Total		In operation	
	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.	12/31/2012	YoY ch.
Total	244	-27	131	+14	230	+9	605	-4	573	-13

2.8 Highlights of the beginning of the 2013 financial year

There has been no significant change in the Group's financial or trading position since the end of the last financial year for which the reviewed or audited financial statements have been published.

The main highlights of the beginning of the 2013 financial year are as follows:

- ◆ On February 14, 2013, within the framework of the €150 million shareholder convertible loan for Alitalia, Air France-KLM accepted to subscribe an amount in line with its holding in the Italian company's share capital.
- ◆ On February 20, 2013, Air France signed a set of decisions with the three unions representing the cabin crew enabling the drafting of a new collective labor agreement organizing the productivity gains required within the framework of the Transform 2015 plan. This draft was submitted to a ballot of the members of the three unions who approved it. The final agreement was signed on March 15, 2013 and will come into force on April 1, 2013, the beginning of the Summer season.
- ◆ On March 20, 2013, Air France-KLM launched an issue of bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCEANEs) for an initial amount of €480 million, subsequently increased to €550 million. These bonds have a nominal value of €10.30 and mature on February 15, 2023. The annual coupon is 2.03% payable annually in arrears on February 15 of each year. The conversion/exchange ratio on the bonds is one new or existing Air France-KLM share per bond (See also Section 5 – *Investments and Financing*, page 140).
- ◆ On March 25, 2013, Jean-Cyril Spinetta announced his decision to step down as the Group's Chairman and Chief Executive Officer and Board director of Air France-KLM on July 1, 2013. On that date, Alexandre de Juniac will succeed Mr Spinetta and Frédéric Gagey will be appointed Chairman and Chief Executive Officer of Air France. Leo van Wijk will also step down as Air France-KLM's Deputy Chief Executive Officer on July 1, 2013 but will remain a Board director. Peter Hartman, who will be replaced by Camiel Eurlings as President and Chief Executive Officer of KLM on July 1, 2013, will be appointed Vice Chairman of the Air France-KLM Board of Directors.

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3

Risks and risk management

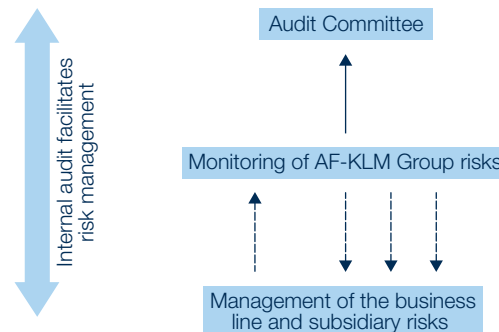
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3.1 Risk management process

The Air France-KLM group is exposed to the general risks associated with air transport and running a business, and has consequently implemented a system to identify and monitor risks. Strategic risk mapping and operating risk mapping processes have been established by all the relevant entities, supervised by internal audit. These risk maps are regularly updated and consolidated by subsidiary (Air France and KLM) and for the Air France-KLM group. Market risks (fuel, currencies and interest rates) are managed by the Risk Management Committee (See also *Market risks and their management*, page 83). Every three months, each Group entity updates the scope of its major operating risks including market risks by indicating the risk itself, the probability it will occur and its potential financial impact. These risks are discussed within the management teams with ownership of the risks. Both risks specific to each entity and transverse risks potentially affecting the whole Group are the subject of reporting. For each of the risks, the senior executives concerned at the level of the General Management are responsible for reviewing the measures implemented to manage them. On a quarterly basis, a presentation on the most significant operating and market risks is made by internal audit to the Executive Committee and the Audit Committee, together with the measures in place for their management. Within the framework of the process to establish the Air France-KLM group's strategy (Group Strategic Framework),

the Management evaluates the strategic risks (competition, economic growth, etc.) and determines the related action plans. These risks and action plans are the subject of a presentation and discussion during the yearly meeting of the Board of Directors devoted to the Group's strategy.



The risk management process complies with international regulatory standards including the European Union 8th Directive.

3.2 Risk factors and their management

3.2.1 Risks relating to the air transport activity

Risks linked to the situation of the air transport sector and to competition from other air and rail transport operators

While the growth forecasts for air transport demand remain positively oriented (+150% over the next two decades), the doubling in the fleet by 2030 (source *Boeing Current Market Outlook 2011*) could create a situation of overcapacity, leading to pressure on unit revenues.

The air transport industry is extremely competitive. The liberalization of the European market on April 1, 1997 and the ensuing increased competition between carriers has led to a reduction in tariffs. Furthermore, within the framework of the Open Skies agreement between the European Union and the United States, European airlines are authorized to operate flights to the United States from any European airport. While this agreement potentially opens the way to increased competition for Roissy-Charles de Gaulle and Amsterdam-Schiphol, it has also enabled Air France and KLM to extend their networks and strengthen cooperation within the SkyTeam alliance, particularly within the framework of the implementation of a trans-Atlantic joint-venture with their partners Delta and Alitalia.

On its short and medium-haul flights to and from France, the Netherlands and other European countries, the Group competes with alternative means of transportation. In particular, the high-speed TGV rail network in France competes directly with the Air France *Navette*, a shuttle service between Paris and the French regional capitals. Air France and KLM's flights to London are in direct competition with the Eurostar train service. An extension of high-speed rail networks in Europe is liable to have a negative impact on the Group's activity and financial results. Air France and KLM also face competition from low-cost airlines for some European point-to-point traffic and, between Europe and Asia, from the Gulf State airlines which are being granted new traffic rights by European governments.

In response to this competition, the Group has launched a restructuring of its medium-haul business while, in long-haul, it is developing partnerships. For example, the Group recently signed a code share agreement with the Gulf State airline Etihad (See also Section 2.2 – Strategy, page 42).

Risks linked to the seasonal nature of the air transport industry

The air transport industry is seasonal, with demand weakest during the winter and a higher probability of operational risks linked to bad weather during the winter months. Consequently, the operating results for the first and second halves of the financial year are not comparable.

Risks linked to the cyclical nature of the air transport industry

Local, regional and international economic conditions can have an impact on the Group's activities and, hence, its financial results. Periods of crisis or post-crisis, such as the one being traversed currently with an unstable economic environment, are liable to affect demand for transportation, both for tourism and business travel. Furthermore, during such periods, the Group may have to take delivery of new aircraft or be unable to sell unused aircraft under acceptable financial conditions.

Risks linked to terrorist attacks, the threat of attacks, geopolitical instability, epidemics and threats of epidemics

The terrorist attacks of September 11, 2001 in the United States had a major impact on the air transport sector. Airlines experienced falling revenues and rising costs notably due to the fall in demand and to higher insurance and security costs. Some aircraft also saw a decline in their value. The SARS epidemic resulted in a sharp fall in air traffic and revenues generated in Asia. In 2011, the geopolitical situation resulting from natural disasters occurring in Japan and political events (Arab and African countries) significantly impacted the company's operations to and from these regions:

- ♦ in terms of safety, the airlines in the Group comply with European and international regulations and submit regular reports to the competent authorities of the measures and procedures in place;
- ♦ the Group has also developed emergency plans and procedures enabling it to adapt to changing environments and ensure that it can respond effectively to different situations were an epidemic, geopolitical or other type of event to occur. The aim of these plans is the effective protection of passengers and staff, operational and service continuity, and the preservation of the long-term viability of the Group's businesses. These plans are regularly adjusted to take into account the lessons learnt from events experienced.

The occurrence of political instability, attacks, threat of an attack, military action, epidemic or perception that an epidemic could occur (e.g. Influenza A/H₁N₁) could have a negative impact on both the Group's passenger traffic, and thus its revenues, and on the level of operating expenses.

The Group has no hedging in place for operating losses but is insured for the consequences of an attack on one of its aircraft (See also *Insurance risks*, page 81).

Risks linked to changes in international, national or regional regulations and laws

Air transport activities remain highly regulated particularly with regard to the allocation of traffic rights for extra-community services and the



Risks and risk management

Risk factors and their management

conditions relating to operations (standards on safety, aircraft noise, CO₂ emissions, airport access and the allocation of time slots). Within this context, the EU institutions notably adopt regulations which may be restrictive for airlines and are liable to have a significant organizational and/or financial impact. The European Commission has published its White Paper entitled *Roadmap to a Single European Transport Area* which emphasizes the need to reduce the transport sector's impact on the environment while avoiding any unnecessary constraints on its development. In terms of its content, the main positive measure is the Commission's commitment to developing biofuels as well as the implementation of the Single European Sky. The White Paper also, however, envisages introducing a tax on air transportation, levying VAT on international flights, stepping up initiatives in the passenger rights area, pursuing a pro-active policy on rail development and reviewing the regulation governing the allocation of time slots on the European platforms. Any changes to regulations and legislation could increase the Group's operating expenses or reduce its revenues.

The Air France-KLM group actively defends its positions with the French and Dutch governments and European institutions directly or through industry bodies such as the Association of European Airlines (AEA) regarding both changes in European and national regulations and a reasonable and balanced allocation of traffic rights to non-European airlines.

Risks of loss of flight slots or lack of access to flight slots

Due to the saturation at major European airports, all air carriers must obtain flight slots, which are allocated in accordance with the terms and conditions defined in Regulation 95/93 issued by the EC Council of Ministers on January 18, 1993. Pursuant to this regulation, at least 80% of the flight slots held by air carriers must be used during the period for which they have been allocated. Unused slots will be lost by this carrier and transferred into a pool. The regulation does not provide for any exemptions for situations in which, due to a dramatic drop in traffic caused by exceptional events, air transport companies are required to reduce activity levels substantially and no longer use their flight slots at the required 80% level during the period in question. The European Commission can, however, decide to temporarily suspend Regulation 95/93 governing the loss of unused flight slots as was recently the case in 2009.

In 2010, the European coordinators accepted that the closure of the airspace following the volcanic eruption constituted, in respect of the community regulation, an exceptional circumstance justifying the suspension of the *use it or lose it* regulation at the relevant airports.

Any loss of flight slots or lack of access to flight slots due to airport saturation could have an impact in terms of market share, results or even development.

As a general rule, the Group manages this risk at the preventive and operational level. At the preventive level, two months before the beginning of a season, the Group analyzes the reductions to be considered for commercial reasons (holidays, long weekends and bank holidays, for example). As a result, so as to avoid the under-utilization of this portfolio of flight slots, it does not request the slots corresponding to these flights. At operational level, the Group uses

tools shared by the schedule regulation unit and by the operations control center which warn of any under-utilization risk (See also Section 6.7 – *Legislative and regulatory environment*, page 287).

Risks linked to the consumer compensation regulations

Within the European Union, passenger rights are defined by Regulation 261/2004 which came into force in 2005, applying to all flights, whether scheduled or not, departing from an airport located in a Member State of the European Union. This regulation establishes the common European rules for compensation and assistance on denied boarding, substantial delay, flight cancellation and class downgrading.

The ruling from the European Court of Justice on November 19, 2009 (known as the Sturgeon ruling) gives passengers experiencing delayed arrival at their final destination the same right to compensation as passengers whose flights are cancelled. They can thus invoke the right to compensation provided in article 7 of this ruling when they reach their final destination more than three hours after the scheduled arrival time.

At the request of IATA and three airlines (British Airways, easyJet and TUI) who challenged the application of this ruling by the UK Civil Aviation Authority, the UK High Court of Justice referred a number of questions back to the European Court of Justice which upheld the afore-mentioned Sturgeon ruling in October 2012.

Since 2004, in addition to the rulings from the European Court of Justice, there have been a number of events impacting the application of the Regulation. This is notably the case for the adoption of new regulations governing passenger rights in other forms of transportation.

Some events have highlighted the need to limit the responsibility of carriers in terms of the assistance and care due to passengers, but also the need to clarify a number of these fundamental rights, particularly those relating to the definition of so-called "extraordinary" circumstances.

Thus, consistent with its intention communicated in April 2011, the European Commission has drafted a proposed revision of the Regulation which is currently the subject of intra-departmental consultation, with a view to official publication in late February 2013.

The search for a better balance between the economics of the European air transport industry and a strengthening in passenger protections is likely to remain the Regulation's guiding principle. During the legislative process, however, the text could be made more severe by the European Parliament.

The lengthening of the thresholds triggering compensation or the limitation of assistance due to passengers in some circumstances may not be voted through while an obligation to set up information points with properly-qualified staff to identify immediate solutions to problems encountered by passengers, the monitoring of websites to put an end to alleged uncompetitive practices and the protection of passengers in the event of an airline going bankrupt could be included.

On this last point, since there is already insurance available on the market to cover this risk, the airlines and their representative associations are in favor of any information measure encouraging passengers to take out such policies.

The ever-stricter regulations applying to the European airlines, but only partially applicable to airlines of third-party countries, only increase the existing distortions to competition.

In the United States, the Regulation increasing US airline passenger protections came into effect on August 23, 2011, and its provisions are now in force.

The provisions of the Regulation mostly aim to strengthen the disclosure requirements, particularly in terms of advertised fares and baggage policies, but also cover the banning of any post-purchase price increases, the possibility of cancelling a reservation with no penalty for 24 hours after the reservation is made, notification of any changes in flight status and the policy on the carriage of baggage during journeys involving several carriers and sold as "Interlining".

On September 26, 2011, the US Department of Transportation also issued a Supplemental Notice of Proposed Rulemaking, proposing to require airline websites aimed at the US public and automated airport kiosks in the United States to be accessible to individuals with disabilities.

These US protections, aimed at strengthening passenger rights, cannot be compared with the European Regulation 261/2004 since they do not have the same reasoning, including as regards compensation. They provide for compensation for passengers involuntarily bumped off over-booked flights which is proportional to the price of the ticket and the final delay on arrival. Only the reimbursement of the ticket is mentioned in the event of flight cancellation or a major delay. On the other hand, in the event of flight cancellation or involuntary bumping of a passenger, the European regulation proposes a flat rate of compensation with no correlation to the ticket price or the delay on arrival.

The US regulations in terms of passenger rights apply to all airlines operating in the US territory and/or marketing flights to/from the United States which means that the Air France-KLM group is concerned by these new US protections.

IATA has collated some fifty national regulations in a database to be able to monitor changes more effectively.

Generally speaking, the industry is seeing ever-stricter regulations and, with each country having its own requirements in terms of consumer rights, the accumulation of stricter and increasingly-detailed provisions can sometimes prove contradictory or inconsistent. This is increasing the obligations of airlines, along with their costs and procedural risks.

The Air France-KLM group complies with the regulations in force on passenger assistance and compensation in the countries where it operates. However, in order to keep the effects of these regulations as far as possible within financially-bearable limits, the Group engages in lobbying, both directly and through the air transport industry's professional associations (IATA, AEA) of the national and European institutions to obtain reasonable obligations which create no competitive distortions (*See also Section 6.7 – Legislative and regulatory environment, page 286*).

Environmental legislation

The air transport industry is subject to numerous environmental regulations and laws governing areas such as aircraft noise and engine emissions, the use of hazardous substances and the treatment of waste products and contaminated sites. Over the last few years, the

national and European authorities have adopted various regulations notably regarding noise pollution and the performance of aircraft, introducing taxes on air transport companies and obligations for them to ensure the compliance of their operations.

The aviation sector is now included in the European Union Emissions Trading System (EU-ETS) pursuant to European Directive no.2008/101/EC of November 19, 2008, in force since January 1, 2012.

The principle of the European Emissions Trading System consists of setting an annual budget of quotas or CO₂ emission rights (key figure: one ton of fuel burned = 3.15 tons of CO₂ emitted), with each relevant company then being allocated a number of personalized quotas (one quota corresponding to one ton of CO₂). At the end of each year, companies must return an amount of emission allowances that is equivalent to the tons of CO₂ they have emitted in that year. Depending on their emissions, they can also purchase or sell quotas (exchangeable quotas). For the aviation sector, the free quotas were distributed to each operator on a pro rata basis based on their revenue ton-kilometers (RTK) generated in 2010. In 2010, for the first time, air transport operators were thus required to declare their CO₂ emissions together with their traffic data (revenue ton-kilometers). On the basis of these declarations, the Air France-KLM group obtained some 23 million free annual quotas for the 2012-2020 period.

The European Directive applies to all European and non-European airlines flying into and out of the European Economic Space, something which has raised strong opposition from non-European countries and their airlines. This unilateral approach has been contested by third-party countries since its inception and this confrontational situation has resulted in continued uncertainty even after the coming into force of the Directive.

However, consistent with the proposals for an overall sector approach supported by the air transport industry, a global response looks to be taking shape under the aegis of the United Nations with the adoption of an International Civil Aviation Organization resolution during its meeting in October 2010. The ICAO has committed to submitting an overall approach for the aviation sector to its triennial Assembly in the autumn of 2013. A working group of 17 high-level representatives of the Member States was set up in early November 2012 to accelerate the work on this.

Given the progress on the negotiations within the ICAO and to encourage their conclusion, the European Union suspended the application of its CO₂ Emissions Trading System for flights to and from non-European airports for 2012 although the Directive remains fully applicable for 2013 ahead of the outcome of the ICAO Assembly in October 2013. In 2012, operators could choose between compliance over the initial scope or over the reduced scope of intra-European flights. In the latter case, operators will firstly have to return the free quotas for 2012 relating to intercontinental activities and secondly reconstitute a number of permits equivalent to their intra-European flights before April 30, 2013 as planned. Air France-KLM opted for compliance in medium haul and its exposure is thus reduced for 2012.

As a result, the Air France-KLM group passed an €11 million provision for 2012, linked to the application of the Emission Trading System limited to intra-European flights and at a carbon price per ton which declined from €7 in late 2011 to €5 at the end of 2012. Given the low level of the carbon ton price, a draft European Regulation is in the discussion process aimed mainly at the suspension of the carbon



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credit auction system which would effectively see the offer dry up and thus increase the price of a ton of carbon.

Furthermore, the Air France-KLM group is committed to exploring all avenues which could reduce its fuel consumption and carbon emissions:

- ◆ at its own initiative: modernization of the fleet and engines, improved fuel management, fuel savings plan, reduction in weight carried, improved operating procedures;
- ◆ in cooperation with the authorities: SESAR project (Single European Sky, optimization of traffic control), operating procedures. The Group supports and calls for research into the development and use of new more environmentally-friendly fuels (biofuels).

Lastly, the Group has implemented a futures-based hedging strategy to cover carbon credit risk. At December 31, 2012, the value of the derivatives portfolio amounted to a negative €10 million.

The Group also acts with the relevant national, European and international authorities and bodies (EU, DGAC, French Ministry of Ecology, Energy and Sustainable Development) and participates in the work of the airline industry (AEA, ICAO, IATA) to promote effective solutions for the environment which are also balanced in terms of competition.

Risks linked to the oil price

The fuel bill is the second largest cost item for airlines meaning that oil price volatility represents a risk for the air transport industry. A sharp increase in the oil price, such as seen since early 2011, can have a negative impact on the profitability of airlines, particularly if the economic environment does not enable them to adjust their pricing strategies by introducing new fuel surcharges or if they are unable to implement effective hedging strategies.

Lastly, for the European airlines, any appreciation in the dollar relative to the euro results in an increased fuel bill (*See also Section 2 – Market and environment, page 34*).

The Air France-KLM group has a policy in place to manage this risk (*See also Market risks, page 83*). The Group also makes a consistent effort to reduce its fuel consumption and is developing a series of procedures and innovative solutions enabling fuel consumption to be optimized.

Operating risks

Natural phenomena leading to exceptional circumstances

Air transportation depends on meteorological conditions and can be affected by other natural phenomena (earthquakes, volcanic eruptions, floods, etc.) which can lead to operational disruption such as flight cancellations, delays and diversions. Generally speaking, the duration of such adverse natural events tends to be short and their geographical range limited but they may require the temporary closure of an airport or airspace. They can, however, involve significant financial costs (repatriation and passenger accommodation, schedule modifications, diversions, etc.). On the other hand, the closure of an airspace lasting several days as was the case in April 2010 in Europe following the

eruption of an Icelandic volcano has very major commercial, human and financial consequences for the airlines and their passengers. Similarly, the bad weather in late 2010 at a number of European airports had significant operational and financial repercussions for the activity of the Air France-KLM group given the regulations requiring the company to assist passengers in the European Union territory.

Within this context, the Air France-KLM group is lobbying, either directly or through representative bodies, both the French and European authorities to develop robust crisis management tools and, secondly, to obtain an adjustment in the regulation regarding the company's responsibilities vis-à-vis passengers in such exceptional circumstances.

With its partners, the Group has deployed procedures aimed at guaranteeing its services as far as possible and also minimizing the consequences of such situations for its customers. The Group has no hedging in place for operating losses.

Airline accident risk

Accident risk is inherent to air transportation which is why airline activities (passenger and cargo transportation, aircraft maintenance) are heavily regulated by a series of European regulatory procedures, transposed into French law. Compliance with these regulations governs whether an airline is awarded the CTA (Certificate of Air Transport) which is valid for three years.

The national civil aviation authority carries out a series of checks on a continuous basis covering notably the:

- ◆ designation of a senior executive and managers responsible for the principal operating functions;
- ◆ appropriate organization of flight, ground, cargo and maintenance operations;
- ◆ deployment of a Safety Management System;
- ◆ implementation of a quality system.

In addition to this regulatory framework, the IATA member airlines have defined and comply with the IATA Operational Safety Audit certification which is renewed every two years.

At Air France, the Independent Safety Review Team, created in September 2009, produced its final report in January 2011, formulating 35 recommendations covering the organization and operating modes with an impact on flight safety. Given its commitment to the highest possible standards of flight safety, the company immediately implemented these recommendations. The Flight Safety Committee within the Air France Board of Directors thus meets every quarter to analyze the flight safety indicators for the Air France group. The results of the in-flight observations campaign, the LOSA (Line Operations Safety Audit), a practice already used by other airlines in the United States, Asia and Australia, were presented in December 2011 and are the subject of an action plan which forms part of the ongoing process to improve safety.

The implementation process for the Safety Management System, launched in 2009, was completed by January 1, 2011 pursuant to the decree of December 22, 2008. This system has four pillars: Policy and Objectives, Safety Risk Management, Safety Assurance and Safety Promotion which have all been deployed across the operating divisions. On this occasion, the Corporate Safety Policy – a priority for the Air France group – was reaffirmed and the members of the Executive Committee made a personal commitment to implementing



an “equitable” management policy aimed at reinforcing the functioning of the feedback system, a key element of any safety policy. Safety Management System training modules, adapted to each user group, are currently deployed in all areas of the company.

Although it is not subject to the same regulatory requirements, KLM deploys a similar approach to that of Air France.

The materialization of this risk could have an impact on the Group's reputation and legal or financial consequences. This risk is covered by the aviation insurance policy (See also *Insurance risk*, page 81).

Risk of food poisoning

The in-flight service policy provides for food to be served to passengers during most long and medium-haul flights. These meals are prepared in dedicated airline-catering facilities belonging either to the Group's airline catering entities or to independent service providers. However, as with all food preparation, there is a risk of food poisoning. The materialization of this risk could have a reputational, legal or financial impact.

To limit any potential damage to its reputation arising from the materialization of this risk, the Air France-KLM group has taken preventive measures requiring suppliers, whether internal or external, to contractually guarantee the respect of regulatory obligations (granting of the relevant approvals, traceability, ISO 9001 Quality Management certification, etc.). Furthermore, bacteriological analyses based on random sampling carried out by approved laboratories and audits of compliance are regularly conducted at service provider premises.

This risk is covered by the aviation insurance policy (See also *Insurance risks*, page 81).

Risks of air navigation constraints in Europe

Given its still-fragmented, national nature, the organization of European air navigation does not always enable the optimization of flows with the lowest-possible environmental footprint. This has consequences for the airlines in terms of costs and efficiency.

The European airlines continue to lobby the national and European authorities regarding the establishment of an effective air navigation management system in Europe, rapidly and at a reasonable cost, which would increase safety and the capacity of the air space and airports while reducing the environmental impact.

3.2.2 Risks linked to the Group's activity

Risk of failure of a critical IT system, IT risks and cyber criminality

The IT and telecommunications systems are of primordial importance when it comes to the Air France-KLM group's day-to-day operations. They comprise the IT applications in the operating centers which are used through the networking of tens of thousands of terminals (micro-computers, mobile systems, automated airport kiosks, etc.)

The IT systems and the information they contain may be exposed to risks concerning continuity of functioning, data security and regulatory compliance. These risks have diverse origins both inside and outside the Group. The materialization of one of these risks could have an impact on the Group's activity, reputation, revenues and costs, and thus its results.

The Air France-KLM group monitors the secure functioning of the IT systems on a permanent basis. Dedicated help centers and redundant networks guarantee the availability and accessibility of data and IT processing in the event of major incidents.

The Group's IT division implements security rules aimed at reducing the risks linked to new technologies, particularly mobile data terminals. The access controls to IT applications and to the computer files at each work station together with the control over the data exchanged outside the company all comply with rules in line with international standards. Campaigns to raise the awareness of all staff to the potential threats and encourage best practices are regularly carried out. Specialized companies, external auditors and internal audit regularly evaluate the effectiveness of the solutions in place.

Data security is a priority for the Air France-KLM group, particularly the protection of data of a personal nature pursuant to the laws and regulations requiring strict confidentiality. Specialists within each company ensure that the processing of personal information complies with the relevant legislation (IT and Data Protection Officer within Air France and Privacy Officers within KLM).

The risk of damage to the IT facilities is covered by an insurance policy but not the risk of the operating losses that such damage might entail.

As with any business making extensive use of modern communication and IT data processing technologies, the Group is exposed to threats of cyber criminality.

To protect itself against this risk, the Group deploys substantial resources aimed at ensuring business continuity, data protection, the security of personal information pursuant to law, and the safeguarding of at-risk tangible and intangible assets.

Risks linked to non-respect of the competition rules

Cases of non-respect of the competition rules can have an impact on the Group's reputation, together with legal and financial repercussions.

Following the inquiries conducted by the anti-trust authorities in a number of States concerning alleged anti-competitive agreements or concerted actions involving 25 companies in the air freight sector including the Air France-KLM group, Air France-KLM has reinforced its procedures to prevent any breach of competition law. Since 2007, Air France-KLM has developed its policy to prevent anti-competitive practices by circulating the Air France and KLM *Manual Relating to the Application of the Competition Rules* which is available in three languages. This Manual was updated at the end of 2010 and is available to all employees.

A number of other prevention-based tools are available to the Group's employees including a hotline dedicated to competition law. In late 2010, a second online training module on the application of the



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competition rules was introduced to supplement the first module created in 2008. Having followed this training and passed an evaluation test, employees sign an individual declaration promising to respect the competition rules applying to their function.

Risks linked to the regulatory authorities' inquiry into the commercial cooperation agreements between carriers

Alliance operations and commercial cooperation are subject to the competition legislation in force. The airlines are required, particularly in Europe, to ensure that their operations comply in full with the applicable competition rules. At any time, the European Commission also has the right to open inquiries into any cases of cooperation it considers of interest to the European Community. In January 2012, the Directorate General for Competition announced the closure of the inquiry dating back nearly a decade concerning the SkyTeam alliance, together with the opening of a new procedure concerning only the members of the trans-Atlantic joint-venture (Air France-KLM, Delta, Alitalia) and limited to some routes.

The European Commission is thus adopting a consistent approach by successively examining the effects on the European market of the three existing trans-Atlantic joint-ventures. This new procedure does not call into question the continued implementation of the company's cooperation with partners on the trans-Atlantic routes. For their part, the US authorities have already published their conclusions, recognizing the benefits for competition of this joint-venture. In this regard, the joint-venture between Air-France-KLM, Delta and Alitalia has benefited from antitrust immunity (ATI) out of the United States since 2008.

The parties in the joint-venture are continuing their discussions with the DG Competition. In the event that the European Commission were to maintain its position, Air France-KLM and its partners could be required to make a number of concessions, notably in making slots available to competitor airlines at some airports.

Risks linked to commitments made by Air France and KLM to the European Commission

For the European Commission to authorize Air France's business combination with KLM, Air France and KLM had to make number of commitments, notably with regard to the possibility of making landing and takeoff slots available to competitors at certain airports. The fulfilment of these commitments should not have a material negative impact on the activities of Air France and KLM. Note that no request for slots has, to date, been made.

Risks linked to the implementation of the three-year Transform 2015 plan

(See also Section 2.2 – Strategy, page 42)

Within the framework of the priorities set by the Air France-KLM Board of Directors on November 9, 2011, the Group has implemented a three-year plan to enable the generation of €2 billion of free cash flow to reduce its debt. The achievement of this target largely depends on the improved productivity of all employee categories and a series of action plans.

In 2012, negotiations with the organizations representing the Air France employees enabled the definition of a new collective labor agreement framework with Flight Deck Crew and Ground Staff. Concerning Cabin Crew, the negotiations resulted in a pre-agreement in February 2013 followed by an agreement in March 2013 (See also Section 2.8 – Highlights of the beginning of the 2013 financial year, page 71). Within KLM, new collective labor agreements have been signed for a three-year period.

Furthermore, the Group has undertaken the restructuring of its heavily-loss making medium-haul business together with measures aimed at winning back customers.

Any strike or stoppage of work linked to the implementation of these new working conditions could have a negative impact on the Group's activity, financial results and reputation. Furthermore, the ultimate terms and conditions of these collective agreements and the measures taken within the framework of the restructuring of some of its activities could prove insufficient to achieve the objectives set.

Risk linked to pension plans

In December of each year, the Dutch Central Bank indicates the parameters to be used to calculate the solvency levels of the funds. As a function of the results of these regulatory calculations, the company is required to submit to the Central Bank a plan to return to the required level of solvency. Such plans comprise commitments from the company and temporary or structural proposals from the Board of Directors of the fund. For example, the company may commit to increasing its contribution and the Board of Directors of the fund may recommend the temporary suspension of the inflation-indexing on current and future benefits.

The Group's main commitments in terms of defined benefit schemes are the three KLM pension funds for ground staff, cabin crew and flight deck crew based in the Netherlands.

At the end of December 2012, the regulatory solvency levels of the three KLM funds were calculated and, based on the results obtained, the company's contribution should not see a significant increase in 2013.

The potential risks fall into three categories:

- ◆ Firstly, given the revised IAS 19 applicable as of January 1, 2013, the Group is exposed to changes in external financial parameters (discount rate, future inflation rate) which could lead to fluctuation in the results and stockholders' equity with no impact on cash. The

changes in pension obligations together with the level of plan assets linked to changes in actuarial assumptions will be recognized in stockholders' equity and will never be taken against profit and loss. The current calculations lead to the three KLM pension funds figuring as an asset in the balance sheet, the assets in the funds being higher than the value of the liabilities.

In the financial statements, the potential volatility is explained in the *Accounting policies on provisions for pensions and other employee benefits* paragraph and in Note 30.1 Employee Benefits to the consolidated financial statements.

- ◆ Secondly, if the solvency levels in application of the Dutch regulation fall below the required thresholds, based on the current financing agreements KLM could be required to make additional payments. The period during which these additional contributions are made could last anything between one and 15 years depending on the deficit relative to the required solvency threshold. For 2013, this additional payment risk is mitigated by the improvement in solvency levels noted since December 31, 2012.
- ◆ Thirdly, the European Union could establish, based on a recommendation from the European Insurance and Occupational Pensions Authority (*Autorité des assurances et des fonds de pension du travail* - EIOPA), a new Directive for pension institutions (IORP) requiring pension funds to again increase their reserves. This would impact, in particular, defined benefit plans like those of KLM in the Netherlands.

The impacts of the revised IAS 19 on retirement benefit obligations are presented in Note 4.1.2 to the consolidated financial statements. The sensitivity analysis regarding the change in the rate of return on the pension plan assets is presented in Note 30.1 to the consolidated financial statements.

Risks linked to the use of third-party services

The Group's activities depend on services provided by third parties, particularly air traffic controllers and public security officers. Furthermore, the Group increasingly uses sub-contractors over which it does not have direct control. Any interruption in the activities of these third parties (as a result of a series of strikes), or any increase in taxes or the price of the services concerned could have a negative impact on the Group's activity and financial results or damage its reputation.

To secure supplies of goods and services, the contracts signed with third parties provide, whenever possible, for service quality and responsibility clauses. In some cases, sustainable development partnerships are signed with suppliers. Furthermore, business continuity plans are developed by the Group's different operating entities to ensure the long-term viability of the operations through alternative arrangements.

Risks of competition from aircraft, engine and component manufacturers in maintenance

Aircraft, engine and component manufacturers are looking to reinforce their positioning in the maintenance market through a policy of generating value from their intellectual property, notably based on the marketing of licences.

For its part, the Air France-KLM Group plans to defend a multi-product offering in a competitive market, thereby enabling airlines to hold down their maintenance costs.

3.2.3 Legal risks and risks of legal arbitration proceedings

Within the normal exercise of their activities, the company and its subsidiaries are involved in disputes which may give rise to provisions in the consolidated accounts and information in the notes regarding potential liabilities (See also Section 5 – Notes 30.3 and 30.5, pages 207 and 208).

3.2.4 Insurance risks

Since December 1, 2004, Air France and KLM have pooled their airline risks on the insurance market in order to capitalize on the scale effect. There are no material risks within the Air France-KLM group that are not insured. The Group has no air transportation operating insurance.

Insurance policies taken out by Air France

In connection with its air transport activities, Air France has taken out an airline insurance policy on behalf of itself and its French and European airline subsidiaries, covering accidental or incidental damage to aircraft and the resulting costs, liability in relation to passengers and general liability to third parties in connection with its activity.

In accordance with French legislation, this policy was taken out with Axa, a leading French underwriter and with co-insurers with international reputations.

The policy covers the civil liability of Air France for up to \$2.2 billion as well as specific cover against terrorist acts for damage caused to third parties for up to \$1 billion and \$1.2 billion for the operation of the Airbus A380s.

Additionally, Air France participates in the payment of claims for damage to its aircraft through a captive reinsurance company whose maximum liability is limited to \$2.5 million annually.

Lastly, within the framework of its risk management and financing policy designed to ensure its activities, employees and assets are better safeguarded, Air France has taken out a number of policies to insure its industrial sites in the event of material damage and, consequently, loss of income, and its property portfolio and activities ancillary to air transportation, with different levels of cover depending on the guarantees available on the market and on the quantification of risks that can reasonably be anticipated.

Air France has also taken out a number of specific or local policies in order to comply with the regulations in force in the countries in which it has a representative office.



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Insurance policies taken out by KLM

KLM has taken out an airline insurance policy to cover its operational risks on behalf of itself, its subsidiaries and Kenya Airways Ltd to cover damage to aircraft, liability with regard to passengers and general third-party liability in connection with its activity. It covers KLM's civil liability for up to \$2.2 billion and also includes specific cover against terrorist acts for damage caused to third parties for up to \$1 billion.

In addition, KLM participates in the payment of claims for damage to its aircraft through a Protected Cell Company (PCC) whose maximum liability is limited to \$3.6 million annually.

Lastly, within the framework of its risk management and financing policy designed to ensure its activities, employees and assets are better safeguarded, KLM has taken out a number of policies to insure its industrial sites in the event of material damage and, consequently, loss of income, and its property portfolio and activities ancillary to air transportation, with different levels of cover depending on the guarantees available on the market and on the quantification of risks that can reasonably be anticipated.



3.3 Market risks and their management

3.3.1 Organization of the Air France-KLM group

The aim of the Air France-KLM group's risk management strategy is to reduce its exposure to these risks and their volatility. Market risk coordination and management is the responsibility of the Risk Management Committee (RMC) which comprises the Chairman and Chief Executive Officer of Air France-KLM, the Chairman and Chief Executive Officer and Chief Financial Officer of Air France and the President and Chief Financial Officer of KLM.

The RMC meets each quarter to review Group reporting of the risks relating to the fuel price, the principal currency exchange rates, interest rates and counterparties and to decide on the hedging to be implemented: targets for hedging ratios, the time periods for the respect of these targets and, potentially, the types of hedging instrument to be prioritized. The decisions taken by the RMC are formalized then implemented by the cash management and fuel purchasing departments within each company, in compliance with the procedures governing the delegation of powers. Each company centralizes the management of the market risks of its subsidiaries.

Regular meetings are organized between the Fuel Purchasing and Cash Management departments of the two companies on the hedging instruments used, strategies planned and counterparties. In order to implement the strategy most appropriate to each circumstance, any type of instrument may be used so long as it qualifies as hedging within IFRS. Any exception to this rule must be approved by the Risk Management Committee. As a general rule, no trading or speculation is allowed.

The Cash Management departments of each company circulate information daily on the level of cash and cash equivalents to their respective General Managements. The level of the Air France-KLM's consolidated cash is communicated every week and at the end of the month to the Group's General Management.

Every month, a detailed report including, amongst other information, the interest rate and currency positions, the portfolio of hedging instruments, a summary of investments and financing by currency and the monitoring of risk by counterparty is sent to the General Managements.

The policy on fuel hedging is the responsibility of the fuel purchasing departments which are also in charge of purchasing fuel for physical

delivery. The General Managements receive a weekly fuel report, mainly covering the transactions carried out during the week, the valuation of all the positions, the percentages hedged as well as the breakdown of instruments and underlyings used, the average hedge levels and the resulting net prices. All this data covers a rolling 24 months. Furthermore, a weekly Air France-KLM group report (known as the GEC report) consolidates the figures from the two companies relating to fuel hedging and carries out a budget update.

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Currency risk

Most of the Air France-KLM group's revenues are generated in euros. However, because of its international activities, the Group incurs a currency risk. The management of the currency risk for the subsidiaries of the two companies is centralized by each company.

The principal exposure relates to the US dollar. Since expenditure on items such as fuel, aircraft operating leases and components exceeds the amount of revenues in dollars, the Group is a net buyer of US dollars, which means that any significant appreciation in the dollar against the euro could result in a negative impact on the Group's activity and financial results.

Conversely, Air France-KLM is a net seller of other currencies, the level of revenues in these currencies exceeding its expenditure. This exposure is far less significant than with the US dollar and the risks principally concern Sterling and the Yen. As a result, any significant decline in these currencies against the euro would have a negative effect on the Group's financial results.

The management of the Group's exchange rate risk is carried out on the basis of the forecast net exposure for each currency. Currencies which are highly correlated to the US dollar are aggregated with the US dollar exposure.

Operational exposure

For each currency hedged, the time span of the hedging is a rolling 24-month period, the first four quarters having more hedging than the following four. The RMC sets the hedging targets for the dollar, sterling and the yen.



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2013 operational exposure <i>(In millions of currencies at December 31, 2012)</i>	US Dollar	Sterling	Yen
Net position before hedging	(4,814)	668	66,135
Currency hedge	2,856	(201)	(34,150)
Net position after hedging	(1,958)	467	31,958

For 2013, the maximum impact on income before tax of a 10% currency variation relative to the euro is shown in the following table. These results cannot be extrapolated due to the use of option-based contracts.

<i>(In € million)</i>	US Dollar	Sterling	Yen
10% increase relative to the euro	(139)	59	29
10% fall relative to the euro	125	(52)	(17)

Investment exposure

Aircraft and spare parts are purchased in US dollars, meaning that the Group is exposed to an appreciation in the dollar relative to the euro in terms of its investment in flight equipment.

The hedging strategy provides for the implementation of a graduated level of hedging between the date aircraft are ordered and their delivery.

The net investments figuring in the table below reflect the contractual commitments at December 31, 2012.

<i>(In US\$ million)</i>	2013	2014	2015	2016
Investments	(574)	(587)	(580)	(466)
Currency hedge	533	452	285	136
Hedge ratio	93%	77%	49%	29%

Exposure on the debt

The exchange rate risk on the debt is limited. At December 31, 2012, 87% of the Group's gross debt, after taking into account derivative instruments, was euro-denominated, thereby significantly reducing the risk of currency fluctuation on the debt. The exchange rate risk on debt denominated in other currencies mostly concerns the yen (6%), the dollar (4%) and the Swiss franc (3%).

Interest rate risk

At both Air France and KLM, debt is generally contracted in floating-rate instruments. However, given the level of interest rates, Air France and KLM have used swap strategies involving the use of derivatives to convert a significant proportion of their floating-rate debt into fixed

rates in order to limit its volatility. After swaps, the Air France-KLM group's debt contracted at fixed rates represents 71% of the overall total. The average cost of the Group's debt after swaps stood at 3.69% at December 31, 2012 (3.80% at December 31, 2011).

Exposure to interest rates <i>(In € million at December 31, 2012)</i>	
Financial assets at floating rates	3,834
Financial liabilities at floating rates	5,351
Net exposure before hedging	1,517
Hedging	(2,099)
Net exposure after hedging	(582)

The Group's net interest rate exposure amounts to €582 million. A 1% rise in interest rates over twelve months would have a positive impact of €5.8 million.

Fuel price risk

Risks linked to the jet fuel price are hedged within the framework of a hedging strategy defined by the RMC for the whole of the Air France-KLM group.

The hedging strategy, approved by the Board of Directors, sets the time span of the hedges at two years (a rolling 24 months) and the target hedging ratio at 60%. The underlyings can be Brent, which is preferred due to the level of forward prices and liquidity, or middle distillates (fuel oil and jet fuel) enabling the core risk to be hedged but at a higher cost. Furthermore, the hedging is based on the use of simple instruments that are either un-capped (collars, swaps, calls, etc.) or capped (four ways, call spread, etc.). These hedging instruments must also be compatible with IAS 39.

Within the framework of a dynamic approach, the Group has implemented the monitoring of indicators capping the potential maximum loss and the potential maximum gain (value of the portfolio prompting its restructuring). Lastly, an indicator enabling the extreme risk of the portfolio to be measured has been deployed. The level of this *value at risk* indicator is calculated and analyzed every week and may also trigger a restructuring of the portfolio.

At January 1, 2013, the Air France-KLM group's fuel exposure, based on futures prices at December 31, 2012 (\$106.94 a barrel for 2013 and \$101.97 a barrel for 2014), was as follows:

(In US\$ million)	2013	2014
Gross expenditure before hedging	9,559	9,461
Hedge percentage	62%	23%
Gain on hedging	90	37
Net expenditure	9,469	9,424

Based on the forward curve at December 31, 2012, an increase of \$10 per barrel over 2013 would give an average price of \$116.94 per barrel and would lead to a \$570 million increase in the fuel bill after hedging i.e. a total fuel bill of \$10.04 billion for the Air France-KLM group. Symmetrically, a fall of \$10 per barrel over 2013 would give an average price of \$96.94 per barrel and lead to a \$639 million reduction in the fuel bill after hedging, i.e. an expense of \$8.83 billion in 2013.

Counterparty risk

The Group applies rules for managing counterparty risk under the authority of the RMC which reviews the Group's counterparty portfolio quarterly and, if necessary, issues new guidelines.

Except in the event of express dispensation from the RMC, counterparties must benefit from a minimum rating of A- (S&P) with the exception of mutual funds where the risk is considered negligible. The maximum commitments by counterparty are determined based on the quality of their ratings. The RMC also monitors the trend in the respective proportion each counterparty represents of the overall hedging portfolio (fuel, currency and interest rate). The positions of both Air France and KLM, together with those of the holding company, are taken into account in the assessment of the overall exposure. A monthly report is established and circulated to the members of the General Management in the two companies. It is supplemented by real-time information in the event of any real risk of a rating downgrade for counterparties.

Equity risk

Air France and KLM cash resources are not directly invested in the equity market or in equity mutual funds. However, at December 31, 2012, Air France-KLM directly or indirectly held a portfolio of shares in listed companies worth a net €704 million, principally comprising Amadeus shares valued at €659 million as of December 31, 2012. The Group is mainly exposed to the risk of fluctuation in the value of Amadeus shares. As a result, in November 2012, Air France-KLM entered into a hedging transaction with Société Générale to protect the value of 12,000,000 Amadeus shares, or one third of its shareholding. An overall variation of 1% in the unhedged portion of the shareholding would represent a risk of €4.3 million.

Liquidity risk

At December 31, 2012, Air France had an undrawn, fully-available credit facility of €1.06 billion, negotiated with an expanded pool of 15 banks. This credit facility matures on April 4, 2016.

This credit facility is subject to the Air France group respecting the following financial covenants:

- ♦ EBITDAR must amount to more than 2.5 times net interest charges added to one third of operating lease payments;
- ♦ non-current assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured net debts.

These ratios are calculated every six months and define certain conditions for the interest payments on the loan. They were respected at December 31, 2012.



Risks and risk management

Market risks and their management

KLM has a fully-available €540 million credit facility maturing in July 2016, negotiated with a consortium of international banks.

This credit facility is subject to the KLM group respecting the following financial covenants:

- ◆ EBITDAR must amount to more than 2.5 times net interest charges added to one third of operating lease payments;
- ◆ non-current assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured net debts.

These ratios are calculated every six months and were respected at December 31, 2012.

For its part, in October 2007, the Air France-KLM holding company put in place a €250 million ten-year financing facility, undrawn at December 31, 2012. This credit facility is reduced by €50 million per year as of October 2013.

This credit facility is subject to the Air France-KLM group respecting the following financial covenants:

- ◆ net interest charges added to one third of operating lease payments must not represent more than two-thirds of EBITDAR;
- ◆ non-current assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured net debts.

These ratios are calculated every six months and were respected at December 31, 2012.

Given the conditions for access to the financial market for its two principal subsidiaries, Air France and KLM, cash resources of €3.9 billion at December 31, 2012 and the available credit facilities (a total of €1.85 billion), the Group considers that it incurs no liquidity risk. It does, however, closely monitor its cash flows and the structure of its traditionally negative working capital requirement. Note that the Group has granted €628 million of pledges to financial institutions in respect of the guarantee given to the European Union on the anti-trust litigation and the swap contract signed with Natixis on the OCÉANE 2005.

Financing risks

Financing strategy

The two subsidiaries are responsible for their own financing policies. This strategy effectively enables the individual companies to take full advantage of their relationships with partner banks. Furthermore, this segmentation enables the different companies in the Group to benefit, if applicable, from export credit financing. This does not stop the two companies exchanging information on their financing strategies and the type of operations planned.

In view of its investment program, particularly in the fleet, the Air France-KLM group plans to be active in the financing market. Since the current conditions in the financial markets do not call into question the access to long-term financing for aircraft, the Group plans to finance new aircraft using collateralized debt and to refinance some unsecured assets (aircraft and real estate). These financing or refinancing operations will, as usual, be the subject of requests for proposals. Furthermore, the Group already has commitments from

the export credit agencies to support the financing of a number of aircraft deliveries.

In anticipation of the application of the Basel III prudential standards and in view of the deterioration in their results, the European banks are expected to rein in their balance sheets in future years and consequently reduce the volume of lending offered to businesses. This risk is higher for US dollar-denominated financing.

The Group plans to contend with this risk by adapting its financing strategy:

- ◆ the proportion of the credit portfolio contributed by the four French banks which are major players in asset financing represents less than 20% of the Air France-KLM group's gross debt;
- ◆ financing, including aircraft financing, is mostly euro-denominated;
- ◆ the number of banking counterparties remains high, with particular attention given to establishing long-term relationships with Asian financing institutions which will not be subject to the same prudential ratios.

Air France group

The Air France group prioritizes long-term resources for its investment by financing new aircraft with conventional bank debt (mostly secured by these assets) and, since 2008, by export credit for its Régional and Brit Air subsidiaries.

It has also diversified the sources of its principally bank funding through the securitization of flight equipment in 2003, by issuing bonds convertible into new or existing shares (OCÉANE), by issuing plain vanilla bonds and, more recently, contracting debt secured with Asian financial institutions.

KLM group

To finance its aircraft, KLM is able to access the export credit system, which enables the company to take advantage of guarantees from the leading export credit agencies for financing Boeing aircraft in the US and Airbus aircraft in Europe. KLM has also concluded several financing deals in the banking market for the refinancing of existing aircraft.

Air France-KLM holding company

The Air France-KLM holding company has realized three bond issues, with its subsidiaries Air France and KLM as guarantors, raising €661 million of convertible bonds with a six-year maturity in June 2009, €700 million of plain vanilla bonds in October 2009 maturing in October 2016 and, in December 2012, €500 million of plain vanilla bonds maturing in 2018.

Investment risks

The cash resources of Air France, KLM and the holding company are invested so as to maximize the return for a very low level of risk. They are thus invested in money market mutual funds, and in debt securities and term deposits with highly-rated banks.

To reduce the currency risk on the debt, a portion of KLM's liquid assets is invested in foreign-currency AAA and AA+ rated bonds.

3.4 Report of the Chairman of the Board of Directors on corporate governance, internal control and risk management for the 2012 financial year

(Article L. 225-37 of the Code of Commerce)

For the establishment of this report, the Chairman consulted the Director of Internal Control and Internal Audit and tasked the latter with obtaining all the information required for the aforementioned report from the different entities of the Air France-KLM group. This report was then commented on by the Audit Committee and the Statutory Auditors before being approved by the Board of Directors.

I – Conditions for preparing and organizing the work of the Board of Directors

See also Section 1– Corporate governance– Board of Directors.

II – Modalities for shareholder participation in the General Shareholders' Meeting

Pursuant to Article 30 of the company's bylaws, the modalities for shareholder participation in Shareholders' Meetings are those foreseen by the regulation in force.

III – Internal control

3.4.1 Definition and goal of internal control

Air France-KLM uses the COSO (Committee of Sponsoring Organisation of the Treadway Commission) standards to implement internal control for the Group and the two sub-Groups, Air France and KLM.

According to this standard, internal control is a process defined and implemented by the Group's senior management, line management and employees, intended to provide a reasonable level of assurance that the following objectives are achieved:

- ◆ the performance and optimization of operations;
- ◆ the reliability of the financial information;
- ◆ the compliance with the laws and regulations in force.

The standards are based on the following principal components:

- ◆ the control environment;
- ◆ the assessment of risks;
- ◆ the control operations;
- ◆ the information and communication;
- ◆ the monitoring of internal control.

The standards correspond to a specific set of actions, tasks, practices and controls for each of the company's functions.

One of the objectives of the internal control system is to prevent and control the risks linked to the company's activity, as well as the risks of error or fraud, notably in the areas of accounting, finance and revenue management.

Internal control can only help the Group to achieve its objectives and provide a reasonable assurance on their realization. As with any control system, internal control is unable to provide an absolute guarantee that such risks have been totally eliminated.

3.4.2 Control environment

Internal control network

A Group Internal Control and Internal Audit division has been operational within the Air France-KLM group since 2005. Internal Control Coordinators have also been appointed in each Air France-KLM group entity deemed to be significant by virtue of its impact on the Group's financial statements. There are six employees working within the Internal Control divisions and there are 40 Internal Control Coordinators.

Overall internal control structure

The structure described below is a summary of the organization in place in each of the two sub-Groups as outlined in the Chairman's reports on internal control prepared by Air France and KLM. At the request of the Air France-KLM holding company, the Dutch company KLM has established a report on internal control in accordance with the French Financial Security Law.

This organization takes into consideration the structure of the Group's two companies, characterized by the existence of three principal businesses (passenger transportation, cargo and maintenance), the subsidiaries of these two companies representing only a minority percentage of activity and revenues. Due to the interdependence of each of the businesses, this organization involves numerous transverse processes (sale of space in the bellies of passenger aircraft to the cargo business, maintenance services on aircraft in the passenger and cargo activities, IT services, etc.)

- ◆ **The Board of Directors** is the corporate body that directs and oversees the management of the Group; to this end, the Board works with the Group Executive Committee to ensure the successful operation of the Air France-KLM group, supported by advice from the specialist committees mentioned in Section I above, *Conditions for preparing and organizing the work of the Board of Directors*.
- ◆ **The CEO Committee** established during 2012 comprises the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer of Air France-KLM, the Chairman and Chief Executive Officer of Air France and the President and Chief Executive Officer of KLM. Meetings of the CEO Committee are held within the framework of preparing the meetings of the Group Executive Committee. The CEO Committee is also preparing the next integration phase for the Air France-KLM group by defining functions and responsibilities, and by appointing the individuals who will fulfill the functions at the level of the holding company.
- ◆ **The Group Executive Committee** had, until December 31, 2012 comprised 15 members (since 17 members) who fulfilled responsibilities at the level of the Air France-KLM group while retaining their functions within each entity. The committee meets every two weeks, alternating between Amsterdam and Paris, to determine the Group's main orientations within the framework of the strategy approved by the Board of Directors.
- ◆ **The Finance functions** are performed by each of the two companies within the framework of the organization in place at the time of the merger and they report to the Group Executive Committee. Since mid-November 2012, a Group Finance division has been constituted around the Group's Senior Executive Vice President, Finance, staffed by some twenty people (Financial Communication and Investor Relations, Consolidation and Accounting, Group Management Control, Strategy and Merger-Acquisitions). This division is the first step in the creation of an Air France-KLM holding company which will progressively be reinforced during the first half of 2013. Some operations relating to the Air France-KLM holding company are entrusted to Air France, via a management mandate (notably cash management).
- ◆ **Insurance functions** The insurance functions are responsible for identifying at-risk sectors of the Group that might impact the operations and financial

results so as to reduce their potential impact or transfer them either to insurers through insurance policies, particularly aviation policies, or to third parties under contractual mechanisms.

They also manage the claims and advise the Group's entities on reducing and controlling their risks.

There is an aviation insurance policy in place for the entire Air France-KLM group to cover civil liability, damage to aircraft and risks of war, which constitute the major financial and legal risks of any airline.

◆ Legal functions

The Legal Departments of both companies perform a consulting mission for their management and decentralized organizations in commercial law, transport law, contract law and insurance law.

They systematically draw up an inventory of the disputes in process to assess the corresponding provisions booked as liabilities.

◆ Internal audit

The management of an entity such as the Air France-KLM group is based on the principle of a broad delegation of responsibilities. This principle of delegation necessarily implies the reinforcement of the internal control functions so as to provide the Group's management with the reasonable assurance that this autonomy is being used correctly by each entity.

Air France-KLM internal audit is an independent function intended to improve the Group's various processes. It helps the Group to achieve its stated goals by providing a systematic and formal approach with which to evaluate and strengthen the effectiveness of the decision-making, risk management, internal control and governance processes. The internal audit function objectively reviews the reliability of the overall internal control procedures implemented by the Group, as well as the controls implemented for the specific processes of each business.

Given the Group's governance rules, each company has retained its own Internal Audit Department; the coordination of internal audit at Group level has, nevertheless, been effective since the beginning of the 2005-06 financial year. The Group's Head of Internal Audit has overall responsibility and reports directly to the Chairman and Chief Executive Officer. Both Internal Control Departments in the two sub-groups use identical methodologies (Group Charter, Group audit manual, etc.).

The internal audit function carries out audits at the level of the holding company, and its subsidiaries (Air France and KLM) and sub-subsidiaries. Audits are conducted in collaboration with the internal auditors of the two airlines.

There are 33 auditors (excluding management structure).

The Internal Audit division reports on its work to the Group Executive Committee and to the Audit Committee of Air France-KLM in a summary report presented quarterly.

In order to carry out its mission, Internal Audit, which operates within the framework of the Internal Audit Charter established by the Audit Committee of the Air France-KLM holding company, either acts on its own initiative or intervenes at the request of the Group Executive Committee, the Audit Committee or the Board of Directors.

An annual program of missions is established and submitted for approval to the Group Executive Committee and to the Audit Committee of the holding company.

The different types of audit missions undertaken are:

- ◆ operational audits to review the effectiveness of the Group's internal control procedures,



- ◆ thematic audits dedicated to a theme common to several functions or entities, or centered around the company's projects,
- ◆ specific audit missions undertaken at the request of the general management or the heads of operational units to ascertain that internal control is properly implemented in the entities,
- ◆ ICT audits,
- ◆ consultancy missions.

Completed investigations are summarized in a report that presents the mission's conclusions and highlights its findings, including the risks together with the corresponding recommendations.

The audited entities then establish corrective action plans and a follow-up is conducted in the next few months.

The Air France-KLM group Internal Audit division has been awarded professional certification by the IFACI (Institut Français de l'Audit et du Contrôle Interne). This body certified that, for the Group Internal Audit activities, all the procedures required to comply with the 2011 version of the Internal Audit Professional Practices Framework (PPF) and thus respect the international standards for Internal Audit have been implemented. This certification is valid until January 19, 2015.

Organization of responsibilities

The organization of the individual companies has been defined to ensure compliance with the principles of secure and effective operations. It specifically takes into account the regulatory requirements governing air transportation, notably with regard to air operations, ground operations, engineering and maintenance as well as catering and security.

The managers of the relevant entities and subsidiaries are required to apply these principles and organization at their level, and ensure that the organizational charts, job descriptions and the procedures defined by business process are up to date. They must ensure their consistency and adequacy and that these are taken into account in the main information systems and appropriately integrated within the organization.

Furthermore, pursuant to the preliminary recommendations of the Independent Safety Review Team, on July 8, 2010 the Board of Directors of Air France decided to set up a Flight Safety Committee.

Reference standards

Charters and manuals

Air France, KLM and their respective subsidiaries have a Social Rights and Ethics Charter that enshrines their individual commitment to corporate social responsibility by orienting its corporate and ethical policy towards respect for individuals at the professional, social and citizenship levels.

The Air France group has also published a charter for the prevention of harassment in the workplace, which complies with French legislation and is part of a contractual approach through agreements signed for the benefit of employees. The legal purpose of this charter is to set forth the principles of prevention, define the actions, stress everyone's individual legal and human responsibility and establish internal prevention procedures.

For its part, the KLM group has published a Code of Conduct addressing the following principal matters: compliance with laws and regulations, conflicts of interest, confidentiality, the safeguarding of assets, environmental protection, corporate social responsibility and intellectual property.

KLM has also implemented a Code of Ethics intended principally for employees in the finance function.

Internal Audit Charter

The terms of the Air France-KLM group's new Internal Audit Charter were determined in 2012 within the framework of the work carried out for Internal Audit certification. This new charter was signed by the Chairman and Chief Executive Officer, the Chairman of the Audit Committee and the Head of the Group Internal Audit division.

The Internal Audit Charter defines the mission, objectives and responsibilities of the Audit division and guarantees its independence as well as the conditions under which the division functions.

In accordance with the International Institute of Internal Auditors (The IIA) rules, the charter formalizes the position of audit within the business and defines its sphere of operation.

It also specifies the operating methods and the different phases of the missions carried out together with the summary reports on their execution.

Procurement Quality Manual

The *Common Working Platform* document of January 2007 serves as the basis for the organization of the procurement function common to Air France and KLM (See 3.4 § *Procurement*). This organization is outlined in the Procurement Quality Manual.

The Procurement function regularly updates the Quality reference system. This reference system comprises, notably, the purchasing Code of Ethics for Employees, which stipulates the rules of conduct for Air France-KLM purchasing managers when dealing with suppliers or service providers, and informs all those involved in the process of the limits that must not be exceeded.



Quality reference system

The Air France and KLM quality systems are based on the following principal external and internal standards:

■ External standards

Operations: national regulations (based on European regulations) and applicable general laws, international standards (ICAO, IATA, etc.), aeronautics maintenance (Part 145, etc.)

Passenger service: European and US regulations (Special Care Passengers), European commitments of the Association of European Airlines (AEA), service commitments of those involved in air transportation (airports).

Management, the environment, documentation, food security, health and safety in the workplace: ISO series 9001, 14001, 15489, 22000 and 26000 standards, and OHSAS 18001.

■ Internal standards

These represent the application of the external standards, adapted to the processes of each company.

Regulations: operating, maintenance and security manuals and the related general procedures, which are mostly subject to formal approval by the administrative authorities issuing the authorizations (DGAC, IWW-DL, FAA, etc.).

Management systems: the Air France Integrated Management System/SMI manual and the KLM quality manual, together with the related general procedures.

Passenger service: the seven services standards, the PAMs (Passenger Airport Manual), general sales and after-sales conditions and other procedures associated with customer service common to Air France and KLM.

3.4.3 Risk assessment

The Air France-KLM group is exposed to the general risks associated with air transport and running a business (See also Section 3.2 – *Risk Factors in the Registration Document, pages 75 to 82*). The risk management process aims to determine the events that could potentially impact the Group and prevent it from achieving its objectives, and to implement a risk management and reporting system.

The risk management process enables, on one hand, the different divisions and principal subsidiaries and, on the other hand, the Group Executive Committee and the Audit Committee to monitor the principal strategic and operational risks, their evolution over time and the measures in place to manage these risks. It thus aims to establish and safeguard the value of the Group's assets and reputation.

Risk management at the level of the Group

A risk mapping process has been established and is regularly updated by Internal Audit.

The principal risks are ranked by nature and characterized by their probability and their potential impact. The controls are outlined for

each risk together with the situation which is likely to result from their implementation.

The Risk Factors chapter outlines the risks to which the Group is exposed and the controls in place to mitigate these risks.

Each Group entity is responsible for managing its risks and for producing regular reports.

The overall risk management process also serves as a basis for the Registration Document and for establishing the annual audit program.

Group Internal Audit regularly reviews the processes for risk management and reporting. Its conclusions are presented to the Group Executive Committee and the Audit Committee.

Risk reporting process

Every quarter, Internal Audit produces a report for the Group Executive Committee and the Audit Committee on the Group's operational risks. It also produces an annual report on the strategic risks.

The operational risk management reporting process is based on a bottom-up approach starting in the different Air France and KLM divisions and the five main sub-subsidiaries. Every quarter, the Internal Control Coordinators who have been designated by the different businesses, entities and subsidiaries establish the risk sheets and send them to Internal Audit which is responsible for consolidating them at company and Group level.

The risk sheets detail the inherent material risks and the action plans implemented to mitigate or neutralize them, together with an evaluation of their probability and the potential resulting impact (net risks). The risk owners and those responsible for the procedures to control risks are specifically named. To ensure the reliability of the process and avoid any errors, the risk sheets for each entity are systematically reviewed during quarterly meetings between Internal Audit and the individual Internal Control Coordinators.

The strategic risk sheet is established once a year after the Group Strategic Framework meeting.

The Group risk sheets (a summary of the operational risks), together with the accompanying documentation detailing the new risks, the main developments and risks that have been withdrawn, are the subject of a quarterly presentation to the Group Executive Committee which approves them prior to their presentation and review by the Audit Committee.

Management of market risks

The management of Air France-KLM's market risks is the responsibility of the Risk Management Committee (RMC) which comprises, for the Air France-KLM group, the Senior Executive Vice President Finance, for Air France, the Chairman and Chief Executive Officer and Chief Financial Officer and, for KLM, the Chief Executive Officer and the Chief Financial Officer.

The RMC meets quarterly and decides, after reviewing the Group reporting, the hedging to be put in place for the coming quarters: targets for hedging ratios, the time periods for the respect of

these targets and, potentially, the types of hedging instrument to be prioritized.

These decisions are then implemented by the Cash Management and Fuel Purchasing Departments within each company, in compliance with the procedures governing the delegation of powers.

Management of treasury risks

Air France and KLM's cash positions are monitored daily and are forwarded to the General Management once a week. Every week, a summary of the Air France, KLM and Air France-KLM cash positions is forwarded to the Air France-KLM group's Finance division.

In each Air France and KLM company, a Cash Management Committee regrouping the principal finance executives defines the cash management policy and implements comprehensive procedures to optimize cash management.

Management of the fuel hedging risk

The fuel hedges aim to reduce Air France-KLM's exposure and thus to preserve the budgeted margins. They are the subject of a weekly report to the General Managements of Air France-KLM, Air France and KLM.

Management of risks by the Risks-Insurance Departments

Within Air France and KLM, the Risks-Insurance Departments are an integral part of the internal control process. They identify the insurable risks at the level of each company and their subsidiaries, draw up insurance policies and implement preventive measures.

Management of safety risks

The safety of air operations is a major priority for the Group. Each airline (Air France, KLM and their subsidiaries) holds its own Airline Operator Certificate (AOC) and applies the flight safety procedures to ensure the effective management of this risk. Each of the airlines has deployed a safety management system that complies with the relevant regulations.

Management of security risks

The protection of individuals and assets against attack and potential threats to their integrity of any nature is also a major priority for the Group. The Security Departments in Air France and KLM establish the security policy, analyse the threats and implement all the required measures.

Management of IT and telecommunications risks

The Group Head of IT, assisted by the Group IT Committee and the Group Chief Information Security Officer (CISO), is responsible for managing the risks relating to their processes and defining, in particular, the IT and Telecommunications Security policy.

In each Air France and KLM company, the Chief Privacy Officer (CPO) establishes the applicable private data protection policy, promotes the private data protection culture and ensures compliance with private data protection legislation.

Management of operational risks

The entities manage the risks for which they are directly responsible under the supervision of the entity to which they report which defines the applicable policies in line with the Group's rules and guidelines. The functional divisions manage the transverse risks relating to the shared processes (human resources, finance, procurement, legal affairs, etc.).

3.4.4 Control activities

Operational procedures and processes

Management of the quality system

Both the Air France (Integrated Management System manual) and KLM quality manuals outline all the general provisions of the quality system applied in each of the two companies, i.e. the overall organization, management processes, and the procedures and resources required to implement quality management and meet customer expectations.

In each division of the two companies, a quality review takes stock of the operation of the quality management systems and measures the performance of the main processes overseen by the management.

In addition to the regulatory approvals which enable each company to carry out its activities, progress is recognized in the achievement of certification from independent bodies including, notably, for Air France:

- ♦ IOSA certification (IATA Operational Safety Audit) renewed in 2011 and valid through to 2013;
- ♦ ISO 9001 (2008 version) for management systems efficiency;
- ♦ ISO 14001 (2004 version) certification for the validation of environmental management systems.



Quality assurance

The control of the operational processes is based primarily on three monitoring methods:

Internal monitoring is carried out by the Quality Assurance Departments articulated around:

- ◆ an audit program (covering, in particular, the areas of organization and management, flight operations, flight planning, ground handling and freight, hazardous merchandise, engineering and maintenance);
- ◆ regular monitoring of operations with incident analysis and routine use of debriefing;
- ◆ pro-active prevention processes.

External monitoring is carried out by the civil aviation authorities (IVW-DL, DGAC, FAA, etc.) and specialized certification bodies, which takes the form of audits of the operating principles and of the Group's proprietary internal monitoring system. Air France and KLM are also regularly audited by their customers and partners.

Monitoring of partners

The monitoring of sub-contractors and suppliers is undertaken within the framework of the regulatory monitoring program approved by the Civil Aviation Authorities.

Code share partnerships are subject to additional requirements to comply with IOSA standards that are recognized by the profession as the utmost reference in flight safety. However, if the partner airline is not IOSA certified, Air France and KLM implement a special technical monitoring process aimed at providing a reasonable assurance of an equivalent level.

In terms of control over the monitoring process, the supervision of the effective implementation of preventive/corrective actions resulting from this overall monitoring is ensured by the Quality Assurance Departments, coordinated within each airline.

Information systems

The control processes also cover the information and telecommunication systems and were reviewed within the framework of the Sarbanes-Oxley Act for the 2006-07 financial year. For the financial year ended December 31, 2012, this review was carried out within the framework of the French Financial Security Law and the work on internal control decided by the Group after the delisting from the New York Stock Exchange.

The procedures put in place aim to ensure the:

- ◆ reliability of the IT and telecommunications systems;
- ◆ integrity of the data through the appropriate resources, infrastructure and controls;
- ◆ continuity of IT services and the availability of data on the production sites through a local contingency strategy, secure architecture and a security system covering external access points;
- ◆ confidentiality of information based on national laws and the security of IT infrastructure through the establishment of secure, monitored and effective accesses.

The managements of the two companies ensure that the resources and expertise required by the IT systems are developed within the framework of defined strategic objectives.

Project management and software application development tools are also deployed: the so-called *Symphony* method for common

Air France-KLM projects was based on the *Tempo* (Air France) and *Prince2/Stemand* (KLM) methods.

The work carried out in connection with internal control projects and the ongoing project to gradually establish a coordinated and optimized organization is leading to the launch of action plans designed to strengthen internal control, particularly as regards risks such as business continuity.

Lastly, in 2005-06, Air France and KLM published the Security Information Manual (ISM-ISO 17799 standard), thus defining a common security policy for information systems.

Procurement

Launched in December 2007, the common Air France-KLM Procurement organization has been officially operational since September 1, 2008. It is headed by a Group Chief Procurement Officer from KLM, seconded by an Air France Executive Vice President, Procurement, and has been structured around seven procurement teams since January 2013. The procurement teams act in a transverse and coordinated manner for each of the Air France and KLM companies as well as, when required, for a number of the Group's airline subsidiaries. Their objective is to optimize the Group's external resources.

The activity of the Procurement function aims to supply the entities with suitable products and services at the required time and at the best possible cost of ownership.

This is achieved by applying a procurement policy focused on the expertise of the buyers, with separate responsibilities (buyer, referrer, and supplier), the establishment of contracts and the use of web-based technologies.

The CPO Board, comprising the Group Chief Procurement Officer and Air France's Executive Vice-President, Procurement, coordinates the Procurement teams through regular meetings and presents the key performance indicators for combined procurement.

A Procurement Coordination Committee comprising the heads of Procurement meets every two months (DPO Day) to develop joint programs and share best practices.

Prevention of ticketing fraud

The Internal Audit division includes a Fraud Prevention unit that acts to prevent risks relating to the fraudulent use of stolen, falsified or illegally-purchased tickets and improperly acquired *Flying Blue* miles.

Financial procedures and processes and the accounting year end

Finance process

Investments are managed at the level of each company. Major investments, particularly in aircraft, are submitted for approval to the Group Executive Committee (fleet, acquisitions, disposals, etc.) by the Group Management Controller and the Group's Senior Executive Vice-President, Finance.

The management of Air France-KLM's market risks is overseen by the Risk Management Committee (RMC), which meets each quarter and, after examining the Group reporting, determines the hedges to be set



up during the coming quarters: the hedging ratios to be achieved, the time period for respecting these targets and, potentially, the preferred type of hedging instrument.

These decisions are then implemented in each company by the Cash Management and Fuel Purchasing Departments in compliance with the procedures for the delegation of powers.

Regular meetings are organized between the Fuel Purchasing Departments of the two companies, and between the Cash Management Departments, to optimize the coordination of decision implementation (hedging instruments, the strategies planned and counterparties).

A summary of the cash positions of Air France, KLM and Air France-KLM is communicated weekly to the Air France-KLM group's Finance division.

The Air France and KLM cash positions are monitored daily and forwarded to the General Management once a week. They are the subject of monthly reports to the Finance Departments of the two sub-groups. These reports include interest rate and currency positions, the portfolio of hedging operations, a summary of investments and financing by currency and a capital rationing tracking statement by counterparty. Since 2008, the Risk Management Committee has set minimum thresholds in terms of the financial quality of counterparties, determined the maximum amount to be allocated to a single counterparty and been responsible for monitoring the quarterly positions.

The fuel hedges are covered in a weekly report forwarded to the general managements of the Air France-KLM group, Air France and KLM.

The hedge strategies aim to reduce the exposure of Air France-KLM and therefore to preserve budgeted margins. The instruments used are futures, swaps and options. The internal risk management procedures prohibit instruments characterized as trading instruments unless expressly authorized by the Chief Financial Officer of Air France or the Chief Financial Officer of KLM. Generally speaking, no trading or speculation is authorized.

Any substantive change in the hedging strategy is the subject of a systematic presentation to the Audit Committee.

Accounting and financial statements process

The consolidated financial statements of the Air France-KLM group are prepared on the basis of the data provided by the Finance Departments of the Air France-KLM holding company and its subsidiaries.

The Group is principally comprised of the two operational sub-Groups, Air France and KLM, which prepare their own consolidated financial statements prior to their consolidation within the Air France-KLM financial statements.

The accounting information reported by the different departments of the company and subsidiaries must comply with the Group's accounting rules, methods and standards defined by the parent company, and the presentation of the financial statements must comply with the format circulated by the Group.

All the companies within the Group refer to the Accounting Procedures Manual which is based on the international financial reporting standards governing the establishment of the financial statements of European listed companies.

The consolidated financial statements are submitted to the General Management then presented to the Audit Committee every quarter. Furthermore, the half-year and annual financial statements are also reviewed by the Statutory Auditors prior to their formal closure.

The parent company's financial statements are closed annually, reviewed by the Statutory Auditors and presented to the Management and the Audit Committee.

Process for reporting passenger and cargo revenues

This process is performed in each of the companies and enables weekly revenue figures to be communicated to management. Air France has also established a procedure known as the progressive revenue process that makes it possible to know the estimated amount of passenger revenues with only a two-day time lag for its own operations and those of franchisee subsidiary airlines.

In addition, departments in each company analyze the results by market and by route (unit revenue per revenue passenger-kilometer, per available seat-kilometer, per revenue ton-kilometer, etc.) for the passenger and cargo businesses.

Management control reporting process

The Group Management Control Department coordinates the reporting process with the management controllers in the two sub-groups.

In liaison with the Group's principal divisions and subsidiaries, the latter three controllers then analyze the past month's economic performance and estimate the results for the coming months (forecast adjustment process) through to the end of the current financial year.

Once the accounting result for the month is known, Group Management Control produces a monthly document (management report) that summarizes the monthly key business, employee-related and financial data, both actual and for the coming months, in order to determine the outcome for the current financial year for the Group, the two sub-groups and individual business lines. This document also includes figures on cash flow and cash and debt positions.

This monthly Group management report is presented to the Group Executive Committee by the Group's Senior Executive Vice-President, Finance or the Group Management Controller (budget or medium-term target presentation, annual results).

3.4.5 Information and communication

The Group's information and telecommunication systems are based on the proprietary systems of the two companies, Air France and KLM, which permanently seek to optimize resources and maximize synergies. A single Group manager oversees the two IT and Telecoms Departments, facilitating their convergence.

Communication within the Group is organized to ensure the effective circulation of information in all directions, whether from the bottom up, top down or transverse.



Internal communication supports the implementation of internal control and risk management by providing objectives, guidelines and information at all the levels of the Group's operational and support entities and by informing management of the results. It uses all the technical resources of the information systems and telecommunications function ranging from the internet to the different production and management applications.

3.4.6 Management

Management procedures and processes

These procedures are based on the organization and structure of the Group's companies.

Each Air France and KLM sub-Group is organized around the following businesses:

- ♦ the passenger activity, covering all the operations involved in the transportation of passengers, including the Network, Marketing, Sales And Production Departments that provide the services required for flight and ground operations;
- ♦ the cargo activity that conducts cargo marketing and operations;
- ♦ the engineering and maintenance activity responsible for maintenance and engineering operations for the airframes, components and engines;
- ♦ the leisure activity comprising the charter and low cost businesses of Transavia.

Lastly, the central support functions of Human Resources, Finance in the broad sense and Information Systems are proprietary to each of the companies.

Note that, as of mid-November 2012, a Group Finance division was established around the Group's Senior Executive Vice-President, Finance.

Strategic decisions impacting the commercial, financial, technical and operational areas are coordinated by the Group Executive Committee,

which is the principal governance body described in Section III above. This governance body is supported by divisions at the level of the Air France-KLM group in the areas of finance, legal/secretarial services for the Board of Directors, internal control/internal audit, relations with the European bodies and coordination of the SkyTeam alliance.

The Air France-KLM consolidation scope includes 161 companies which are fully consolidated and 39 that are equity accounted.

Air France represents 57.7% of the Group's revenues and 42.7% of the total balance sheet.

KLM represents 30.8% of the Group's revenues and 29.8% of the total balance sheet.

The forward-looking management of the Air France-KLM group is organized on the basis of the following three key procedures:

- ♦ the broad strategic orientations of the Air France-KLM group are defined and prioritized within the context of a Group Strategic Framework (GSF), bringing the senior executives of Air France and KLM together at an annual seminar;
- ♦ the Medium Term Targets (MTT) represents the expression of this vision, covering a three-year time horizon for each of the two companies and their respective principal subsidiaries in terms of growth, investment and the related human resources. The Medium Term Target must enable each business to prepare and submit their financial performance objectives within the framework of the orientations defined by the Group Strategic Framework in terms of the development of the business (growth, strategic priorities), operational targets (unit revenues, action plan for revenues and costs), investment and the related human resources. The action plans together with comprehensive financial figures are presented to and discussed by the Group Executive Committee in November and December of each year with the definition of plans on revenues, costs, staff, investments and cash flows;
- ♦ the budgets for the year, which include the first year of the Medium Term Target, are established by cost center and consolidated at the level of each business (passenger, cargo, maintenance, other), at the level of the company then at the level of the Air France group (by adding the leisure business) and, lastly, at the level of the Air France-KLM group.



IV – Summary of the evaluation of internal control relating to accounting and financial information

Internal control is structured firstly around the annual evaluation of the Air France-KLM group's control environment and, secondly, around a detailed evaluation of the controls carried out on accounting and financial information at significant process level.

3.4.7 Evaluation of the control environment

Each Group division or department has been evaluated on the basis of the five COSO components of its internal control using evaluation questionnaires corroborated by independent existence and effectiveness tests.

Air France and KLM have also established whistle blower procedures and formalized the anti-fraud program together with a procedure for identifying and testing the effectiveness of the control environment.

Similarly, overall control of the information systems has been the subject of a formalized evaluation.

3.4.8 Detailed evaluation of key controls on financial and accounting information at significant process level

Based on an analysis of the significant entries in the consolidated financial statements and an assessment of risks, the Group has identified the most important companies and, within these entities, the processes that make a predominant contribution to the establishment of the financial statements.

For each of these significant processes, process and key control documentation has been established, followed by existence and effectiveness testing.

At the time of the delisting from the New York Stock Exchange, Air France-KLM's Group Executive Committee and Audit Committee requested that high standards be maintained and that the work already undertaken (in rationalizing this) to comply with the Sarbanes-Oxley Act be capitalized upon and its principles enshrined within the framework of the Group's day-to-day management.

The Group's different major divisions and subsidiaries had thus evaluated the effectiveness of internal control over financial information as at December 31, 2012.

Following the transposition, in December 2008, of European Directive no. 2006/43/EC of May 17, 2006 (8th European Directive), the Board of Directors meeting of November 9, 2011 modified its internal regulations particularly in respect of the composition and powers of the Air France-KLM group's Audit Committee which ensures, pursuant to Article L. 823-19 of the Code of Commerce, the monitoring of the process to establish the financial information, the effectiveness of the internal control and risk management procedures, the auditing of the annual statutory and consolidated financial statements of the Air France-KLM group by the Statutory Auditors and the independence of the latter.

Jean-Cyril Spinetta

Chairman and Chief Executive Officer of Air France-KLM



3.5 Statutory auditors' report prepared in accordance with article L.225-235 of the French Commercial Code (Code de commerce) on the report prepared by the Chairman of the Board of Directors of Air France-KLM S.A.

Year ended December 31, 2012

To the Shareholders,

In our capacity as Statutory Auditors of Air France-KLM S.A. and in accordance with article L. 225-235 of the French Commercial Code (Code de Commerce), we hereby report on the report prepared by the Chairman of your company in accordance with article L.225-37 of the French Commercial Code (Code de Commerce) for the year ended December 31, 2012.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on the internal control and risk management procedures implemented by the company and containing the other disclosures required by article L.225-37 of the French Commercial Code (Code de Commerce), particularly in terms of the corporate governance measures.

It is our responsibility:

- ♦ to report to you on the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- ♦ to attest that this report contains the other disclosures required by article L.225-37 of the French Commercial Code (Code de commerce), it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control procedures and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consisted mainly in:

- ♦ obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;
- ♦ obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- ♦ determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in accordance with article L.225-37 of the French Commercial Code (Code de commerce).

Other disclosures

We hereby attest that the Chairman's report includes the other disclosures required by article L.225-37 of the French Commercial Code (Code de commerce).

Paris La Défense and Neuilly-sur-Seine, February 28, 2013

KPMG Audit

Division of KPMG S.A.

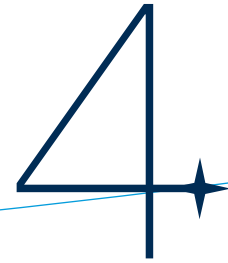
Valérie Besson
Partner

Michel Piette
Partner

Deloitte & Associés

Dominique Jumaucourt
Partner

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



Social, corporate citizenship and environmental information

Biofuels

Air France-KLM supports the development and creation of an international market for sustainable aviation biofuels that are environmentally friendly and respectful of economic and social development.

-31%

reduction in noise hindrance since 2000

-15%

reduction in fuel consumption per passenger /100 km since 2000

100,744

employees (FTE)

9.9 years

average age of the fleet

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Air France-KLM's commitment to Corporate Social Responsibility is based on respecting fundamental rights as enshrined in a series of major international principles: The Universal Declaration of Human Rights, The International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work, The Organization for Economic Cooperation and Development's (OECD) guiding principles.

In its Corporate Social Responsibility Statement, the Group sets out its commitment to environmental protection, the promotion of social equity and local development, an ambition which is reinforced by the Social Rights and Ethics Charter and the Climate Action Plan.

As a signatory of the United Nations Global Compact, since 2003 Air France-KLM has been committed to respecting and promoting its ten principles in the areas of human rights, labor standards, the environment and the fight against corruption.

4.1 Social information

The number of Full Time Equivalent (FTE) employees in the Air France-KLM group averaged 100,744 in the 2012 financial year (excluding external labor), a 1.25% reduction relative to the previous financial year.

Employees, expressed as full time equivalent (FTE)	Air France-KLM			Air France group			KLM group		
	2010	2011	2012	2010	2011	2012	2010	2011	2012
Ground staff	71,267	70,705	69,994	50,506	50,202	49,795	20,761	20,503	20,199
Cabin crew	22,453	22,749	22,347	14,771	14,869	14,640	7,683	7,880	7,708
Flight deck crew	8,706	8,560	8,403	5,339	5,236	5,119	3,367	3,324	3,284
Total	102,426	102,014	100,744	70,616	70,307	69,553	31,811	31,707	31,191

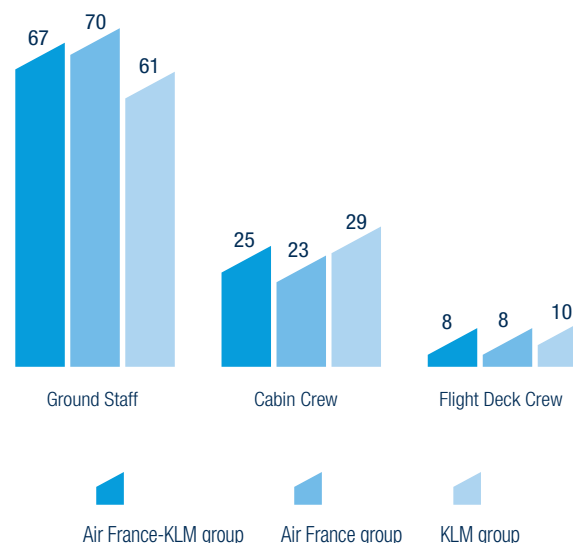
Taking into account external labor, averaging a respective 2,828 in Full Time Equivalent during the 2012 financial year and 3,684 in Full Time Equivalent for 2011, the number of employees in the Air France-KLM group as a whole declined by 2%: 70,720 FTE for the Air France group (71,957 in 2011) and 32,852 FTE for the KLM group (33,741 in 2011). Sixty-eight per cent of staff were employed by the Air France group and 32% by the KLM group.

Eighty-nine per cent of the Group's employees are based in continental France and the Netherlands, and 11% located internationally.

Sixty-five per cent of the Group's employees are between 30 and 50 years old.

Pursuant to Article 225 of the application decree of the French Grenelle II legislation of July 12, 2010 and the European Prospectus Directive (EC 809/2004), the social reporting is shown in the three tables of indicators (See also table, page 112) and covers 96% of the Group's employees. Virtually all the reported indicators are the subject of verification by one of the Group's Statutory Auditors. The indicators marked with a ✓ are the subject of verification with a limited level of assurance based on the ISAE 3000 audit standard.

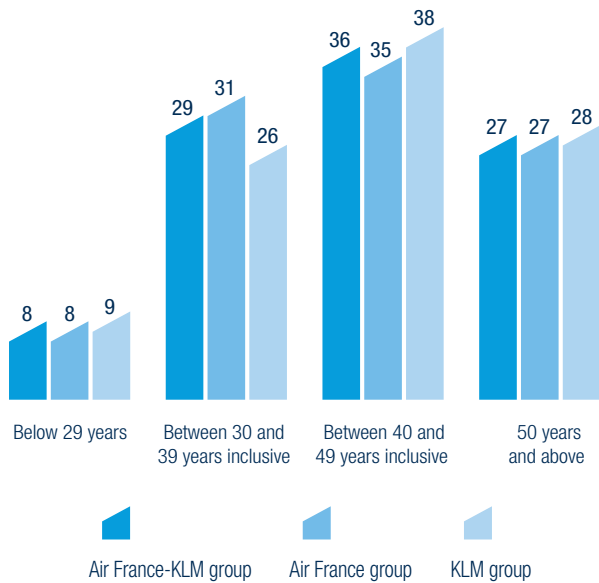
Breakdown of Air France-KLM employees (headcount) by category of staff (in %)



Source: table on page 112



Breakdown of Air France-KLM employees (headcount) by age (in %)



Source: table on pages 112 - 113

4.1.1 A high-quality workplace dialogue to contend with the economic challenges

The Corporate Social Responsibility Statement and the Social Rights and Ethics Charter form the foundation of the Group's commitments by reaffirming the values and fundamental rights that guide its social and ethical policy. However, the differences in employment legislation between France and the Netherlands require the HR policies to remain separate.

Air France-KLM

Implementation of the HR dimension of the Transform 2015 plan

In 2012, within a globalized and extremely competitive air transport sector and faced with continued negative results, Air France-KLM launched a transformation plan that should enable a recovery in the Group's competitiveness over the next three years. This plan has been adapted within each company to ensure the most appropriate response to achieving the strategic priorities (See also Section 2.3 - Strategy, page 42).

Within this framework, each company carried out a comprehensive review of all the collective labor agreements relating to the payroll, employees, working time and social security contributions. Throughout the year, as part of the ongoing workplace dialogue, a negotiation process specific to each company enabled the establishment of new working conditions aimed at achieving the Plan's objectives.

In addition to immediate measures concerning investment, costs, revenues and the HR domain, a series of more structural measures were defined at Air France via the negotiation process aimed at a 20% improvement in economic efficiency by 2014 relative to the 2011 results using the different levers in the workplace agreements: control over the payroll, crew optimization, increasing the number of hours worked, adapting scheduling when necessary and facilitating mobility.

For KLM, the social dimension of Transform 2015 aims to improve productivity and reduce costs. Furthermore, the company has set an objective of a 10% reduction in support staff, without recourse to layoffs.

Workplace dialogue

The Air France-KLM group recognizes the constraints and risks to which it is exposed and the need to adapt to a more rapid pace of change. At the same time it needs to maintain cohesion by fostering a high-quality workplace dialogue and pursuing a policy based on treating people with respect.

Throughout the year, during 26 meetings of the Air France Works Council, the elected employee representatives were consulted and/or informed of the major orientations relating to the company's overall functioning and, notably, its results and the measures to ensure the successful turnaround.

Three meetings of the European Works Council (bringing together representatives of staff in subsidiaries whose operations or head offices are based in the European Community) were also held during 2012 for information or consultation on subjects such as the transformation of the Air France-KLM Finance function and changes in Air France-KLM's organization and governance.

At KLM regular monthly meetings are held with the unions representing Flight Deck Crew, Cabin Crew and Ground Staff to discuss issues surrounding the collective labor agreements. In addition to these monthly meetings, 29 meetings were scheduled to reach a common understanding on the financial situation and for negotiations on the new collective labor agreements relating to the implementation of the Transform 2015 plan.

In 2012, a total of 73 agreements were signed, 63 within the Air France group and 10 at the KLM group.

Air France

A new collective agreement framework

In late March 2012, framework and methodology agreements were signed at Air France for each of the three categories of employees (Ground Staff, Flight Deck Crew and Cabin Crew) to enable the signatories, who were concerned about the airline's situation, to establish a working methodology offering them the opportunity to participate, directly and via dialogue, in the Group's recovery. These agreements target a 20% improvement in economic efficiency over the scope of the entire Group and also set, for each of the three employee categories - governed by separate workplace and HR



agreements – a method for working and discussion, a calendar and the main negotiating themes.

These framework and methodology agreements, which represented a first, necessary stage in the company's transformation process, enabled the launch of in-depth negotiations aimed at achieving a series of coherent agreements in 2012.

The revision process conducted with the representative unions began in the spring of 2012. These negotiations were aimed at enabling the implementation of the measures required to achieve the 20% improvement in economic efficiency in return for the preservation of the airline's scope of operations, the guarantee of no layoffs and no salary reductions.

The negotiations resulted in the signature of a productivity agreement with the Flight Deck Crew in November 2012 and, for Ground Staff, in a new Collective Agreement signed in October 2012. A Human Resources and Skills Planning agreement for Ground Staff was also signed in July 2012, followed by an agreement on the organization of working hours, signed in January 2013.

The Collective Agreement for Ground Staff has been revised with new provisions concerning paid leave, compensation, job classification and career planning, and job transfers. These provisions contribute to the key objective of an improvement in the company's economic efficiency but equally to the modernization of HR management tools.

The productivity agreement signed with the Flight Deck Crew includes salary measures, new rostering and dimensioning rules to increase the number of annual flight hours, new provisions concerning crew composition and the reduction in layover costs. These new provisions came into force in early 2013.

The discussions with the Cabin Crew representatives were extended beyond December 2012. The first staff productivity improvement measures did, however, start to come through in 2012 via a number of changes to products and the composition of crews.

Agreements establishing the basis for a managed reduction in employment

■ *Managing overstaffing*

Forecasts on the trend in Ground Staff for 2012 and 2013 are characterized by the overall fall in resource requirements. Given the departures already realized in 2012 and the expected natural attrition, the overstaffing in the ground operations in December 2013 is estimated at 2,767 in Full Time Equivalent employees.

Following the signature of the agreements, and consistent with its commitment, Air France implemented measures to manage the overstaffing in the ground operations with a Voluntary Departure Plan, support for individual professional and personal projects, and the incentivization of retirement departures.

The measures implemented respond to three key requirements: respect for the voluntary nature of departures, guaranteed confidentiality with regard to individual plans, and ease of access to free information.

The information campaign, launched on October 1, 2012, facilitated access to comprehensive information on the Voluntary Departure Plan through a guide sent to the homes of eligible employees, a dedicated intranet site and regular communication. For more personalized totally

confidential information, a free hotline was also put in place. As of mid-October, localized information and support centers were also opened.

Candidates were invited to come forward from November 6, 2012 with the first departures taking place as of November 20. At December 28, 1,412 voluntary departure applications had been approved. The deadline for applications to the Voluntary Departure Plan is March 15, 2013.

In addition to the Voluntary Departure Plan, the ground staff were also offered a series of alternative options with an effective deadline on December 31, 2014 including unpaid leave and assisted part-time working.

The productivity agreement concerning the Flight Deck Crew also enables a departure plan to reduce pilot overstaffing within the framework of the Employment Preservation Plan. This comprises two employment management measures based on voluntary departures:

- ◆ a Voluntary Departure Plan for 220 pilots, open between late November 2012 and the end of January 2013;
- ◆ assisted measures to achieve a temporary reduction in staff (equivalent to 80 pilots): a three-year secondment to Transavia; unpaid leave and alternate working hours.

The negotiations with the Cabin Crew representative bodies, which were ongoing as of December 31, 2012, should enable the conditions for the management of the overstaffing in this employee category to be clarified.

Despite the economic context, Air France continues to assume its responsibility vis-à-vis young people entering the employment market. By welcoming students every year, the company offers young people in both vocational training and higher education the chance to gain valuable professional experience. The signature, at the end of 2011, of the sixth three-year Internship Charter reflects this commitment. In 2012, Air France reinforced its commitment to internship with the proportion of interns doubling from 0.5% to 1% of employees, representing 500 in Full Time Equivalent over the year and 1,000 new recruits.

■ *Facilitating internal mobility*

The hiring freeze for the 2012-14 period means that resource requirements need to be filled by internal transfers, a process for which support is foreseen in the agreement signed on July 6, 2012.

The simplification of the job classification system for executive and non-executive ground staff, involving a reduction in the number of hierarchical grades and the regrouping of professions, contributes to facilitating the required mobility. It accompanies the streamlining of organizational structures, makes it easier to transfer between the professions internally, and contributes to containing the payroll. The new system came into effect on January 1, 2013.

Furthermore, Air France is developing a Human Resources and Skills Planning process including the introduction of help tools to support career planning and mobility such as the Mobility Space and the *Observatoire des Métiers*. In 2012, professional mobility saw a modest decline after a very dynamic 2011. The Jobs Exchange remains an important tool for the realization of professional mobility.

Organization of working time

The average length of the working week applied within the company is consistent with that stipulated by the law in force. The percentage of



employees working part time in France increased from 20.5% in 2011 to 21.1% in 2012.

The absentee rate for sickness, maternity or work-related accidents amounted to 5.3% in 2012, a decline on the level in 2011 (5.6%).

Compensation and sharing the value creation

The implementation of the immediate measures on deployment of the first phase of the Transform 2015 plan led to a freeze on general salary increases in 2012 and 2013 and a freeze on promotion for Ground Staff in 2012 together with equivalent measures for Flight Crew.

Individual salary increases in respect of promotion and seniority impacted the basic salary trend which increased by around 1% for ground staff present in 2011 and 2012, a figure significantly lower than in previous years.

Senior managers benefit from a variable compensation scheme: 30% based on the company's results, 50% on the achievement of targets linked to the position and 20% on the achievement of targets in terms of personal development. Given the company's results in 2012, the portion linked to the results was set at 0%.

In respect of the incentive payment for the 2011 financial year, the partial achievement of the qualitative targets on punctuality and productivity enabled the payment of €3.24 million in 2012. This amount corresponds to a nine-month financial year (April to December 2011) due to the return to a calendar year accounting period. For the fourth year running, no profit-share was paid in respect of this financial year.

To give all employees access to a retirement savings product, Air France set up a PERCO collective retirement scheme through a collective agreement in October 2008. No voluntary contributions were made by the company to the PEE and PERCO schemes in 2012.

This scheme is in addition to the supplementary pension schemes (Article 83 and PERE - *Plan d'Épargne Retraite d'Entreprise*) established by the collective agreement of May 2006 for ground staff executives, cabin crew and pilots. In 2012, the supplementary pension scheme was modified by the termination of the PERE when, for ground staff and cabin crew executives, it was merged into a single supplementary pension contract (*Contrat de Retraite Complémentaire*, Art. 83). For the pilots, this scheme was transformed into a specific *Article 83* contract for optional individual payments in addition to an unchanged *Article 83* contract with contributions from the company.

An Individual Employee Report was posted on line for every employee on a permanent contract in France. This unique, personalized document sets out all the components of the overall employee compensation package provided by the company, showing the trend in their individual compensation and the amounts paid in respect of social security benefits.

KLM

KLM pursues a sustainable employment policy for all employees, based on developing their skills and qualifications, encouraging professional mobility and promoting healthy lifestyles. KLM is constantly adapting

to the new constraints and challenges of the air transport sector and this policy of change management implies a culture with a strong accent on mobility. Geographical mobility and access to vocational training represent opportunities for employees to acquire new skills and develop their employability.

Negotiation of new collective labor agreements

For KLM, the HR dimension of the Transform 2015 - Securing Our Future plan aims to improve productivity and reduce support staff by 10% without recourse to layoffs. To fill positions left vacant following departures, an internal mobility scheme was established.

The limited external hiring since 2008 has led to the implementation of new measures to promote mobility within the company, in agreement with the unions. Given the non-replacement of departures, the search for internal candidates for highly specialized and entry-level positions has proven more difficult.

Within the framework of the implementation of the Transform 2015 plan, as of February 2012 the unions participated in information meetings on KLM's financial situation and its consequences for the social model. New collective labor agreements were negotiated for Flight Deck Crew, Cabin Crew and Ground Staff. Conducted in a positive spirit, these negotiations are contributing to the achievement of the Transform 2015 objectives aimed at improving productivity and containing costs to prepare for KLM's future.

Furthermore, as part of the newly-adopted collective labor agreements, KLM reaffirmed its commitment to avoiding layoffs as far as possible (Keeping the family together), subject to greater flexibility from both employees and the company. Within the framework of the agreement, the other measures include a limited reduction in working time and temporary transfers to part-time working with a guaranteed return to full time if the employee so desires.

The number of interns remained stable with over 800 young people welcomed by the company in 2012. Despite the difficult financial environment, KLM continues to assume its responsibility vis-à-vis students by offering them the opportunity to gain valuable work experience to prepare them to enter the jobs market. Short and long-term internships are offered to students in both vocational training and further education.

The high number of internship applications testifies to KLM's attractiveness as an employer, something which was reflected in the results of a 2012 LinkedIn study in which KLM was ranked amongst the ten best Dutch employers. This ranking was confirmed by the employees of the company as seen in the *VNU Media and Effectory Best Employer* survey in which KLM was placed number two in the *Best Employer* category of this survey in which 190,000 individuals were asked to evaluate their employer.

Employment and mobility

The principle of limited recourse to external hiring, adopted back in 2008, was maintained in 2012. As in the previous year, this led to measures to incentivize internal mobility within the company, in cooperation with the unions.



Given the low level of external recruitment, the number of employees hired on permanent and temporary contracts in 2012 stood at 492 for the KLM group (versus 2,241 new hires in 2011). In 2012, for the KLM group, departures stood at 1,403 versus 2,614 in 2011. (See also table on page 112).

Taking into account the number of new recruits and departures, the KLM group had 34,617 employees at the end of 2012, compared with 35,590 in 2011.

Professional mobility within KLM remained a priority in 2012 since it offers the opportunity to acquire new skills, thereby developing employability. It is also an important tool when external recruitment is not possible.

Given the non-replacement of staff policy in place for the past few years, a new selection tool was deployed to identify internal candidates and match them with positions left vacant following departures.

Programs were developed to encourage employees to be more mobile such as *Room for Growth* within the Commercial division. The *Open Doors to Your Future* workshops enable employees to understand more effectively the role they can play in their career development, by addressing subjects such as how to overcome obstacles, seize opportunities and embrace change as a stepping stone to career progression.

The 255 employees within the maintenance division (E&M) impacted by the withdrawal of the B747s from the KLM fleet all found new positions in 2012. A training program and personalized support for each employee accompanied this mobility initiative which was also assisted by the unions and the Works Council.

Organization of working time

In the Netherlands, legal provision is made for part-time working, enabling all employees to reduce their hours except in the event this would entail employer bankruptcy. Part-time working is thus very widespread, particularly for women. In 2012, the proportion of employees working part time increased to 38.6%, a modest increase on the previous year (36.7% in 2011).

The legal right to parental leave was extended from 13 weeks to 26 weeks. As part of the new collective labor agreements, KLM agreed to maintain its pension contributions during these additional weeks.

Compensation policy

On January 1, 2012, salaries were increased by 1.25%. Additionally, on April 1, 2012, all employees received a one-off payment corresponding to 1.25% of their salary calculated over six months.

KLM has three main pension funds for KLM Ground Staff, Cabin Crew and Flight Deck Crew. Each fund is independent and has its own Board whose members are appointed by both the employer and the employees.

As part of the 2012-2014 collective labor agreements, KLM and the unions agreed to discuss upcoming new pension legislation and the design of a future-proof pension scheme.

4.1.2 Training

Training is one of the main levers supporting the transformation of the business and employees' individual projects. Within a challenging economic context, Air France and KLM maintained a high level of training.

Air France

In 2012, the training rate represented 7.8% of the company's payroll and an investment of €205 million (€208 million in 2011).

At Air France, 95% of the company's targets in terms of training were realized, a five percentage point increase relative to 2011. The development of Blended Learning training courses incorporating classroom-based and e-learning modules contributed to increasing this rate of access to training in all employee categories and sectors, and also met the need for personalized apprenticeships.

The training carried out within the framework of personal training entitlements (DIF or *Droit Individuel à la Formation*) at Air France saw a slight increase relative to 2011, or 14.5% of the hours of training in 2012. For the first time in 2012, cabin crew were able to undertake DIF training during their working hours (until 2011 this training was only possible outside working hours), with this training already representing 15% of the training hours realized in 2012.

Professional training still represents a significant proportion of overall training, reaching 78% in 2012. The training carried out in the transverse areas common to several professions accounted for more than 21% of the overall total (Flight and Individual Safety, Security, Customer Relations, Languages and Intercultural, Management and IT).

In total, during 2012, Air France carried out 1,808,305 hours of training, *i.e.* an average of 31 hours per employee.

All the above illustrate the reaffirmation of Air France's ongoing commitment to measures supporting changes in the jobs, organization and tools of individual employees, and to developing their skills and qualifications.

Lastly, in December 2012, the Training Campus, the entity which is responsible for transverse training programs, saw its ISO 9001 certification renewed for a three-year period.

KLM

At KLM, training is a key lever in increasing staff employability, thereby supporting career progression and mobility.

Within the framework of the Transform 2015 plan, KLM set a series of specific goals for 2012 and 2013 aimed at increasing the number of employees trained while containing the costs.

New training programs were deployed to optimize skills transfer within the company with managers being offered tools to facilitate the effectiveness of training initiatives in the workplace.

Furthermore, training contracts with external suppliers were reviewed in order, where necessary, to reduce the costs relating to such training. In 2012, training expenses thus amounted to €60.8 million for the Netherlands, representing an investment of €2,539 per employee, a 12% reduction relative to 2011.



The KLM Academy, an in-house training center for executives, continued its program of training and master classes and new training tools for executives and HR managers were launched to support change management in their teams.

With the framework of management training, 13 KLM employees benefited from the *Operational Excellence* program, enabling candidates to acquire and develop new operations management skills. The *HR Journey of Inspiration* program comprises a series of talks given by KLM experts to “inspire” HR staff. The concept of *Servant Leadership* and the social media were just two of the themes explored in 2012.

Air France-KLM's *Develop Yourself and Your Team* training program, aimed at outstation managers, has a range of different modules in both English and French, all focusing on different aspects of management.

Lastly, in 2012, KLM continued its efforts to enable more employees to acquire a formal diploma through the VPL (Validation of Prior Learning) scheme resulting in some 164 employees being awarded an intermediate vocational education diploma.

4.1.3 Health and safety in the workplace

Safeguarding employee health and safety in the workplace is a priority for the Air France-KLM Group and, at the heart of its Transform 2015 plan, vocational safety is reaffirmed as one of the Group's fundamental principles. Within a challenging economic context, the Group plans to step up the initiatives already underway and improve the results in this area where there can be no compromise.

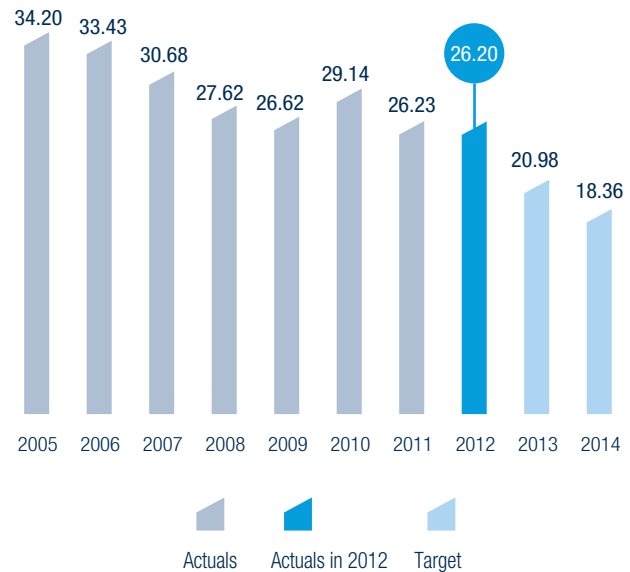
Air France

In 2012, this commitment was reflected in further progress whose concrete manifestation was a 3% decline in the number of occupational accidents and a 2% decline in the severity rate.

The Executive Committee's ongoing resolute commitment is applied in each sector and is enshrined in a three-year agreement aimed at an improvement in results in this area.

Air France recorded some fifty occupational sickness declarations in 2012 (unchanged on the 2011 level), of which two-thirds were recognized as work-related. The pathologies included musculoskeletal disorders linked to repetitive strain injuries and heavy lifting, benign and malignant conditions arising from previous asbestos exposure and deafness. The frequency of vocational disorders at Air France is very significantly below the French national figures (Source: 2010 Management report from the French National Health Insurance Agency for Wage Earners - CNAMTS).

Total Air France frequency rate (Number of occupational accidents requiring time off work per million hours worked)



Source: Air France

Managing a reduction in occupational accidents

The policy aimed at reducing occupational accidents is monitored in Management Committee status reports and periodic reviews by Air France's Executive Committee. The company's senior executives formalize their commitment to reducing occupational accidents through preventive action plans based on contracts setting specific targets for each entity.

Identifying potential problems and sharing feedback to ensure more effective prevention

Prevention is at the heart of the process to achieve high standards of health and safety in the workplace at Air France.

The inclusion of the vocational safety dimension in project management, the development of ergonomic approaches during the design of infrastructure and processes, and the deployment of new tools all enable the potential risks to be anticipated and the collective appropriation by organizations. In addition to a Central Ergonomics Unit, the company also has ergonomics experts based in the operational divisions. In 2012, Air France again secured the commitment of ergonomics consultants in the form of framework contracts, enabling responsiveness to be combined with economic efficiency.

The commitment of in-field management and employees, supported by a network of Health and Safety point people, enables the identification of at-risk areas and encourages a safety-first culture. The



creation or reinforcement of Health and Safety units within the ground and flight operations teams helps encourage feedback.

In parallel, a weekly feedback process is in place focused on occupational health and safety, enabling feedback on safety-related incidents and their handling to be shared. Regular in-depth analysis identifying the developments and risks complete the accident-prevention system.

The sharing of Health and Safety best practices was stepped up in 2012. Having been highlighted during the annual Health and Safety at Work convention, during which individual workshops were chaired by members of the company's senior management, these best practices are seen as key to achieving satisfactory standards of safety in the workplace. They are set out in special handbooks with everyone receiving an individual copy. The annual Forum on vocational risk was again the opportunity to reiterate the company's commitment in this area with safety briefings and round tables focused on issues such as the post-accident vocational re-integration of employees and safety incident analysis.

The organization of forums and seminars on vocational Health and Safety enables the gradual deployment of a safety-first culture and an emphasis on safety issues across the company. In-field forums are thus organized for the operating and functional entities in both continental France and the French overseas territories. The organization of benchmarking forums on specific themes such as psychosocial risks, the Quality of Life in the Workplace, the danger of falling, musculoskeletal disorders and ergonomic approaches also testifies to an openness to ideas from outside the company.

Training and coordination to promote a safety-first culture

Training in risk prevention is provided for front-line staff and managers with both in-field operational training and e-learning being deployed to instill a safety-first culture. This training is regularly adapted to reflect changes in regulations and the development of tools. The training modules on the risks relating to electricity, fire and road-use were, for example, updated in 2012.

The management collectively attends the annual Health and Safety at Work convention during which trophies for high standards of safety performance are awarded to the managers of operating entities, recognizing effective initiatives in this area.

Raising levels of performance by improving quality of life in the workplace

2012 saw the continued deployment, at both corporate and local level, of the three-year agreement on the Method for the Prevention of Psychosocial Risks and Promoting Quality of Life in the Workplace agreement, signed in 2010.

Within the framework of the Transform 2015 plan, a program to support quality of life in the workplace was presented to the Air France professional organizations. Training and awareness-raising are being stepped up with a particular focus on the Managing through Quality of Life in the Workplace training course.

The agreement was rolled out across the company by multidisciplinary teams comprising managers, human resources, occupational physicians and nurses and representatives from the CHSCTs (Committee for Hygiene, Safety and Working Conditions), who deployed the in-field action plans and verified the appropriateness of the measures in place. These action plans are based on the results of the Evaluation and Monitoring of Professional Stress diagnostic tool.

Based on a framework document, all the entities across the company contributed input to the unique Evaluation of Vocational Risks document.

Collective agreements relating to health and safety in the workplace

A number of the agreements in force at Air France concern Health and Safety in the workplace including, for example, the three-year agreement on Method and Prevention of Psychosocial Risks and Quality of Life in the Workplace, the charter to prevent harassment in the workplace and the charter to prevent risks linked to alcohol abuse.

KLM

With three serious accidents, KLM reached its goal of less than four serious accidents involving hospitalization. The goal of remaining below the ratio of 4.1 "accidents involving time off work per million hours worked" was however missed by 0.63 of a point. The 2013 goal for serious occupational accidents has been maintained at below four. Concerning safety, KLM has set itself an ultimate goal of zero accidents.

Concerning the declaration of occupational illnesses at KLM, the recent establishment of a new system for compiling this information means that, at the time of writing, the final data for 2012 were not yet available.

Establishing a number of guiding principles

In order to achieve its ultimate goal of zero accidents, KLM has established a number of guiding principles to promote a safety-first culture aimed, in particular, at managers.



KLM's five safety principles

1. Work Safely

Never compromise on safety!
Work safely yourself (you must lead by example)
Ensure that your team can work safely
Ensure that your team wants to work safely

2. Stick to the rules

You must lead by example
Establish the appropriate level of easily-understandable guidelines which are smart (specific, measurable, acceptable, realistic, time-bound)

3. Report unsafe situations

Ensure that unsafe situations can be reported
Provide an appropriate reporting system with rapid, timely feedback
Create a transparent environment in which employees feel they can be frank

4. Help and challenge each other

Create an environment where people help each other and are responsive
Ensure that feedback is seen as positive

5. Create a realistic working environment

Ensure that your team has good working conditions

For the past two years, the Safety Management System deployed in all the Air France and KLM entities has ensured the identification, analysis and management of risks. In 2012, this system was applied to all major changes and investments.

KLM's Cargo and Maintenance divisions have deployed a *Work Permits* system guaranteeing respect of the KLM safety standards for staff working in sub-contractors, thereby ensuring safer workplace conditions for everyone.

Awareness-raising initiatives to prevent accidents

Awareness-raising campaigns aimed at reinforcing safety took place in 2012 and new initiatives were also implemented.

First developed in the Cargo division, the Ergo-coach scheme was subsequently deployed in KLM Engineering & Maintenance, enabling the training of KLM employees in vocational health and safety, who are now able to mentor their colleagues. The Basic Back program aimed at injury prevention was launched in November 2012 with some twenty employees. The Ergo-coaches are able to give advice on lifting and carrying heavy loads without injury and also maintain a list of at-risk practices. The remit of the Ergo-coaches has changed and, having focused on issues linked to the carrying of heavy loads, they are now working on the risks surrounding irregular working hours. The number of Ergo-coaches in the Cargo division has risen to 40 and those having been in position since 2011 were offered a refresher course. In-field presentations and the introduction of a distinctive safety jacket have increased their visibility to co-workers.

New measures were also implemented to reduce the number of accidents involving in-flight burns to cabin crews. Packaging has been improved for hot meals produced in the Netherlands and the international out-stations, and some items of in-flight catering equipment like coffee pots have been located lower in the storage bins to make them easier to reach.

Promoting a safety-first culture

Since November 2012, the Safety F@cts online program has offered managers a monthly interactive training module on vocational risks. This two-year program, which will come to an end in November 2014, is structured around KLM's five safety principles to be consulted by all managers. An identical version is available for staff. The training module aims to present how a safety-first culture can be put into practice across the company and how trust and understanding are key to evaluating the circumstances of an incident.

Within the framework of the promotion of the five safety principles and to encourage HR managers to become safety advocates, all of KLM's HR managers were invited to participate in an interactive workshop. Five such workshops were organized in 2012, each bringing together some 60 participants, with the last workshop scheduled for 2013.

Improving quality of life in the workplace

The New World of Work program, trialed last year in KLM's IT and Human Resources Departments, was developed during 2012 in other divisions like marketing. The aspects relating to ergonomics were discussed with the Works Councils. This program offers employees the opportunity to achieve a better work-life balance by prioritizing the workplace environment best suited to the tasks at hand.

The *More Energy Study* program conducted in partnership with Amsterdam's VU University enabled the development of a smartphone and tablet application for pilots aimed at improving their quality of life. The application offers specific, personalized advice based on data input on lifestyles (sleep patterns and nutrition). This program, launched in November 2012, aims to reduce pilot fatigue and improve their well-being in the workplace. The results are expected in late 2013.



Agreements relating to health and safety in the workplace

KLM's Declaration on Occupational Health and Safety, signed in 1996 and defining the main orientations of its policy framework, remains current. This Declaration reaffirms the company's commitment to an ongoing improvement in health, safety and well-being in the workplace aimed at minimizing the current and future risks with respect to physical and mental health.

In previous years, and again in 2012, KLM's Works Council was consulted on a series of health and safety-related measures, on matters as diverse as returning to work after sick leave, fire emergency evacuation, psychosocial stress and radiation. Additionally, initiatives to improve, for example, current practices relating to absenteeism were discussed with the Works Council.

4.1.4 Fostering diversity and combating discrimination

Consistent with the commitments made in the Air France-KLM group's Social Rights and Ethics Charter, the Air France-KLM group pursues an employment policy based on vocational integration, equal opportunity, preventing discrimination and promoting diversity to reflect that of society.

Air France

Combating any form of discrimination

To support the human resources network and managers in the implementation of this policy, Air France has developed a new range of support and information tools including a *Diversity and Management* e-learning training module, an information booklet on Diversity, a practical guide on *Religious Diversity in the Workplace*, etc.

More targeted initiatives to raise awareness and promote diversity were also launched in some entities with, for example, the availability of a *Managerial Tool Box* for in-field managers, the inclusion of an equal opportunity and prevention of discrimination training module in the training to access executive positions and the organization of a human resources seminar on the themes of diversity, handicap and psychosocial risks.

To inform employees and raise their awareness, a *Diversity and Prevention of Discrimination* e-learning training module was also introduced and entities were able to renew their poster campaigns and offer staff information forums on these themes.

The company is also pursuing its different partnerships with equal opportunity organizations like the French Association of Diversity Managers (*Association Française des Managers de la Diversité - AFMD*), the Corporate Social Responsibility Observatory (*Observatoire de la Responsabilité Sociétale des Entreprises - ORSE*) and *IMS-Entreprendre pour la Cité*.

Fostering equal opportunity

The commitment to fostering equal opportunity applies, in particular, to the collective recruitment and internal selection processes.

Since June 2006, for its external recruitment, Air France has used a web-based software application enabling candidates to submit their applications online using a universal CV. Furthermore, any individual liable to use the selection tools, consult job application files or have access to confidential information is required to respect the ethical and moral obligations set out in the Ethics Charter of the Recruitment, Selection and Redeployment Department. This charter is updated annually as a function of regulatory changes and in the light of best practices for the profession.

To ensure the control and quality of the recruitment processes, the ISO 9001 certification was renewed for a three-year period and extended to the internal selection activities on January 1, 2011. The guarantee provided by this certification ensures, in particular, that the compliance guidelines are respected.

Promoting professional gender equality

For some ten years, Air France has reaffirmed professional gender and wage equality as a major objective for the business and an area in which the company would like to make progress in terms of human resources management. This is an issue on which Air France would like to continue to move forward by way of a constructive workplace dialogue.

- ◆ Good Parenting Charter: Through the Charter signed in 2008, to promote parenthood being taken more into account and thereby contribute to a better work-life balance, Air France has made a commitment to developing parental representation across the business, creating a positive environment for employees who are also parents (particularly for pregnant women) and respecting the principle of non-discrimination in the career progression of employees with children.
- ◆ Collective agreement on professional gender equality: since 2002, three three-year Gender Equality Agreements have been unanimously signed by all the unions representing employees across the company, with the third agreement in force since January 1, 2011.
- ◆ Salary policy - wage equalization measures between men and women: Within the framework of its collective agreement-based policy, the company is committed to reducing any wage disparities between men and women. Since 2008, the annual wage agreements have enabled the implementation of a specific wage equalization measure (limited to a statistically significant observation) whose conditions were presented to the unions. This measure was again applied in 2012.

To ensure respect of equal treatment between men and women, a series of male-female comparative indicators have been included in the monitoring of human resources policies and management processes (training, careers, vocational safety, remuneration, etc.). These indicators are monitored annually within the framework of an audit carried out with each division.



Social, corporate citizenship and environmental information

Social information

On the occasion of International Women's Day 2012, at the initiative of Flight Operations, a flight was operated with a women-only crew. At the initiative of employees in the Engineering and Maintenance division, Air France's management is also supporting the creation of a women's network.

Policy on disability

The Air France employment rate for workers with disabilities increased from 3.92% to 4.17% between 2010 and 2011. Given the initiatives carried out this year to promote the direct and indirect employment of workers with disabilities, this rate should again have increased in 2012.

In 2012, the Air France group hired 47 new workers with disabilities. The company also ensured the maintained employability of staff with disabilities through numerous support programs and the adaptation of work stations.

Furthermore, the company's commitment is extended to businesses and organizations in the adapted and sheltered employment sector; spending on procurement from this sector amounted to €15 million in 2012.



The company has also established numerous partnerships, particularly with associations, to help achieve its objective of recruiting and promoting the vocational integration of disabled workers, and changing how disability is perceived.

KLM

Gender equality and respect for sexual orientation

KLM's commitment to fostering equal opportunity for all employees, promoting diversity and combating all forms of discrimination is enshrined in the Group's Social and Ethical Charter.

The company supports the equitable treatment of sexual orientation, a commitment reaffirmed during its sustainable development week. The *Over the Rainbow* social network, launched in 2010 by KLM and bringing together homosexual, bisexual and transgender employees, provides advice and ensures their equitable treatment, whatever their sexual orientation. The network numbered some 300 members in 2012.

KLM's IT division regularly organizes *Eat & Meet* lunch meetings to encourage colleagues to get to know each other better and promote diversity: 200 employees participated in 2012.



KLM has introduced measures to facilitate the promotion of women to managerial positions within the Commercial division. The KLM in-house network of women executives was also extended to all those with managerial responsibilities with meetings organized to swap experiences.

Vocational integration of persons with disabilities

Within the framework of Dutch legislation, KLM is committed to furthering the vocational integration of disabled persons and to maximizing their potential contribution. This represents a common goal for both KLM and its employees. Based on government guidelines, occupational physicians evaluate the employee's potential contribution then, in cooperation with other specialists, advise managers and employees on the adjustment in working hours, types of work and work station adaptation that are required to optimize the potential of employees with disabilities.

In the Netherlands, companies are financially responsible for their employees who become disabled for a two-year period and, in 2010, KLM extended this period to twelve years.

The return to work for employees with disabilities now receives pro-active support from KLM. When KLM employees are unable to return to their jobs due to disability, they are automatically offered an appropriate position without having to go through a new application process. An Advisory Committee has also been established to support the monitoring of these measures and propose improvements. Since its creation in 2010, the committee has reviewed 625 cases, offering each case manager advice on how to increase the chances of finding employees new positions or enabling them to return to their previous jobs.

On return from sick leave, when employees are considered to be in a situation of permanent disability, even if they have changed jobs and now occupy positions adapted to their disabilities, they are deemed to be disabled for legal purposes.

At KLM, the number of employees with disabilities increased from 656 in 2011 to 696 in 2012. In close cooperation with the Works Council, the company renewed its policy of support for employees returning from sick leave.



4.2 Note on the methodology for the reporting of the social performance indicators

In 2005-06, under the aegis of the Disclosure Committee, and validated by the college of Statutory Auditors, the Air France-KLM group's social performance indicators were defined in order to comply with the requirements of the French New Economic Regulations law (Les Nouvelles Régulations Économiques, NRE, May 15, 2001) and the European Regulation (EC 809/2004).

In 2011, work to optimize these indicators was undertaken to align, as of this year, the NRE social reporting with the requirements of Article 225 of the application decree for the Grenelle II legislation. This update to the social performance indicators was submitted to the Statutory Auditors, KPMG Audit, for review before the beginning of the 2011 NRE social reporting process.

Since the 2007-08 financial year, the Group has chosen to have a number of its principal social indicators verified by one of the Statutory Auditors, KPMG Audit. These indicators are shown by the symbol ✓ in the tables on pages 112 to 115. They are the subject of verification with a limited⁽¹⁾ level of assurance.

The comprehensiveness of the social, citizenship and environmental information disclosed in the 2012 Registration Document with regard to the requirements of Article R225-105-1 of the Code of Commerce has been reviewed by one of the Statutory Auditors, KPMG Audit. The statement attesting to disclosure of the social, citizenship and environmental information issued by KPMG Audit is available on p. 136.

4.2.1 Reporting scope

The Air France-KLM group's NRE social reporting consolidation scope is based on the number of employees (expressed as headcount) on the payroll at the end of the calendar year.

The NRE reporting scope covers 96% of the average employees in the Air France-KLM group at the end of the calendar year, expressed in full-time equivalent.

The subsidiaries of Air France and KLM over which the Group has at least 50% control, whose acquisition dates back at least one full year and which have at least 300 employees are included in this NRE social reporting scope.

Note that the number of employees for Air France and KLM comprises their entire workforce including staff employed internationally.

- ◆ For the 2012 financial year, the Air France consolidated subsidiaries are: Aero Maintenance group, Bluelink, BritAir, CityJet, VLM, CRMA, Regional, Servair group (ACNA, Bruno Pegorier, CPA, Jet Chef, Orly Air Traiteur, Servair SA, Passerelle and Base Handling), Sodexi and Transavia France, representing 75% of the employees of the subsidiaries in the Air France group;
- ◆ For the 2012 financial year, the KLM consolidated subsidiaries are: Cygnific, Cobalt Ground Solutions, KLM UK Engineering Limited, KLM Cityhopper (UK and B.V.), Transavia, KLM Catering Services Schiphol B.V. and Martinair, representing 92% of the employees in the subsidiaries of the KLM group.

In 2012, the reporting scope of the Air France subsidiaries and KLM subsidiaries remains unchanged.

The reference number of employees for calculating the coverage rate of the NRE social reporting is the average number of employees in full time equivalent during 2012 derived from the Management Control division's BFC tool.

The reporting period for the Group's social information is based on the calendar year to ensure consistency with the social performance indicators of other French companies. Note that, since 2011, the financial year has also been based on the calendar year.

4.2.2 Reporting tools

The indicators are compiled and consolidated using the Osyris (Operating SYstem for Reporting on Sustainability) reporting software at the disposal of contributors from Air France, KLM and their subsidiaries across the entire reporting scope. Precise definitions of each indicator and user guides for contributors to the Osyris tool are available in both French and English.

Consistency tests have also been incorporated within the tool. The data are verified and approved locally at the level of each subsidiary by a local verifier who is responsible for the HR statistical data.

This system is supplemented by a general reporting procedure which defines the process for compiling, calculating and consolidating the indicators, based on an instruction memorandum circulated by the Air France-KLM group's Finance division.

The consolidation of the Air France-KLM group's social information is carried out by Air France's Sustainable Development Department.

(1) The review work was conducted in accordance with the International Standard on Assurance Engagements (ISAE 3000), specific to the verification of extra-financial data verification.



4.2.3 Details and methodology/Commentary on changes in the indicators

“Consolidated data for the Air France-KLM” group table

This table presents the indicators relating to employees, recruitment, departures, the proportion of women employees and the percentage working part time. These indicators are consolidated at the level of the Air France-KLM group.

The notes below refer to the references in the tables on pages **112** to **115**.

Employees

Note 1: The number of people employed by the Group (expressed as headcount) on both permanent (CDI) and fixed-term contracts (CDD) on December 31 of the reference year.

Recruitment on permanent contracts

Note 2: The indicator concerns employees hired on permanent contracts (CDI).

For Air France, the calculation of the number of employees recruited on permanent contracts includes those initially recruited on fixed-term contracts (CDD) transferring to permanent contracts (CDI) during the year.

For KLM, only employees recruited directly on permanent contracts are taken into account.

Departures

Note 3: The reasons for departure are detailed in the notes to the Air France-KLM's 2012 Corporate Social Responsibility Report.

Note the significant number of departures in 2011, *i.e.* 11,612 employees, most of which were due to the non-renewal of fixed-term contracts. The other reasons include departures within the framework of the voluntary departure plan launched in 2010 (1,264 employees) and departures due to retirement, resignation, decease and termination of contracts during the trial period.

Only redundancies of employees under permanent contract are taken into account in the number of redundancies (including economic).

Percentage of women - Organization of working time

Note 4: These indicators enable the percentage of women to be evaluated relative to the workforce and the proportion of part-time employees on both permanent and fixed-term contracts at December 31 of the reference year.

Employees by geographical zone at December 31

Note 5: In 2011, the few KLM employees in the Caribbean and Indian Ocean geographical zone have been included in the number of employees in the North and South American zone.

In 2012, the Air France group employees in the French Overseas Territories and Dominions, *i.e.* 754 employees, are included in the Caribbean and Indian Ocean geographical zone.

“Other social data” tables

The indicators reported in the other social data tables are subject to different qualification and legal reporting obligations in France and the Netherlands, meaning that they are not comparable and need to be presented separately for Air France and KLM. The subsidiaries concerned in these tables are listed in the reporting scope section above.

Absenteeism - Health and safety in the workplace

A significant portion of the work-related accidents reported by Air France is due to cases of **barometric otitis and musculoskeletal disorders which are recognized as work-related accidents in France** whereas they are recorded as **sick leave by KLM** in accordance with Dutch law.

The absenteeism rate is not communicated for the Air France and KLM subsidiaries in 2012, the follow-up measures being in the verification process at the level of these entities.

■ Air France

Note 1: The absenteeism rates are calculated on the basis of a ratio of the days of absence over the days theoretically worked (excluding leave).

■ KLM and KLM subsidiaries

Note 1: In the Netherlands, there is no difference between the management of absence following a work-related accident or due to illness. Absences due to illness or work-related accidents are handled in the same way. For this reason, all the days of sick leave or absence due to work-related accidents are taken into account in the rate of absenteeism for illness.

Health and safety-Work-related accidents

There are significant differences in the definition's criteria for work-related accidents between France and the Netherlands (*See also paragraph on absenteeism*).

■ Air France and Air France subsidiaries

Note 2: The Air France's group definition of work-related accidents is in line with the definition under French law (at least one day of absence from work). Travel-related accidents are not included in the indicator but are the subject of specific monitoring and action plans.



■ **Air France**

Note 2: The number of fatal accidents in 2011 has been corrected due to the rejection, by the French Health Insurance Department, of the “occupational accident” qualification after the figures for the 2011 Registration Document were established. The adjusted number is in line with the figure published in the 2011 HR report.

■ **KLM and KLM subsidiaries**

Note 2: The KLM group’s definition of work-related accidents only takes into account accidents with at least one day of absence from work. Travel-related accidents are not included in the indicator but are the subject of specific monitoring and action plans.

Note 3: The frequency and severity rates are calculated based on:

■ **For Air France**

- ◆ for ground staff, the actual paid hours worked;
- ◆ for flight crews, the hours of commitment.

■ **For KLM and KLM subsidiaries**

- ◆ for all staff based on the theoretical hours worked.

■ **For KLM subsidiaries**

For the KLM subsidiaries the increase of the frequency and severity rate in 2012 is due to more accidents requiring absence of more than 24 hours being reported this year, notably at Cobalt Ground Solutions. Some of those accidents cause several weeks of absence, which explains the increase in severity rate.

Training

■ **Air France and Air France subsidiaries**

Note 4: The “Number of training hours by employee” indicator is calculated based on all the training sessions, independently of whether or not their nature requires them to be included in the 2483 Regulatory Declaration.

The hours of training for the subsidiaries of the Air France group are calculated without the data related to the Transavia France subsidiary.

■ **KLM and KLM subsidiaries**

Note 4: KLM does not currently have a centralized reporting system solely for the costs of training within KLM and its subsidiaries. Note that the disclosure of the total number of training hours is not required by Dutch law.

Number of disabled employees

■ **Air France and Air France subsidiaries**

Note 5: For Air France, the number of disabled employees reported are those who, based in Continental France and the French Territories and Dominions, are active in the company and for whom a valid certificate, pursuant to French law (Article L. 5212-2 of the French Labour Code), is available. Note that the data for international employees is reported based on local legislation.

The number of disabled employees recruited corresponds to the number of permanent and fixed-term employment contracts signed during the year; an employee recruited on a fixed-term contract who then transfers to a permanent contract during the year will be reported twice.

Note that the rate of employment of disabled employees for 2012 was not yet known on the date the figures for the reporting of the NRE social indicators were produced within the framework of the Management Report and the Registration Document.

■ **KLM and KLM subsidiaries**

Note 5: For KLM, an individual is deemed to be disabled if unable to carry out his or her work or any other work at an equivalent salary level. This requires the employer and the employee to look for another position with a salary as near as possible to the previous level and gives the employee the right to government benefits to compensate for any difference.

Since 2011, the number of disabled employees in the KLM subsidiaries has been calculated including the data related to the subsidiary Martinair.



4.3 Social indicators for the Group

4.3.1 Consolidated social data for the Air France-KLM group

	Air France-KLM group			
Headcount at 12/31 ⁽¹⁾ (permanent contracts and fixed-term contracts)	2010	2011	2012	12/11
Scope of NRE Social reporting ✓	96%	96%	96%	0.0%
Total staff ✓	105,928	106,618	104,130	-2.3%
Ground staff	70,747	71,277	69,516	-2.5%
Cabin crew	26,144	26,380	25,863	-2.0%
Flight deck crew	9,037	8,961	8,751	-2.3%
Staff under permanent contract	102,045	101,603	100,273	-1.3%
Recruitment under permanent contract at 12/31 ✓ ⁽²⁾	1,383	2,481	848	-65.8%
Recruitment under fixed-term contract at 12/31 ✓ ⁽²⁾	3,084	6,621	4,313	-35%
Departures at 12/31 ⁽³⁾	8,816	11,612	8,571	-26%
Of which redundancies (incl. economic) ✓	662	995	640	-36%
Percentage of women at 12/31 ✓ ⁽⁴⁾	42.5%	42.8%	42.8%	0%
Percentage of part-time employees at 12/31 ✓ ⁽⁴⁾	24.4%	24.5%	25.5%	4.2%
Breakdown of staff by age at 12/31				
<= 29 year ✓	N.A.	10,052	8,222	-18.2%
between 30 and 39 years included ✓	N.A.	33,065	30,305	-8.3%
between 40 and 49 years included ✓	N.A.	37,101	37,255	0.4%
50 years and above ✓	N.A.	26,400	28,348	7.4%
Breakdown of staff by geographical area at 12/31				
Europe (except France and The Netherlands) ✓	N.A.	5,072	4,607	-9.2%
North & South America ✓	N.A.	2,255	2,013	-10.7%
Caribbean/Indian Ocean (including French overseas territories) ✓ ⁽⁵⁾	N.A.	1,118	1,109	-0.8%
Asia/Pacific ✓	N.A.	1,710	1,678	-1.9%
Africa/Middle East ✓	N.A.	1,594	1,607	0.8%
The Netherlands ✓	N.A.	31,533	30,562	-3.1%
Continental France ✓	N.A.	63,336	62,554	-1.2%

✓ Indicators verified by KPMG for 2012 (limited level of assurance).

* Air France group: Air France and Air France subsidiaries.

Air France subsidiaries: Aero Maintenance group, BlueLink, Brit Air, CRMA, CityJet, VLM, Régional, Sodexi, Transavia France and Servair group: ACNA, Base Handling, Bruno Pegorier, CPA, Jet Chef, OAT, Passerelle, Servair SA. The scope was extended to two new subsidiaries in 2011: Aero Maintenance group and Jet Chef (in the Servair group).

** KLM group: KLM and KLM subsidiaries.

KLM subsidiaries: Cygnific, Cobalt Ground Solutions, KLM Cityhopper (UK and BV), Transavia, KLM Catering Services Schipol B.V., KLM UK Engineering Limited, Martinair.

N.A.: Not available.

(1) (2) (3) (4) (5): See Note on the methodology



Air France group*				KLM group**			
Total Air France group		Of which Air France		Total KLM group		Of which KLM	
2011	2012	2011	2012	2011	2012	2011	2012
95%	95%	100%	100%	98%	98%	100%	100%
71,028	69,513	58,065	56,893	35,590	34,617	29,424	28,698
49,472	48,337	38,957	38,066	21,805	21,179	17,501	17,043
16,187	15,941	14,988	14,762	10,193	9,922	9,175	8,973
5,369	5,235	4,120	4,065	3,592	3,516	2,748	2,682
68,307	67,201	56,586	55,728	33,296	33,072	28,119	27,819
1,409	707	773	309	1,072	141	1,007	103
5,452	3,962	3,053	1,863	1,169	351	589	134
8,998	7,168	6,194	4,315	2,614	1,403	859	935
338	542	149	247	657	98	54	71
42.9%	43.1%	44.6%	44.5%	42.4%	42.1%	43.6%	43.3%
18.4%	19.0%	20.5%	21.1%	36.7%	38.6%	38.3%	39.9%
6,353	5,254	4,696	3,807	3,699	2,968	2,445	1,944
23,456	21,422	19,478	17,802	9,609	8,883	7,827	7,206
23,834	24,266	19,507	19,857	13,267	12,989	11,263	10,999
17,385	18,571	14,384	15,427	9,015	9,777	7,889	8,549
2,661	2,346	1,913	1,652	2,411	2,261	988	931
1,862	1,655	1,549	1,369	393	358	392	357
1,118	1,047	878	839	0	62	0	62
776	744	771	739	934	934	934	933
1,118	1,048	1,101	1,025	476	559	476	559
178	161	26	24	31,355	30,401	26,613	25,814
63,315	62,512	51,827	51,245	21	42	21	42



4.3.2 Other social data for the Air France group (according to local legislation)

► Air France (100% of the staff headcount, registered and paid at the end of the calendar year)*

	2011	2012	12/11
Absenteeism⁽¹⁾			
Due to illness √	3.83%	3.74%	-2%
Due to work accidents √	0.61%	0.54%	-11%
Maternity leave √	1.15%	1.06%	-8%
Health and safety			
Total workplace accidents √ ⁽²⁾	2,139	2,070	-3%
Number of fatal workplace accidents ⁽²⁾	1	0	-100%
Frequency rate of workplace accidents √ ⁽³⁾	26.23	26.20	-0.1%
Severity rate of workplace accidents √ ⁽³⁾	1.07	1.05	-2%
Training			
Number of training hours by employee √ ⁽⁴⁾	32	31	-1%
Disabled staff⁽⁵⁾			
Total staff with disabilities √	1,634	1,691	3%
Total staff with disabilities recruited during year √	30	20	-33%
Collective agreements √	18	40	

* Data in italics concerns only Air France in Continental France and the French overseas territories.

► Air France subsidiaries

	2011	2012	12/11
Scope of reporting for Air France subsidiaries	76%	75%	-1%
Health and safety			
Total workplace accidents √ ⁽²⁾	870	993	14%
Training			
Number of training hours by employee √ ⁽⁴⁾	21	20	-4%
Disabled staff⁽⁵⁾			
Total staff with disabilities √	481	543	13%
Total staff with disabilities recruited during the year √	32	27	-16%
Collective agreements √	43	23	

√ Indicators verified by KPMG for 2012 (limited level of assurance).



4.3.3 Other data for KLM (according to local legislation)

► KLM (100% of the staff headcount, registered and paid at the end of the calendar year)*

	2011	2012	12/11
Absenteeism ⁽¹⁾			
Due to illness √	6.11%	5.24%	-14%
Maternity leave √	0.63%	0.55%	-13%
Health and safety			
Total workplace accidents √ ⁽²⁾	217	219	1%
Number of fatal workplace accidents	0	0	
Frequency rate for workplace accidents √ ⁽³⁾	4.54	4.73	4%
Severity rate of workplace accidents √ ⁽³⁾	0.16	0.16	0%
Training ⁽⁴⁾			
Total training costs in K€ √	69,422	60,777	-12%
Total training costs in € per full time equivalent	2,891	2,539	-12%
Disabled staff ⁽⁵⁾			
Total staff with disabilities √	656	696	6%
Collective agreements √	0	3	

* KLM: data concerns KLM without international staff.

► KLM Subsidiaries

	2011	2012	12/11
Scope of reporting for KLM subsidiaries	93%	92%	-1%
Health and safety			
Total workplace accidents √ ⁽²⁾	70	92	31%
Number of fatal workplace accidents	0	0	
Frequency rate for workplace accidents √ ⁽³⁾	5.88	8.46	44%
Severity rate of workplace accidents √ ⁽³⁾	0.08	0.15	88%
Training ⁽⁴⁾			
Total training costs in K€ √	21,206	19,736	-7%
Total training costs in € per full time equivalent	2,961	2,939	-1%
Disabled staff ⁽⁵⁾			
Total staff with disabilities	81	88	9%
Collective agreements √	4	7	

√ Indicators verified by KPMG for 2012 (limited level of assurance).



4.4 Corporate citizenship information

4.4.1 Dialogue with stakeholders

Listening, sharing and engaging with stakeholders are all integral to Air France-KLM's corporate citizenship commitment. The Group pays a great deal of attention to the expectations of its customers, employees and suppliers, and to local communities, associations, local authorities and players in civil society, such as NGOs.

Stakeholders are identified by analyzing their expectations vis-à-vis the Group's four key priorities. For each stakeholder group, the issues and risks have been assessed and the consultation methods defined. Relationships with the various stakeholders are re-evaluated on an annual basis.

The Group assesses employee perception by carrying out surveys and organizing forums several times per year. For external stakeholders, Air France and KLM have established various forms of dialogue, including via customer surveys, materiality tests with focus groups, feedback from shareholders and SRI investors and recommendations from non-financial rating agencies.

This ongoing dialogue helps the Group to better understand the changes taking place in wider society, and the issues and challenges with which it is faced. In 2012, stakeholder dialogue enabled Air France-KLM to further develop its biofuel policy and to consider new ways in which to reduce its overall environmental footprint.

Dialogue also promotes the exchange of ideas between different business sectors. Air France and KLM share best practice in CSR through their membership of associations or company forums. For example, KLM is a member of the Dutch Sustainable Growth Coalition, a forum for discussion on sustainable development created in 2010 on the initiative of seven Dutch companies who are DJSI front-runners in their sectors.

Stakeholder expectations can also have a significant impact on the Group's operations. For example, in 2012 following complaints about a particular noise produced by A320s from residents living close to the airport, Air France and the DGAC asked Airbus to investigate its origin, leading to changes in the design of new aircraft. KLM has improved its responsible catering offer thanks to dialogue with the Dutch *Beter Leven* Keurmerk association for animal protection and well-being: since 2012, the airline has served *Beter Leven* seal of approval chicken in its World and European Business classes, a commitment which will be rolled out to all flights departing from Amsterdam next year.

Air France and KLM have also implemented consultation mechanisms enabling their stakeholders to express the reasons for any dissatisfaction. Air France and KLM's Customer Care Departments are responsible for handling incidents affecting customers in a timely fashion. Both airlines are members of working groups (*Commissions consultatives de l'environnement* in France and *Alders Table* in the Netherlands) which bring together local community representatives, airlines and airports to discuss local environmental issues.

Lastly, feedback from stakeholders also has an influence on the Group's reporting, and particularly the 2012 Corporate Social Responsibility report and its websites.

4.4.2 Fair commercial practice

Air France-KLM's commitment to sustainability is enshrined in its Corporate Social Responsibility Statement, in which the Group undertakes to foster respect for the environment, social equity and local development.

As a signatory of the United Nations Global Compact, Air France-KLM is committed to respecting and applying within its sphere of influence the universal principles relating to human rights and the fight against corruption.

A commitment to respecting human rights

In its Corporate Social Responsibility Statement, Air France-KLM undertakes to respect human rights and oppose all forms of child and forced labor. The Group is also committed to promoting these principles among its suppliers.

The Social Rights and Ethics Charter affirms the Group's commitment to fostering a climate of trust and mutual respect in the workplace. The charter applies to all Air France and KLM employees, as well as to their European subsidiaries. The charter also stipulates that the Group will ensure that fundamental social rights are respected by all of its sub-contractors, everywhere in the world.

The Group has identified the human rights-related risk factors within its businesses and introduced measures to counter these risks, ranging from the protection of customers' personal data to an agreement on psychosocial risks at Air France and a CSR Charter for suppliers.

Since 2011, CSR audits have been carried out at supplier premises focusing, in particular, on working conditions.

Affirming our business conduct rules

Air France-KLM ensures that ethical principles are respected in the way it does business. As a framework for its operations, the Group has formalized these principles by producing documented rules governing business conduct. Some of these rules apply to all members of staff while others apply to specific areas. For example, the Air France-KLM Procurement and Air France Recruitment Departments both have codes of ethics in force which are signed by all members of staff.

The Board of Directors has adopted a Compliance Charter and a Financial Code of Ethics. The Compliance Charter requires company officers, senior executives and employees of the company with access to insider information to respect the rules relating to trading in the company's shares while the Financial Code of Ethics sets out the rules concerning financial information with which they must comply.

KLM has a Code of Conduct setting out the main principles concerning financial and business integrity, confidentiality and commitment to CSR. This Code serves as an overall framework for KLM initiatives in these areas.



Air France-KLM combats all forms of corruption. In line with the evolving international legislative and regulatory context, an Air France and KLM anti-corruption manual was drawn up in 2012 and will be circulated in 2013. Available in both French and English, this manual will be accessible to all members of staff and will be accompanied by a training module.

Lastly, to enable members of staff to signal any serious issues of which they may become aware, such as accounting and financial fraud or corruption, Air France and KLM have established a whistle blower procedure. This confidential procedure is accessible to everyone with no risk of sanction for the whistle blower.

Compliance with competition law

Since 2007, Air France-KLM has established a compliance policy to prevent anti-competitive practices via the publication and circulation of the Air France and KLM Competition Law Compliance Manual which is available to all employees. In addition to this Manual, several other means of prevention have been made available to the Group's employees, including a telephone hotline dedicated to competition law.

An e-learning module on the application of competition law is now mandatory for all Air France and KLM executives holding positions which require knowledge of the relevant regulations. After this online training and having passed an evaluation test, employees sign a declaration in which they commit to complying with the competition laws applying to their functions

4.4.3 Measures to ensure consumer health and safety

Flight safety and risk management

Safety is the absolute priority for Air France-KLM. It is vital to maintaining the trust of both customers and staff, and imperative for its activities and the long-term viability of air transportation.

All of the Group's businesses are subject to extensive controls and certification, and meet extremely strict standards and the highest level of regulations in the industry, both at European level with the European Aviation Safety Agency (EASA) and globally with the International Air Transport Association (IATA), whose IOSA operational safety audit is a benchmark within the industry.

To achieve the highest attainable standard of flight safety, the Safety Management System (SMS) has been deployed across the two airlines. The SMS deals specifically with the management of aviation risks, and is supported by a commitment at the highest level of management within the Group, and by training and awareness-raising initiatives among all members of staff.

More generally, flight safety is an integral part of the risk management procedures (See also Section 3 – Risks and Risk Management).

Measures to safeguard consumer health

The Group must guarantee the integrity of its in-flight catering for both customers and flight crew. The manufacturing and supply of food products are governed by European regulations which impose multiple requirements: the auditing of caterers, micro-biological and temperature analyses, staff training in the best hygiene practices, etc.

The two airlines have established a quality-first procedure to be able to respect these requirements. For example, Air France has based its Quality system on the ISO 22000 standard (food safety) becoming, in 2006, the first airline in the world with this certification.

Additionally, all Air France and KLM cabin crew are qualified in first aid and individual aircraft are systematically equipped with first aid kits and automatic defibrillators. To prevent the risk of thrombosis, an in-flight video on long-haul flights screens prevention exercises for passengers. Air France's Airbus A380s have a fully-equipped medical area.

The Group also offers a number of health-related services to passengers. For example, KLM Health Services offers passengers a three-stage service: during the flight, on arrival at their destinations and on the return flight. Air France's commercial website includes a health and well-being section and Air France has an ISO 9001-certified vaccination center in Paris.

In partnership with the Valk Foundation and Leiden University, KLM offers a program to overcome the fear of flying based on in-depth research into its causes. Air France also offers similar courses to help its passengers overcome their phobia of aircraft.

4.4.4 Contributing to regional economies

Employment and regional development

Roissy-CDG and Amsterdam-Schiphol airports offer multiple connections, forming an extensive, high-quality network and generating an attractive business environment.

With 89% of the Group's employees based in France and the Netherlands, Air France and KLM make a significant contribution to job creation in the regions surrounding their hubs. KLM is the third largest private sector employer in the Netherlands with 30,000 of the 60,000 direct jobs at Schiphol airport. Air France's more than 44,000 employees in the Ile-de-France make it the leading private sector employer in the Paris region. In 2012, the airline demonstrated its commitment to the Paris region with new investments such as the ZEPHYR Engine Test Bench at Roissy. For its part, Régional has opened a new maintenance center in Clermont-Ferrand again highlighting the Group's enduring commitment to mainland France.

The Group's businesses also generate numerous direct and indirect jobs around the hubs: ground handling and catering services, the cleaning and sub-contracting services required for aircraft operation. Sixty per cent of the Air France group's procurement in France (excluding fuel) comes from the Paris region, representing a total of €1.27 billion.



Social, corporate citizenship and environmental information

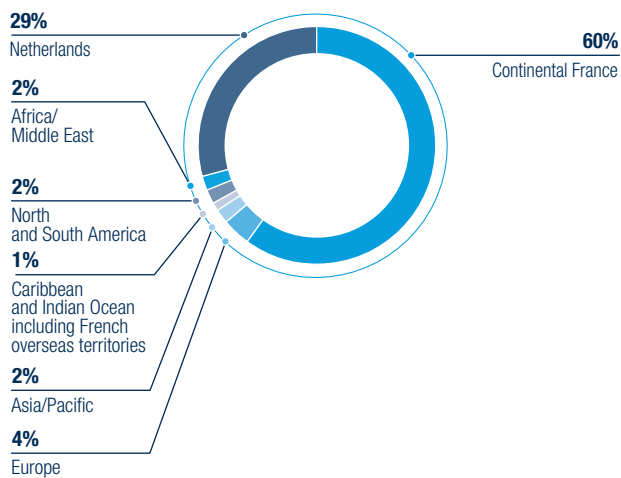
Corporate citizenship information

Roissy-CDG airport generates almost 248,000 direct, indirect and spin-off jobs including 86,000 with the 700 businesses based in the airport catchment area.

Through its extensive global network, the Group participates in the dynamism of the regional economic and social fabric. This dynamism involves recourse to local production and spin-off economic activity. The Group makes a pro-active contribution to developing the economic regions where its operations are based.

The wide range of professions and services required for the Group's out-station activity generates a significant number of direct and indirect jobs. For example, Air France subsidiary Servair is present in more than 50 international airports where the company prioritizes local employment and procurement.

Breakdown of Air France-KLM employees by geographical region (in %)



Source: table on pages 112 - 113

A permanent dialogue with local communities

Air France and KLM maintain a pro-active and transparent dialogue with all the regional stakeholders. These regular discussions are the key to successful cooperation on issues such as noise and the quality of life around airports.

Association Pays de Roissy-CDG

Created in 2003 at the initiative of Air France, the association brings together companies, local elected representatives and residents of the Roissy-CDG catchment area, enabling projects concerning economic development, housing, transportation, culture, training and research to come to fruition. Through this association, Air France reinforces its territorial foundations by working in partnership with the local players.

Environmental Advisory Committees (CCE) and Advisory Committees for Resident Assistance (CCAR)

Active in the main French airports, the Environmental Advisory Committees constitute the main forum for dialogue between the operators and local communities, thereby helping to orientate the

environmental measures accompanying airport development. The CCARs are advisory bodies specially dedicated to helping sound proof housing in communities located near to major airports. Air France is a member of all the CCEs and CCARs in France.

Grand Roissy and Grand Paris

Air France also takes part in discussions on planning to shape the areas surrounding its hubs over the coming twenty years, such as the consultation process on the *Grand Paris* and *Grand Roissy* projects. Air France thus participated in the *Grand Roissy Area Conference* in February 2012 by representing the FNAM (*Fédération Nationale de l'Aviation Marchande*) at the *Roissy Conseil de Pôle*, whose role is to determine the area's development strategy. Air France is also contributing to the *Grand Roissy Economique*, a commission that aims to provide coordination to the business community in the area.

Alders Table

KLM and stakeholders ranging from Dutch Government Ministers to local communities and air transport professionals all come together around the *Alders Table*. This dialogue fosters a better understanding of the factors influencing the noise environment around Schiphol so as to achieve the optimum balance between the increase in aircraft movements and a reduction in noise.

CROS

KLM has been investing for several years in dialogue and cooperation with inhabitants of the Schiphol Airport zone, notably through the Schiphol Regional Review Board (CROS).

Landschap Noord-Holland

In 2010 KLM, started a three-year partnership with Landschap Noord-Holland Foundation as part of the KLM commitment to supporting nature conservation and biodiversity in the territories served by KLM including the home base in the Netherlands. Amongst the Foundation's many projects, KLM sponsors the IJperveld region. This area of reclaimed land is a stunning example of Dutch water management as well as being rich in bird and plant life.

Contributing to skills development, the vocational integration of young people and the social integration of the vulnerable

Air France and KLM encourage initiatives promoting access to training leading to professions in the airline industry through a number of different associations and education programs for young people. The two companies notably support the following initiatives:

OPEN - Ouvrons nos Portes à tous les Élèves Naturellement

Spearheaded by Air France in 2010, this project aims to enable teenagers with little or no access to the business environment to spend one week learning about the Air France professions. In 2012, this initiative was repeated and 14 school pupils (three of whom with disabilities) were able to gain an understanding of the business environment.



Airemploi

Air France is a founder member of this association which offers information on career opportunities and training courses in the air transport and aeronautical professions. In 2012, within the framework of the *Hirsch-Ouvrir Les Possibles* project (a pilot-led program to discourage children from dropping out of science classes in Seine-Saint-Denis), the Association visited 11 schools. It also took part in 173 *Terre et Ciel* conferences with 3,342 school children, 41 *Terre et Ciel* conferences with 409 careers advisors, 13 *Découverte des Métiers* workshops with 283 career advisors, and 66 trade fairs and seminars in the Ile-de-France and the French regions attended by 14,540 people. Airemploi also participates in programs to raise school childrens' awareness of the aeronautics professions which are traditionally seen as a male preserve, such as *Féminisons les Métiers de L'aérien* and *Place aux Filles*.

JEREMY (Jeunes en Recherche d'Emploi à Roissy et Orly)

Air France is a founder member of this association which promotes the vocational integration of local young people without formal qualifications who are excluded from the workplace through a scheme combining training with professional experience and counselling. In 2012, thanks to this association, 1,100 candidates attended collective information meetings and 339 interns completed a foundation course leading to a qualification. These initiatives are implemented in partnership with the region, the French Department of Education, the Apprenticeship Training Centers (CFA), and regional institutions and associations.

Fondation de la Deuxième Chance

Since 2005, through its Sodesi subsidiary, Air France has been committed to the Second Chance Foundation for which it coordinates the airport catchment area site located in Roissy. This Foundation contributes to the realization of professional projects by vulnerable people.

ROC

KLM continues to invest in education programs alongside Regional Education Centers (ROC). The Amsterdam-based education centers and KLM Engine Services offer gas turbine mechanic and sheet metalwork training with the Leiden center, while KLM also assists with internships and training to develop skills. KLM provides professional training for careers in aircraft maintenance at two schools with a two-year contract as a mechanic at the end of the course.

Global Start

Every year KLM donates computers and servers to this training program dedicated to ICT training for potential school dropouts and the long-term unemployed.

Partnership and sponsorship initiatives

Historically, the Group has always played an active role in international development assistance, particularly through its support of NGOs and projects led by its own employees. Concretely, Air France-KLM supports development projects in various different ways:

Long-term programs and humanitarian partnerships

Air France works to help disadvantaged children through its Corporate Foundation which, this year, celebrated its twentieth anniversary. In 2012, the Foundation assisted 102 support projects for sick, disabled and vulnerable children wherever the company has operations.

For more than thirty years the airline has partnered the Acting for Life NGO, which promotes child protection, economic development and sustainable tourism. In 2012, the organization supported 51 projects in Africa, Asia and Latin America. Air France has also provided long-term support for humanitarian air transport missions carried out by *Aviation Sans Frontières* (Aviation Without Borders). It also acts as an information conduit by raising passenger awareness of the damage caused by child sex tourism, by financing ECPAT International's prevention campaign and by distributing literature during flights to at-risk destinations.

KLM's AirCares program supports seven partners in the areas of education, health and sanitation: *Close the Gap*, *Medical Knowledge Institute*, *Aflatoun*, *Doctor2Doctor*, *Aviation Without Borders*, *Wings of Support*, and *Get it Done*. KLM analyzes the impact on beneficiaries of AirCares programs at the beginning and end of each project. A total of 13.3 million air miles were donated by *Flying Blue* members to these partners who also took part in a KLM event designed to broaden mutual cooperation, generate synergies and add value to their respective projects.

Logistical support

In 2012, 626 Air France tickets and free transportation of excess baggage were donated to 35 NGOs principally involved in providing medical assistance. Twenty-five other Air France-approved organizations also benefited from discounted fares for transporting personnel and equipment. In 2012, KLM donated tickets and transported 1,400kg of cargo and 500kg of excess baggage for its AirCares program partners as part of the logistical support in the KLM AirCares program.



4.4.5 Sub-contracting and suppliers

Pursuing a responsible procurement policy

As a service company, Air France-KLM's business activity is heavily dependent on procurement which represented €16 billion in 2012 from some 4,200 contractual suppliers. Fuel purchasing accounts for more than 50% of its expenses, followed by airport & navigation fees, airport handling and engineering & maintenance. Given the significant proportion of external expenses relative to total revenues, optimizing, innovating and ensuring sustainability principles are adopted throughout the supply chain are priorities for the Group and contribute to improving the Group's profitability. Air France-KLM can exercise significant leverage via its procurement policy and purchasing volume which it can use to encourage responsible practices across the supply chain.

For a number of years, the Air France-KLM combined Procurement function has aimed to incorporate corporate social responsibility principles in its relations with suppliers by reinforcing control over ethical, social and environmental risks. To this end, the procurement process takes place in the following manner.

- ◆ The buyer sends the supplier a supplier questionnaire addressing CSR themes such as health, safety, environmental management and HR policy.
- ◆ The supplier is invited to sign the CSR Charter for suppliers based on the principles of the UN Global Compact or submit their own equivalent document which may be approved following analysis. In 2012, the proportion of suppliers having demonstrated their CSR commitment increased to 71%.
- ◆ The specification sheet attached to the tender documentation lists the criteria enabling the evaluation of the environmental impact of the product or service which is then taken into account during the evaluation of the different supplier proposals. This is an integral part of the assessment of the total cost of ownership and the life cycle analysis.
- ◆ The supplier contract includes an ethical and environmental clause.

Besides quality audits of suppliers, since 2011 the Group has carried out supplier CSR audits with 13 such CSR audits being conducted in 2012. These audits, carried out in countries deemed to be at-risk in terms of corruption, human rights and environmental policy, enabled the identification of areas of improvement. The follow up on the environmental findings established that 60% of the issues had been resolved thanks to corrective actions put in place by the suppliers. Starting in 2013 a CSR self-evaluation campaign for suppliers will be

added to the onsite audit program enabling a wider range of suppliers to be reached and providing better visibility on their management systems and best practices.

Empowering the buyers

In addition to sharing the Group's CSR commitments, the Air France-KLM buyers are encouraged to sign a Code of Ethics outlining the ethical rules to be respected in their dealings with suppliers. This document and the CSR Charter for suppliers are available on the Procurement website. Furthermore, an internal process has been established to guide buyers towards responsible purchasing decisions including internet links to learn more about the best environmental practices together with training and seminars to raise buyer awareness and develop their skills, enabling them to take environmental and social criteria more effectively into account in their work.

Dialogue with suppliers

Via performance-monitoring meetings, special events and participation in forums and working groups, the procurement function maintains an ongoing dialogue with suppliers. Suppliers can also find information on how procurement is organized, the procurement policy and the function's commitment to Corporate Social Development at a dedicated website (www.af-klm.com/procurement) .

Procurement also cooperates with associations and companies in the sheltered sector on multiple projects representing a total €15 million of the Group's procurement (e.g. re-packaging of audio headsets in Economy class, cleaning of blankets in Economy and Business).

The Group participates jointly with Procurement in responsible purchasing working groups organized by the ORSE and AFNOR.

Mobilizing suppliers

The Procurement function sees suppliers as bona fide partners in a mutually-beneficial form of growth. In this capacity, it supports their research and development to identify innovative solutions and analyze the environmental impact of products. During the drawing up of a product specification, the prescriber and buyer work together to identify the environmental and corporate citizenship characteristics thereby encouraging the supplier to not only develop the environmental performance of its products but also engage in a commitment to sustainability.



Partnering local development

The services sub-contracted by Air France-KLM represent a significant number of direct jobs, of which more than two-thirds are based in Europe. The Group also contributes to the development of suppliers in some sectors in the regions where the two hubs are located and at flight destinations through cooperation with local suppliers. For example, the Group contributes to developing the French regions (more than €400 million of contractual procurement in 2012, excluding aircraft and fuel).

Substantial sub-contracting

To identify the direct portion of sub-contractor procurement, an estimate has been made based on the Group's external expenses. Based on this estimate, the amount of external expenses, excluding fuel, potentially linked to sub-contracting procurement (catering, airport handling, aircraft sub-contracting and maintenance, other sub-contracting) amounted to €2.5 billion in 2012.

Taking into account corporate citizenship and environmental priorities

The obligations of sub-contractors in terms of the environment and occupational health and safety are stipulated in the product or service specification.

To prevent the risks linked to joint-activity during interventions, the establishment of prevention plans is systematic. This approach is the subject of a General Occupational Health and Safety Procedure. For Air France, the accident record of sub-contractors is the subject of a performance indicator which is tracked through the company's social reporting.

Furthermore, an environmental clause figures in Air France's catering contracts which includes measures to reduce the environmental footprint, such as the sorting and recycling of waste and the use of seasonal products.

KLM Inflight Services deploys a responsible supplier charter for its principal suppliers, stipulating KLM's requirements in terms of responsible in-flight catering and contributing to the preservation of biodiversity.



4.5 Environmental information

For many years the Air France-KLM group has been committed to a growth strategy that respects the environment and these environmental concerns are now at the heart of an ambitious, common strategy across the Group.

The Air France-KLM group is aware of the impact of its activity on climate change and seeks to reduce its greenhouse gas emissions through the various initiatives in its Climate Action Plan⁽¹⁾.

In January 2008, within the framework of the French National Conference on the Environment (*Grenelle de l'Environnement*), Air France signed the air transport sector agreement with the French State, aimed at pursuing and stepping up French efforts towards air transportation that is increasingly respectful of the environment.

KLM has subscribed to the *Dutch Knowledge and Innovation Agenda*, defining the environmental and sustainable development vision and targets for airlines in the Netherlands. The company is also committed to the *Dutch National Agreement on Sustainability* (sector agreement on Transport, Logistics and Infrastructure for 2008-2020).

4.5.1 Overall environmental policy

Organization and responsibilities

Air France and KLM each have their own environmental management systems. However the two Environment Divisions closely coordinate their activities, collectively establishing the Group's environmental strategy and working together on a wide range of issues.

In particular, they carry out a common environmental reporting process through the Group's Corporate Social Responsibility report.

Air France's Environment and Sustainable Development division is responsible for formulating proposals on the company's environmental policies and priorities to be submitted to the General Management and the Executive Committee.

Each division of the company is responsible for applying the environmental policy thus defined and for regulatory compliance, supported by the Quality-Safety-Environment network.

The Environment and Sustainable Development division ensures the consistency of the action plans in the entities and coordinates the environment network in which the Air France subsidiaries participate.

Each division has an environmental coordinator, generally reporting to the Quality-Safety-Environment manager, who is responsible for:

- ♦ deploying the company's environmental policy in their entities through multiple strategic, training and communication initiatives;

- ♦ coordinating the departments' environmental approaches and action plans;
- ♦ establishing indicator dashboards, analyzing the results and identifying preventive and corrective measures;

For KLM, the Executive Committee (EXCOM) approves the company's environmental policy and the related environmental action plans.

The Corporate Social Responsibility (CSR) and Environmental Strategy Department drafts this policy and is responsible for the proper functioning of the Environmental Management System.

All the departments have their own environmental coordinators who report to the Quality Managers and Executive Committee members who are themselves members of the Operational Safety & Environment Board which is responsible for controlling environmental compliance and performance.

Environmental management/ISO 14001 certification

Air France and KLM have established proprietary Environmental Management Systems based on the ISO 14001 standard.

This international standard is based on the principle of continuous improvement (Deming total quality model): plan the objectives, do (implement), check and management review. For each entity of the company, the processes are identified, planned, monitored and verified. There are also a series of internal and external audits to monitor the effectiveness of the Environmental Management System.

Air France has been ISO 14001 certified for all its ground operations in metropolitan France and all its flight operations since 2008. This certification was renewed in 2011 and is the subject of an annual audit.

KLM has deployed its ISO 14001-compliant environmental management system since 1999. Within the framework of its commitment to developing its environmental policy, KLM has implemented an extensive annual program aimed at ensuring a continuous improvement in environmental performance, guaranteeing environmental management and actively developing internal and external communication.

The environmental results of KLM Cityhopper, KLM Catering Services, KLM Equipment Services and KLM Health Services are included in KLM's environmental performance indicators while those of Martinair and Transavia.com are also partly included.

(1) For further details see the Air France-KLM Group's Corporate Social Responsibility Report at <http://corporate.airfrance.fr> and at www.airfranceklm-finance.com.



Environmental reporting/Verification of extra-financial data

The Air France and KLM groups generate and report environmental indicators using systems which are proprietary to each company.

The Air France group generates environmental reporting using the OSYRIS (Operational SYstem for ReportIng on Sustainability) IT application centralizing the population, verification and consolidation of the data for all the ground operations. For flight operations, the data are calculated using the DataWareHouse tool.

The KLM group manages and reports its environmental indicators in a similar fashion using the CaeSar database which is widely deployed across the company.

The environmental reporting procedure is outlined in a Group environmental instruction memorandum common to Air France and KLM containing the definitions and the scope of the indicators.

In anticipation of the *Grenelle II* legislation, a selection of Air France-KLM's environmental indicators have been verified by one of the Group's Statutory Auditors since 2008. The indicators that are the most significant for air transportation, namely CO₂ emissions and fuel consumption in flight operations, are verified with the highest level of assurance known as reasonable assurance with a limited level of assurance for the other indicators.

Employee training and information on environmental protection

The Air France-KLM group's internal communication on its environmental information is ensured through a number of different channels:

- ◆ during the company's Sustainable Development Week, Air France and KLM organize conferences and workshops on various themes such as climate change, biofuels, reducing resource consumption and the company's support for NGOs;
- ◆ newsletters on sustainable development issues are regularly circulated within the Group to keep employees in touch with the latest environmental news concerning Air France and KLM;
- ◆ in 2011, e-learning modules were introduced on Corporate Social Responsibility covering the important environmental aspects for Air France-KLM. This training, which is accessible under the DIF scheme and recommended for managers and members of the QSE network, had already been used by more than 3,000 employees at the end of 2012;
- ◆ the Environment and Sustainable Development division helps the business divisions to deploy eco-design and, in 2012, launched a number of pilot projects around this theme (e.g. practice of eco-design as of a need arising, testing of an eco-design tool, ACV comparative studies, inclusion of environmental criteria in supplier specifications, etc.);
- ◆ KLM regularly organizes a Corporate Social Responsibility Café where employees can cooperate on sustainable development matters;

- ◆ the environmental management system deployed in the different Air France and KLM divisions and subsidiaries also raises the awareness of employees across the board on the need to reduce their environmental footprints.

Resources dedicated to the prevention of environmental risks and pollution

Managing environmental risks

The identification and management of environmental risks is an integral part of the ISO 14001 management system. Within the framework of these systems, the risks are identified, their impact evaluated and preventive and corrective measures implemented through the action plans of the different entities.

A feedback system has been established in all the Air France and KLM Operational divisions to record environmental incidents, enabling risk prevention plans to be established and implemented at Group level.

See also *Risks relating to the environment* in Chapter 3 *Risk factors and their management*.

Environmental expenditure and investment

Air France's policy is to fully integrate environmental management within the business operations. This means that it is difficult to identify precise expenditure and investment on environmental management since investments are not made exclusively for environmental purposes (fleet renewal, for example).

KLM does, however, itemize a list of the most significant expenditure that can be directly linked to environmental legislation or management. This concerns expenditure relating to noise disturbance and the sound-proofing of buildings. KLM's other significant item of expenditure is taxes on waste (€3 million).

Environmental risk provisions and guarantees

Air France has taken out an insurance policy to cover civil liability for environmental damage risks up to a sum of €50 million per claim and per year, including specific limits depending on location and/activity. In the event of a claim, deductibles will apply. This insurance also covers a number of subsidiaries including those with air operations (Régional/Brit Air/Transavia France/CityJet/VLM).

In terms of risk prevention, the main Air France divisions and subsidiaries exposed to environmental risk have in-house QSE (Quality Safety Environment) units, which regularly participate in site sensitivity studies, particularly when these are required by insurers.

KLM's aviation insurance covers environmental damage due to an aircraft crash, fire, explosion or collision. KLM has no specific financial provisions or guarantees for environmental risks because the regular financial provisions of KLM are applicable. The only exception is the provision made within the framework of the agreement between KLM and the WWF-NL on the 1% target for biofuel use in 2015.



Measures taken to guarantee the Air France-KLM group's compliance with legal and regulatory environmental requirements

In 2011, a monitoring and regulatory compliance tool was deployed across the company covering all the applicable environmental requirements. This tool also enables the monitoring of new regulations and the level of their adoption by each division within the company.

Any cases of non-compliance arising from the evaluation questionnaires are formalized and dealt with by an action plan. The CRMA, Régional and Brit Air subsidiaries also have similar tools.

In the maintenance sites listed as ICPE environmental protection facilities (*Installations classées pour la protection de l'environnement*), Air France produces a solvent management plan which is sent every year to the French administration, detailing the quantities of solvents consumed and the related emissions of volatile organic compounds, together with the measures in place to reduce these emissions.

To ensure compliance with the legal and regulatory requirements relating to Air France and KLM's ground operations outside their respective countries, Air France and KLM have adopted an environmental code of best practice in their outstations (GEP = Good Environmental Practices).

Amount of environmental indemnities paid during the financial year as a result of legal rulings

Air France and KLM paid no environmental indemnities during the financial year.

4.5.2 Pollution and waste management

Prevention, reduction and reparation of air, water and ground emissions with a serious environmental impact

Flight operations

The Air France-KLM group monitors its atmospheric emissions, including low altitude emissions which impact the quality of the air around airports. The indicators cover emissions of CO₂, SO₂, NO_x and HC.

Ground operations

The effluents released from the Air France-KLM group's maintenance operations are the subject of regular checks in order to ensure that the thresholds defined by the prefectural decrees are fully respected for each of their sites. The main effluents monitored are pH, nitrogen, phosphorus, metals, COD (Chemical Oxygen Demand) and BOD (Biological Oxygen Demand).

Prevention, recycling and evacuation of waste

The recycling of onboard waste is an ongoing priority for the Air France group and is one of numerous initiatives such as the recycling of some 80% of equipment used (meal trays, drawers, covers, trolleys) and the development of eco-design to acquire the means to improve the environmental evaluation of products and reduce their overall impact.

A waste sorting system has been established at Air France's principal tertiary sites, enabling the recycling of hundreds of tons of paper every year. As part of the initiative to reduce paper consumption, a system of shared printers has been deployed across the company by the IT division.

Hazardous waste from the maintenance activities is the subject of a comprehensive tracking system and its management harmonized in the different maintenance sites. This approach is also reflected in the optimized management of suppliers and costs, and the contribution of more relevant solutions with reference to regulatory changes.

Since 2009, Air France and KLM have had a common program aimed at recovering metal from used aircraft parts to make new components and re-use those that are still in good condition.

Measures taken to limit noise pollution

The totality of the Air France fleet complies with the criteria established by the ICAO Chapter 4 Noise standard, the most demanding norm in terms of the acoustic quality of civil aircraft.

In addition to renewing its fleet, Air France implements the following measures to reduce the noise impact of its flight operations:

- ♦ application of *less noise* procedures, such as continuous descent approaches in collaboration with the DGAC, the French civil aviation authority. In 2012, Air France applied the continuous descent approach at Roissy-CDG pursuant to the decisions taken during the hearings of the *Grand Roissy* initiative;
- ♦ reduction of night traffic: at CDG, Air France has given up 725 of the 818 annual slots abandoned by the airline industry as a whole since 2003.

Air France continued its investment effort by taking delivery of two new Airbus A380 aircraft for the fleet, taking the total to eight aircraft. The Airbus A380 is currently the most advanced aircraft in terms of acoustic quality and it already meets the noise standards that will become mandatory as of 2020-25. KLM uses the higher-altitude operational approach procedure for its night flights. Furthermore, KLM has implemented a number of route optimizations which have led to a reduction in noise pollution for 18,000 local residents.

After a trial lasting two years, in 2010 an innovative fixed radius turn was successfully introduced on a Standard Instrument Departure (SID) to reduce the noise around the departure routes.

KLM's Boeing B737 aircraft are the first to use this navigation technique to reduce noise. The extension of this procedure to the other aircraft types and companies is currently being studied.

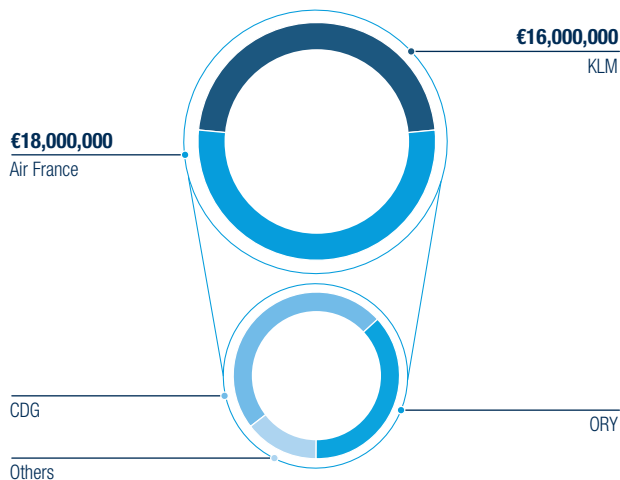
Indemnities paid and actions carried out to neutralize environmental impacts

The French and Dutch governments have consistently reaffirmed their commitment to reducing the noise impact on populations. They have implemented policies aimed at adapting urbanization as a function of the exposure to aircraft noise. These include preventive measures aimed at avoiding the settlement of new inhabitants and remedial measures to sound-proof existing homes.

In 2012, Air France paid the French State a total of €18 million in Airport Noise Tax (TNSA) levied on every takeoff. The proceeds are dedicated to financing sound-proofing for homes situated near airports and exposed to aircraft noise.

In 2012, KLM paid €16 million in noise taxes for the sound-proofing and compensation for loss of value in real estate around Schiphol airport in respect of Article 77 of Dutch aviation law.

Breakdown of the tax on airport noise pollution (TNSA) for the Air France-KLM group in 2012



4.5.3 Sustainable use of resources

Water consumption and the water supply as a function of the local constraints

Given its activity, Air France-KLM is not concerned by the “water supply as a function of the local constraints” theme.

The Air France group has considerably reduced its water consumption through better control over its processes, making its teams more accountable and by the integration of environmental criteria in the design and realization of its tools and work stations.

For example, the Air France maintenance division has established an aircraft washing process which uses much less water (around 8,000m³/year), using cloths and biodegradable products.

For its part, Servair continues to deploy tools enabling the consumption of its industrial washing machines, which use a lot of water, to be monitored more closely. This has resulted in a saving of some 60,000m³ in water consumption since 2009.

The action undertaken to reduce water consumption includes the installation of water meters, the reuse after treatment of rinsing water and the replacement of systems pumping groundwater by closed-loop or alternative systems.

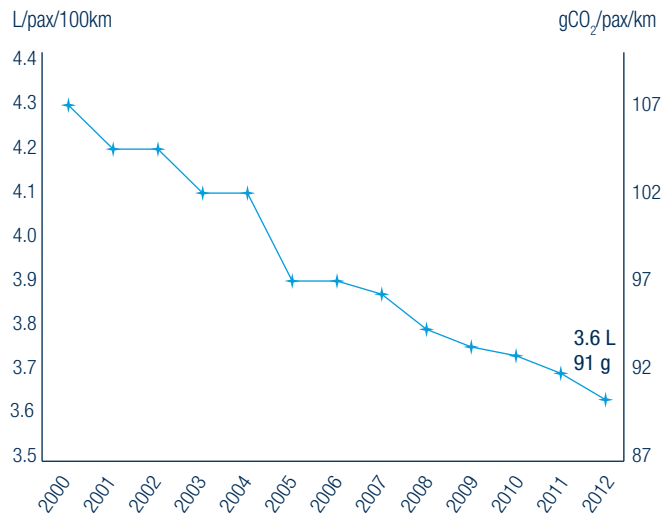
Consumption of resources and the measures taken to optimize their use

The Air France-KLM group has made a long-term commitment to mitigating the effects of climate change by reducing its carbon footprint. The high cost of fuel and environmental regulations justify the Group's ongoing efforts. An ambitious Fuel Plan has been deployed across the two companies aimed at reducing fuel consumption and improving energy efficiency. The main levers of improvement are based on the:

- ♦ renewal of its fleet (the Air France-KLM group fleet has an average age of 9.9 years) to ensure that it comprises modern, more energy-efficient aircraft with some of the best performance standards in the market. For example, the CO₂ emissions of the A380, the latest arrival in the Air France fleet, are 15% lower than for other modern four-engine aircraft. Across the entire Air France network, for all fleets, the average consumption is 3.6 liters per passenger over 100 km, a 15% reduction since 2000;



Specific consumption of the Air France-KLM group



- ◆ continuous improvement in operating procedures to reduce fuel consumption, like flight trajectory optimization, reduced waiting times and appropriate altitudes. The impact of European air traffic control on Air France's fuel consumption has been estimated at 6% per year.
- ◆ lightening the mass loaded on board aircraft is also a non-negligible factor: a one kilogram reduction in the weight of an Air France aircraft represents a CO₂ saving of some 76 tons every year. Air France has thus replaced its baggage containers on long-haul flights with bins which are some 11kg lighter, saving some 2,000 tons of kerosene per year.

For a number of years, the Air France-KLM group has been actively involved in the development of sustainable biofuels with a low carbon footprint and no harmful environmental or social impact. To this end, the Group is participating in the European Biofuel Flightpath 2020 initiative which aims to produce two million tons of sustainable biofuels in Europe by 2020.

Sustainable biofuels effectively constitute the most promising avenue to drastically reducing the airline industry's carbon emissions. On September 25, 2008, the company signed a sustainable biofuels charter drawn up in conjunction with NGOs such as the WWF and the Natural Resources Defense Council. The Group is also a stakeholder in research carried out by the Roundtable on Sustainable Biofuels (RSB), whose 12 sustainability criteria have been recognized by the European Commission since July 2011.

In late 2011, KLM launched a first series of 100 flights running on biofuel between Amsterdam and Paris followed, in February 2012, by a second series of 100 flights this time using recycled cooking oil.

On June 19, 2012, KLM operated the longest-ever flight powered by biofuel on a Boeing B777-200, flying passengers from Amsterdam to Rio de Janeiro on the occasion of the Rio +20 Conference. KLM thus inaugurated the BioFuel program (an innovative service giving customers the opportunity to offset part of the CO₂ emissions linked to their travel on biofuel flights) in the presence of the Dutch Infrastructure

and Environment Secretary. The aircraft was partly powered by biofuel derived from used cooking oil supplied by SkyNRG.

Within the framework of its partnership with the WWF-NL, KLM plans to use around 1% sustainable biofuels in its fleet by 2015.

The Single European Sky regulation, voted through in 2009 by the European Parliament, was intended to prompt an in-depth reorganization of air traffic control to make it more efficient, thereby improving flight punctuality and service quality while significantly reducing fuel consumption. To date, the results have failed to meet both the initial objectives and the expectations of airlines.

New life needs to be breathed into this initiative in which Air France-KLM intends to play a major role through its active cooperation in the AIRE and SESAR programs by facilitating the roll-out of new technologies required to achieve performance objectives and by participating in the identification of new more-direct and optimized routes, thereby reducing the CO₂ emitted per flight.

Energy consumption and measures taken to improve energy efficiency and the use of renewables

For its ground operations, Air France has implemented IT-based monitoring of the fuel consumption in its vehicle fleet and is finalizing the same process for its 2,000-strong fleet of runway equipment. The commitment to the HQE approach/certification at the design stage for new buildings and facilities also testifies to a focus on energy efficiency. Air France is also implementing an HQE approach/certification for the operation of all these new buildings.

Furthermore, in 2011, Air France made a commitment to the WBCSD (World Business Council for Sustainable Development) to reduce its energy consumption and signed the Manifesto for Energy Efficiency in Buildings.

Air France has deployed a company travel plan in the Ile-de-France, which proposes solutions aimed at contributing to the reduction in pollutant emissions arising from the journeys employees make between their homes and workplaces. This year the plan took on a new dimension with the signature of an Inter-Company Travel Plan at Orly, based on the one signed for Roissy in 2011.

For its part, KLM has equipped its Amstelveen headquarters with a sustainable energy facility, using 90% less gas and 30% less power.

Since 1989, KLM has deployed a range of electricity-saving measures in the KLM buildings in the Netherlands, enabling an average annual reduction of some 2% in its energy consumption. In 2008, KLM signed a third multi-year energy efficiency agreement with the Dutch Ministry of Economic Affairs, aimed at optimizing the energy efficiency of its buildings, in which the company is committed to reducing its energy consumption by a further 2% annually through to 2020.

KLM participated in the Dutch Mobility Task Force and consequently signed the multi-party Mobility Convention, aimed at a 10% reduction in employee-car-kilometers between 2008 and 2012.

Both KLM and Air France encourage their employees to support initiatives to reduce energy consumption.



Soil use conditions

In view of its activity, Air France-KLM has a limited impact on soil use conditions.

Pursuant to the rules and regulations, the Group collects or commissions sub-soil samples prior to any new construction at a site in order to guarantee their compliance with safety standards.

4.5.4 Contribution to adaptation and combating global warming

Greenhouse gas emissions and taking into account the impact of climate change

The Air France-KLM group's contribution to combating climate change is based on its Climate Action Plan.

The Air France-KLM group actively supports international efforts to reach a global climate agreement in which the aviation sector would make an ambitious, just and equitable contribution to the collective effort. The company continues to modernize its fleet, support aeronautics research and promote energy efficiency and the reduction in CO₂ emissions across the entire supply chain. It encourages employees to propose sustainable solutions to, for example, saving fuel and mitigating the emissions of the ground operations, and supports renewable energy research programs, such as biofuels for use in aviation. It also supports environmental protection research programs developed by NGOs. The company also gives its customers access to transparent, reliable information on the CO₂ emissions linked to their journeys using a calculator based on actual operating data and offers them the opportunity to offset this.

On October 8, 2010 in Montreal, 190 member countries of the International Civil Aviation Organization (ICAO) adopted a resolution on the reduction in the sector's emissions, representing a first at global level. This agreement includes a targeted 2% annual improvement in the energy efficiency of international aviation through to 2050 and commits the sector to stabilizing its net emissions and establishing a regulatory offsetting framework based on the market. The Air France-KLM group welcomes the adoption of this resolution which finally recognizes the need for an overall sector commitment to combating global warming.

The Air France-KLM group actively contributes to the establishment of initiatives to demonstrate the feasibility of a just and equitable involvement of international aviation in mitigating greenhouse gas emissions, either through the AEA (Association of European Airlines) or a specially-convened group of other deeply-committed partners (Aviation Global Deal Group). These initiatives aim to propose an overall sector approach for international aviation, reconciling the principle of common but differentiated responsibilities of the Rio Summit with that of the equality of treatment between operators in the Chicago Convention.

The Air France-KLM group actively participates in the work of the International Air Transport Association aimed at proposing operational

solutions enabling the environmental targets adopted by the General Assembly in 2009:

- ◆ by 2020, a 1.5% annual improvement in energy efficiency (excluding economic measures);
- ◆ from 2020, stabilization and neutral growth in CO₂ emissions;
- ◆ by 2050, a 50% reduction in CO₂ emissions relative to the 2005 level.

Since January 1, 2012, the European Directive implementing the European Emission Trading System (EU-ETS) has been extended to aviation. This European Directive now applies to all European and non-European airlines flying into and out of the European Economic Space, prompting robust opposition from non-European countries and their national airlines. This unilateral approach has been contested by third-party countries since its inception. This confrontational situation has resulted in continued uncertainty even after the coming into force of the Directive.

However, the negotiations underway within the ICAO following its 2010 resolution have been stepped up with a view to submitting a proposal to its triennial Assembly during the autumn of 2013. A working group of 17 high-level representatives of the Member States was established in early November 2012 to accelerate the work on this.

Given the progress on the negotiations within the ICAO and to encourage their conclusion, the European Union suspended the application of its CO₂ Emissions Trading System for flights to and from non-European airports for 2012. The Air France-KLM group's exposure was thus reduced for 2012 but the Directive remains fully applicable for 2013 ahead of the outcome of the ICAO Assembly in October 2013.

Furthermore, this regulation foresees an exemption for the use of sustainable biofuels. For further information, please see the Air France-KLM Corporate Sustainability Report which can be accessed at <http://corporate.airfrance.fr> and at www.airfranceklm-finance.com. Sustainable biofuels effectively constitute the most promising avenue to drastically reducing the airline industry's carbon emissions while guaranteeing supply security. They will be crucial to achieving the Group's emission reduction targets and those of the whole airline industry which has no alternative to the use of liquid fuels. Air France is thus partnering a biofuel from forestry waste demonstration project, headed by the CEA, France's Atomic and Renewable Energy Commission, most of whose production could be used to fuel aircraft engines. Air France will also be participating in the company SYNDIESE, which is responsible for the industrialisation of this production.

In 2009, in cooperation with North Sea Group and Spring Associates, KLM created the company SkyNRG to develop a sustainable fuel supply, from purchase to delivery. SkyNRG is now the world leader in the biokerosene market, supplying more than 15 airlines, including Air France-KLM. Together with ClimateKIC partners, KLM is developing biojet fuel supply chains and is currently investigating other partnerships.

The Air France-KLM group supports the European Commission's ITAKA initiative (Initiative Towards sustainable Kerosene for Aviation). This project, which is funded under the 7th European Framework Program for Research and Technological Development (FP7), will establish links between farmers, biofuel producers, distributors and users to break down the barriers to commercial rollout. KLM has already signed an advance biofuel purchase agreement with ITAKA.



4.5.5 Protecting biodiversity

Measures to protect biodiversity by reducing deleterious impacts on the biological equilibrium, natural habitats and protected plant species

Air France and KLM are involved in biodiversity preservation projects.

Since 2008, Air France has been involved in a vast project to combat deforestation in Madagascar in partnership with the GoodPlanet Foundation and the WWF. This program, covering more than 500,000 hectares of forestry, aims to reduce the current level of deforestation, thereby preserving the potential storage of some 50 million tons of carbon.

With €5 million invested in the program and more than 60 people employed by partners, the aims include:

- ♦ developing new protected areas and preserving biodiversity;
- ♦ replanting and restoring depleted forestry;
- ♦ training local communities in the development of new farming methods and land management.

Four years into this forestry conservation program, Air France asked ONF International, a world-renowned environmental consultancy firm, to produce an initial report on the actions taken in the field. All the objectives have been achieved, making this project an outright success:

- ♦ 470,000 hectares of new protected areas have been created, aimed at forestry and biodiversity conservation;
- ♦ 25,000 hectares have been restored or reforested;
- ♦ 34,000 families are now aware of sustainable alternatives to clearing land for agriculture by burning forestry.

Furthermore, the project has helped to advance the scientific methods and measurement of forest carbon stocks in Madagascar.

For its part, KLM supports three nature preservation programs within the framework of its partnership with WWF-NL: the Coral Triangle in Indonesia, the Bonaire sea turtles and a reforestation program in Brazil.

In 2012, KLM continued its participation in the *Inspirational Programme for Ecosystems* program. With 11 other major Dutch companies, the Group signed a statement of intent with the IUCN NL⁽¹⁾ to work on short, medium and long-term projects contributing to safeguarding and restoring biodiversity and ecosystems. The signatories of this program regularly participate in workshops on eco-services and initiatives to reduce their carbon footprints (REDD programs⁽²⁾).

The investment in these projects on the knowledge and preservation of biodiversity also contribute to understanding the challenges involved in biofuels production in that some research claims that certain biofuels can have a negative impact on biodiversity. The Air France-KLM group is committed to ensuring the use of sustainable biofuels with the least impact on the food chain, biodiversity and local communities, and no deforestation.

Note: Please see *Sub-contracting and suppliers* in the Corporate Citizenship section for the environmental aspects of the Air France-KLM group's responsible catering.

(1) International Union for the Conservation of Nature, National Committee of the Netherlands.

(2) United Nations Collaborative Programme on Reducing Emissions from Deforestation and Forest Degradation in Developing Countries.



4.6 Note on the methodology for the reporting of the environmental indicators

In 2005-06, under the aegis of the Air France-KLM group's Disclosure Committee, and validated by the college of Statutory Auditors, the Group's environmental performance indicators were defined in order to comply with the requirements of the French New Economic Regulations law (Les Nouvelles Régulations Économiques, NRE, May 15, 2001) and the European Regulation (EC 809/2004).

As of the 2007-08 financial year, the Group chose to have a selection of environmental indicators (indicated by the symbols \checkmark and $\checkmark\checkmark$) verified by one of the Statutory Auditors, KPMG Audit, with the highest level of assurance, reasonable assurance⁽¹⁾, for fuel consumption and the related CO₂ emissions for air operations ($\checkmark\checkmark$) and a limited level of assurance⁽¹⁾ for the other verified indicators (\checkmark).

4.6.1 Scope covered and scope N-1

For the flight operations, the environmental consolidation scope covers:

- ◆ all the Air France commercial flights operated under the AF code by Air France and its subsidiaries Brit Air, Régional and CityJet. The flights operated by Transavia France have also been included since 2011;
- ◆ all the KLM commercial flights operated under the KLM code by KLM and its subsidiary KLM Cityhopper (KLC). The flights operated by KLM's Transavia and Martinair subsidiaries were included as part of the KLM group as of 2010. They are not included in the indicators for low altitude emissions of HC, NO_x and SO₂.

For the ground operations, the consolidation scope for the environmental reporting is unchanged on that of last year and covers 100% of the sites in France and the Netherlands. The international outstations are not taken into account.

- ◆ Air France consolidated subsidiaries are: Brit Air, Régional, CRMA, Sodexi, BlueLink and Servair and its subsidiaries (only for the activities in France). Transavia France and CityJet are not included in the reporting scope.

Furthermore, for Air France, the indicators in the domestic outstations are not reported when there is no detail available on the fixed charges invoiced by airports. The contribution of the domestic outstations affected by this issue is, however, marginal compared with the reported data.

Concerning the Air France group, the reporting scope is based on worldwide premises representing around 87% of the Group.

- ◆ KLM consolidated subsidiaries are KLC (KLM CityHopper), KES (KLM Equipment Services), KCS (KLM Catering Services) and KHS (KLM Health Services), and Transavia NL and Martinair (for a portion of the indicators).

Since 2011, the reporting period for the Group's environmental data has been changed to a rolling twelve months from October 1 N-1 until September 30 N. This results from the change in the reporting period for the financial statements from the IATA year (April 1 to March 31) to the calendar year.

The national figures for greenhouse gas emissions will be published at a later stage and remain based on the calendar year.

4.6.2 Reporting tools

The environmental indicators are assembled at local level via two reporting tools: Osyris (Enablon software) for Air France and CaeSaR for KLM, which are available, respectively, at each Air France and KLM subsidiary.

The reliability of the reporting process is supported by definitions of each indicator and user guides for contributors available in both French and English. Consistency tests have also been implemented.

The consolidation of the Air France-KLM group's environmental data is carried out by the Air France Environment department.

4.6.3 Details and methodology, comments on variations

At Air France-KLM group level, the regulatory requirements and the reporting and consolidation principles are outlined in a document entitled the Instruction Memo Environment, which is updated annually. The modalities for the assembly of the data, calculation methodologies and consolidation are defined in procedures which are specific to Air France and KLM, and which are harmonized whenever possible.

Within the framework of an approach based on continuous improvement, the methodologies used for some performance indicators are constantly being improved and, notably, the precision of their definitions. When these changes have a significant impact on the data, comparison with the figures for previous years is not meaningful.

When the data is not available, the figure reported for the year is estimated based on the value reported for the previous year. In 2012, this estimation method was not used.

⁽¹⁾ The review work was conducted in accordance with the International Standard for Assurance Engagements (ISAE 3000) specific to the verification of extra-financial data.



4.6.4 Flight operations

CO₂ emissions

The Air France-KLM group's CO₂ emissions remained stable between 2011 and 2012, activity having seen little variation from one year to the next.

Note that there are differences between the scope of the CO₂ emissions reported and those of the European Emissions Trading Scheme for greenhouse gas emission quotas (EU-ETS), which do not enable a comparison.

SO₂ emissions

The calculation of the SO₂ emissions from flight operations is based on the average sulphur content of the fuel loaded, respectively, on the Amsterdam and Paris platforms which is applied, respectively, to all fuel used during the year by KLM, Air France and the Air France subsidiaries.

The fall in SO₂ emissions from the Group's flight operations between 2011 and 2012 is mainly due to the 11% reduction in the average sulphur content in the fuel.

For the KLM group, the increase is due to the rise in the average sulphur content of the fuel used.

NO_x and HC low altitude emissions (LTO)

The methodology used for the calculation of low altitude emissions, which is to say below 3,000 feet, is common to Air France and KLM. It is based on the LTO (Landing-Takeoff) cycle and on engine data communicated by the ICAO⁽¹⁾. The taxiing time taken into account is the actual taxiing time, which is more precise than standard values recommended by the ICAO methodology. Note, however, that the actual taxiing time not being available for Transavia France, the standard ICAO values have been used for this subsidiary.

Note: Following a review of the materiality of the reported indicators in the light of the Grenelle II legislation, it was decided to no longer report total NO_x and HC emissions but to concentrate on low altitude emissions impacting mostly air pollution around airports.

As a result, starting from 2012, Air France-KLM has reported only NO_x and HC low altitude emissions.

In-flight fuel jettison

An exceptional operation (less than one flight in 10,000 in 2012) involving the jettisoning of a quantity of fuel in flight to avoid an overloaded plane on landing whenever a flight is aborted. Each operation is effected in close coordination with air traffic control under strict conditions governing geographical location (avoiding urban zones) and altitude (generally at or above 2,000 meters).

Total noise energy

This indicator was established by the Air France-KLM group to manage the evolution in the noise footprint of its activity. The total noise energy indicator is calculated according to the methodology defined by the DGAC⁽²⁾. It applies to all flights with the AF or KLM Commercial Code operated, franchised and chartered, code share excepted.

The noise energy calculation for the KLM group excludes the B747-400 ER aircraft operated by Martinair.

The trends in noise energy and traffic are determined by comparing total noise energy calculated for the calendar year with that of 2000.

4.6.5 Ground operations

Water consumption

The consumption of water is taken into account for all ground activities. Water used on board flights is not included.

Consumption of other energies

The indicator includes the different sources of energy consumed:

- ♦ natural gas for heating buildings, aircraft painting workshops in Maintenance and cooking (the catering activity in particular). The conversion factor of the quantity of gas used as energy is calculated by taking into account the quality of gas specific to France and the Netherlands;
- ♦ superheated and iced water for climate comfort. For Air France, superheated and iced water is supplied by ADP (Aéroports de Paris) at the Orly and Roissy sites. The KLM facilities do not consume this type of energy;
- ♦ jet fuel A1 for testing engines;

(1) International Civil Aviation Organization.

(2) French Civil Aviation Authority (Direction Générale de l'Aviation Civile).



- ♦ domestic Fuel Oil (DFO) for power generators;
- ♦ off-road diesel fuel for a portion of the Air France runway equipment;
- ♦ petrol and diesel fuel for Air France and Servair vehicles and Air France and KLM ground support equipment.

The decline seen between 2011 and 2012 for the Air France group is partly explained by the energy efficiency measures in place.

Emissions from ground operations (CO₂, SO₂ and NO_x)

CO₂, SO₂ and NO_x emissions and their trends are linked to the energy consumption listed above.

For Air France, the sharp reduction in SO₂ emissions is due to the change in fuel for runway equipment. The domestic fuel oil which was used until 2011 has been replaced by off-road diesel fuel whose maximum sulphur content is 100 times lower.

NO_x emissions related to engine testing are calculated based on a methodology similar to the one used for flight operations which reflects the actual testing conditions.

VOC Emissions (Volatile Organic Compounds)

VOC emissions are calculated based on the direct emissions of solvents contained in the products used; VOCs contained in evacuated waste are excluded.

For the Air France group, the increase between 2011 and 2012 is mainly due to more aircraft being painted in 2012 (22 aircraft in 2012 versus 9 in 2011).

HC Emissions

Hydrocarbon (HC) emissions include the emissions from vehicles and ground support equipment, engine testing and aircraft fuelling.

Hazardous industrial waste

When the quantity of hazardous waste has not been communicated by service providers at the end of the reporting process, the quantity mentioned in the specification slip is taken into account. This is, however, estimated to be marginal.

The reprocessing channels taken into account are those in the European regulation.

For KLM, the significant increase in the quantity of hazardous waste since 2011 is due to the evacuation, as hazardous waste, of water infiltrating into a KLM Cityhopper building.

Effluents

Both Air France and KLM entities are required to comply with the French and Dutch legislation on effluents. Each relevant site has regulatory limits on effluents and the frequency of measurement.

The reported data reflects the number of times a regulatory threshold is exceeded relative to the number of measurements for each type of effluent.

For 2012, the results, expressed in terms of the number of times regulatory limits are exceeded as a proportion of measurements were, respectively:

- ♦ for Air France, 0/4 for Nitrogen compounds, 1/50 for Phosphorus compounds and 14/742 for metals;
- ♦ for KLM, 0/52 for Nitrogen compounds, 0/52 for Phosphorus compounds and 0/280 for metals.

Note that the metals reported are Cr, Cd, Ni, Cu, Pb, Sn and Zn.



4.7 Environmental indicators

4.7.1 Air operations

		Air France-KLM group				
		Unit	2010	2011	2012	12/11
Consumptions						
Consumption of raw materials: fuel √√		ktonnes	8,534	8,950	8,956	0.1%
Emissions						
Greenhouse gas emissions	CO ₂ √√	ktonnes	26,879	28,193	28,210	0.1%
Emissions of substances contributing to acidification and eutrophication	NO _x low altitude (< 3,000 ft) √	ktonnes	8.7	9.0	9.2	2.2%
	SO ₂	ktonnes	10.2	10.4	9.9	-4.8%
	SO ₂ low altitude (< 3,000 ft) √	ktonnes	0.7	0.8	0.7	-12.5%
In-flight fuel jettison	Occurrences of fuel jettison √	number	39	29	41	41.4%
	Fuel jettisoned √	tonnes	1,671	1,152	1,839	59.6%
Other emissions	HC low altitude (< 3,000 ft) √	ktonnes	0.8	0.8	0.8	0.0%
Noise impact						
Global noise energy indicator √		10 ¹² kJ	1.65	1.65	1.69	2.4%

√ Figures verified by KPMG for 2012 (limited level of assurance).

√√ Figures verified by KPMG for 2012 (reasonable level of assurance).

(1) Air France group scope: all flights under AF code operated by Air France, Brit Air, Régional and CityJet, and flights operated by Transavia France from 2011.

(2) KLM group scope: all flights operated by KLM and KLM Cityhopper. Transavia and Martinair are included for fuel consumption, CO₂ and SO₂ emissions (exception of low altitude emissions of HC, NO_x and SO₂).



	Air France group ⁽¹⁾				KLM group ⁽²⁾			
	2010	2011	2012	12/11	2010	2011	2012	12/11
	4,860	5,047	5,078	0.6%	3,674	3,903	3,878	-0.6%
	15,308	15,899	15,997	0.6%	11,571	12,294	12,213	-0.7%
	6.1	6.2	6.3	1.6%	2.6	2.8	2.9	3.6%
	6.6	7.2	6.4	-11.1%	3.6	3.2	3.5	9.4%
	0.5	0.6	0.5	-16.7%	0.2	0.2	0.2	0.0%
	27	23	27	17.4%	12	6	14	133.3%
	1,180	945	1,210	28.0%	491	207	629	203.9%
	0.6	0.6	0.6	0.0%	0.2	0.2	0.2	0.0%
	1.10	1.11	1.16	4.5%	0.55	0.54	0.53	-1.9%



4.7.2 Ground operations

Environmental indicators	Unit	Air France-KLM group				
		2010	2011	2012	12/11	
Consumptions						
Water consumption ✓	000 m ³	951	886	812	-8.4%	
Electricity consumption ✓	MWh	416,149	408,408	392,223	-4.0%	
Other energies consumption ✓	MWh	470,552	543,749	513,562	-5.6%	
Emissions						
Greenhouse gas emissions	CO ₂ ✓	tonnes	92,569	89,841	85,680	-4.6%
Emissions of substances contributing to photochemical pollution	Emissions of volatile organic compounds VOC ✓	tonnes	167	129	146	13.2%
	Emissions of HC	tonnes	161	167	145	-13.2%
Emissions of substances contributing to acidification and eutrophication	NO _x ✓	tonnes	879	810	773	-4.6%
	SO ₂ ✓	tonnes	13.2	19.6	16.1	-17.9%
Waste						
Waste production	Quantity of non-hazardous industrial waste ✓	tonnes	58,756	58,964	57,060	-3.2%
	Quantity of hazardous industrial waste ✓	tonnes	5,914	7,000	7,009	0.1%
	% of hazardous industrial waste recovered ✓	%	47%	45%	58%	+13pts
Effluents						
Compliance rate of effluents with regulatory limits	Nitrogen compounds ✓	%	100%	100%	100%	0pt
	Phosphorus compounds ✓	%	100%	100%	99%	-1pt
	Metals ⁽⁴⁾ ✓	%	100%	99%	98%	-1pt

✓ Figures verified by KPMG for 2012 (limited level of assurance).

(1) Air France and subsidiaries: Régional, BritAir, Servair and its subsidiaries (France only), Sodexi, CRMA and BlueLink. CityJet and Transavia France are not included.

(2) KLM and its subsidiaries: KLM CityHopper (KLC), KLM Equipment Services (KES), KLM Catering Services (KCS) and KLM Health Services (KHS). Transavia and Martinair are partially included.

(3) Diesel for vehicles and ground support equipments, and jet A1 for testing engines were not included in 2010.

(4) Cr, Cd, Ni, Cu, Pb, Sn and Zn.



	Air France group ⁽¹⁾				KLM group ⁽²⁾			
	2010	2011	2012	12/11	2010	2011	2012	12/11
	749	694	624	-10.1%	202	192	188	-2.1%
	321,818	309,655	293,406	-5.2%	94,331	98,753	98,817	0.1%
	367,748	316,650	295,757	-6.6%	102,804 ⁽³⁾	227,099	217,805	-4.1%
	47,850	38,975	36,841	-5.5%	44,719	50,866	48,839	-4.0%
	132	90	102	13.3%	35	39	44	12.8%
	106	108	86	-20.4%	55	59	59	0%
	605	541	508	-6.1%	274	269	265	-1.5%
	9.8	16.6	12.9	-22.3%	3.3	3.0	3.2	6.7%
	42,309	42,155	40,236	-4.6%	16,447	16,809	16,824	0.1%
	4,569	4,748	4,474	-5.8%	1,345	2,252	2,535	12.6%
	36%	28%	43%	+15pts	84%	81%	85%	+4pts
	100%	100%	100%	Opt	100%	100%	100%	Opt
	100%	100%	98%	-2pts	100%	100%	100%	Opt
	100%	99.5%	98%	-1,5pts	100%	98.5%	100%	+1,5pts



4.8 Statutory Auditor's Attestation report on the social, environmental and corporate citizenship information disclosed in the 2012 management report

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

As requested and in our capacity as Statutory Auditor of Air France-KLM S.A., we hereby report on the social and environmental information presented in the management report for the year ended December 31, 2012, in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code.

4.8.1 Management's responsibility

The Board of Air France-KLM S.A. is responsible for preparing the management report containing the social and environmental information ("the Information") required under Article R. 225-105-1 of the French Commercial Code, prepared in compliance with the entity's internal reporting standards ("the Guidelines"). The guidelines may be obtained, upon request, from Air France's Environment and Sustainable Development division.

4.8.2 Independence and quality control

Our independence is defined by regulatory requirements, our profession's Code of Ethics and Article L. 822-11 of the French Commercial Code. In addition, we have set up a comprehensive quality control system, including documented policies and procedures, to ensure compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

4.8.3 Statutory Auditor's responsibility

It is our role, on the basis of our work, to ascertain whether the required Information is disclosed in the management report and, in the event of non-disclosure, whether an appropriate explanation is given in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code and Decree no. 2012-557 of April 24, 2012 (Attestation of Disclosure). We are not required to verify the relevance of such Information.

We were assisted in our work by the Corporate Social Responsibility professionals of our firm.

4.8.4 Nature and scope of work

Our engagement was performed in accordance with the professional auditing standards applicable in France:

- ◆ We compared the Information presented in the management report with the list provided for in Article R. 225-105-1 of the French Commercial Code;
- ◆ We verified that the Information covered the consolidation scope, namely the entity and its subsidiaries within the meaning of Article L. 233-1 and the controlled entities within the meaning of Article L. 233-3 of the French Commercial Code, based on the limits specified in the notes on the methodology used to collect the data and calculate the social and environmental reporting indicators included in the management report;
- ◆ If any required consolidated Information was omitted, we verified that an appropriate explanation was provided in accordance with Decree no. 2012-557 of April 24, 2012.

4.8.5 Conclusion

Based on our work, we attest that the required Information has been disclosed in the management report.

Paris - La Défense, February 28, 2013

KPMG Audit

Department of KPMG S.A.

Valérie Besson
Partner

Michel Piette
Partner

4.9 Statutory Auditor's Assurance report on a selection of environmental and social indicators of Air France-KLM group for the year ended December 31, 2012.

This is a free translation into English of the original 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, professional guidelines applicable in France.

As requested and in our capacity as Statutory Auditors of Air France-KLM S.A., we have performed a review in order to provide:

- ♦ a limited level of assurance on the environmental and social indicators for the year ended December 31, 2012 selected by Air France-KLM group and identified by the symbol √,
- ♦ a reasonable level of assurance on the indicators "Fuel consumption" and "CO₂ emissions" relating to air operations for the year ended December 31, 2012, identified by the symbol √/.

This selection of indicators ("the Data") is presented in the tables "Environmental indicators" and "Social indicators" of the 2012 management report and the 2012 Corporate Social Responsibility Report of Air France-KLM group ("the Group").

4.9.1 Management's responsibility

The Data were prepared under the responsibility of Air France's Environment and Sustainable Development division, in accordance with internal performance reporting procedures (hereinafter "the Protocol"), which may be consulted at the Group's head office. The method used to collect the data and calculate the social and environmental indicators is explained in the notes accompanying the tables "Environmental indicators" and "Social indicators".

4.9.2 Independence and quality control

Our independence is defined by regulatory requirements, our profession's Code of Ethics and Article L. 822-11 of the French Commercial Code. In addition, we have set up a comprehensive quality control system, including documented policies and procedures, to ensure compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

4.9.3 Statutory Auditor's responsibility

Our responsibility is to issue conclusions on the Data, based on our work. The conclusions given below relate solely to the Data and not to Air France-KLM group's 2012 management report and 2012 Corporate Social Responsibility report as a whole.

4.9.4 Nature and scope of work

We conducted our procedures in accordance with International Standards on Assurance Engagements (ISAE 3000) and in compliance with the professional guidelines applicable in France.

Limited assurance

We conducted the following procedures in order to obtain limited assurance about whether the Data identified by the symbol √ are free from material misstatement. A higher level of assurance would have required more extensive work.

- ♦ We assessed the Protocol used for reporting environmental and social performance indicators with regard to its relevance, reliability, objectivity, understandability and completeness;
- ♦ We conducted interviews with Air France's Environment and Sustainable Development division in order to update our knowledge of the reporting process and system in place, and ascertain that the reporting Protocol had been applied correctly;
- ♦ We performed tests on the implementation of the Protocol, based on a sample of entities ⁽¹⁾ ("the Entities selected"). For the Entities selected, we verified that the Protocol had been understood and implemented correctly, and we performed arithmetic tests, on a sample basis, on the indicator calculations and reconciliations of the Data with supporting documents;
- ♦ We performed consistency tests on the consolidated Data at Group level.

The Entities selected represent an average of 81% of the consolidated environmental Data and 75% of the consolidated social Data.

(1) **Environment:** Air France Industrial division (Roissy, Orly and Villeneuve Le Roi), Air France Operations division (ground vehicles), Servair group and subsidiaries (Servair 1, Acna Roissy), KLM Schiphol for ground operations.

Air France and subsidiaries CityJet, Brit Air, Régional and Transavia France, KLM, KLM Cityhopper, Transavia and Martinair for air operations.

Social: Air France in France, KLM in the Netherlands and Cygnific.



Social, corporate citizenship and environmental information

Statutory Auditor's Assurance report on a selection of environmental and social indicators

Reasonable assurance

We conducted the above-mentioned procedures with a greater number of tests in order to obtain reasonable assurance that the indicators "Fuel consumption" and "CO₂ emissions" relating to air operations, identified by the symbol \checkmark were free from material misstatement.

Conclusion

Limited assurance

Based on the procedures performed, we did not identify any material misstatements that call into question the fact that the Data in the tables "Environmental indicators" and "Social indicators" of Air France-KLM group's 2012 management report and 2012 Corporate Social Responsibility report, identified by the symbol \checkmark , have been prepared, in all material respects, in accordance with the above-mentioned Protocol.

Reasonable assurance

In our opinion, the indicators "Fuel consumption" and "CO₂ emissions" relating to air operations, identified by the symbol \checkmark in the 2012 management report and 2012 Corporate Social Responsibility report, have been prepared, in all material respects, in accordance with the above-mentioned Protocol.

Paris - La Défense, February 28, 2013

KPMG Audit

Department of KPMG S.A.

Valérie Besson
Partner

Michel Piette
Partner



Financial Report

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5.1 Investments and financing

During the 2012 financial year, the Air France-KLM group's capital expenditure on tangible and intangible assets together with the acquisition of controlling interests in subsidiaries and equity interests amounted to €1.51 billion versus €2.46 billion in 2011. Operating cash flow of €0.85 billion and proceeds of €0.74 billion on the sale of property, plant and equipment enabled the financing of the totality of investments. As a result, free cash flow was slightly positive to the tune of €85 million for 2012 (a negative €333 million at December 31, 2011) (See also Section 5.3 – Comments on the financial statements, page 146). The Group recorded €200 million of non-monetary transactions (€149 million on an Airbus A380 aircraft, €25 million on a building and €26 million on the reclassification under finance lease of two aircraft lease contracts).

The Group's net cash position amounted to €3.9 billion, including €328 million of investments between three months and one year, €235 million of available cash pledges and €156 million of bond deposits. In addition, the Group had credit facilities of €1.85 billion subscribed by Air France, KLM and Air France-KLM, fully available at December 31, 2012 (See also Section 3 – Liquidity risks, page 85).

Stockholders' equity amounted to €4.98 billion (€6.51 billion at December 31, 2011) and net debt to €5.97 billion after €466 million of cash proceeds on the sale of Amadeus shares (€6.51 billion at December 31, 2011). The gearing ratio stood at 1.20 and 1.19 excluding the valuation of hedging instruments versus a respective 1.07 and 1.08 at December 31, 2011 (See also Section 5.4 – Key financial indicators, page 150).

5.1.1 Investments

(In € million)	2012	2011 (12 months Pro forma)
Acquisition of intangible assets	(147)	(179)
Investment in flight equipment	(1,192)	(2,025)
Other property, plant and equipment	(133)	(229)
Acquisitions of controlling interests in subsidiaries and equity interests	(39)	(30)
Net cash proceeds on the Amadeus transaction	466	-
Loss of control over subsidiaries and equity interests	1	-
Proceeds on disposals of property, plant and equipment and intangible assets	745	1,168
Dividends received	24	28
Net decrease (increase) in investments between 3 months and 1 year	30	(562)
Net cash used in investing activities	(245)	(1,829)

Investment in tangible and intangible assets amounted to €1.47 billion during 2012 (€2.43 billion in 2011), of which €1.19 billion in flight equipment. The acquisition of aircraft (See also Section 2 – Activity-Fleet, page 64) and advance payments stood at €0.56 billion. Other investment in flight equipment also included the capitalization of overhaul costs in respect of IAS 16 and the capitalization of some spare parts amounting to €513 million. Ground investment stood at €280 million and included various industrial facilities and equipment. Investment in intangible assets amounted to €147 million and related to the purchase of software and capitalized IT development.

Acquisitions of controlling interests in subsidiaries and equity interests amounted to €39 million. The Group sold 50% of its shareholding in Amadeus, generating cash proceeds of €466 million.

Proceeds on disposals of property, plant and equipment and intangible assets amounted to €745 million (€1.17 billion at December 31, 2011) including €73 million on the sale of aircraft and €632 million on the sale and lease back of aircraft.

Investment in tangible and intangible assets net of disposals stood at a total of €0.73 billion in 2012 (€1.26 billion in 2011).

The dividends received from unconsolidated subsidiaries amounted to €24 million compared with €28 million in 2011. Lastly, proceeds on investments between three months and one year declined by €30 million in 2012 versus an increase of €562 million in 2011.

In total, cash flows used in investing activities showed a net disbursement of €245 million versus €1.8 billion in 2011.

5.1.2 Financing

<i>(In € million)</i>	2012	2011 <i>(12 months Pro forma)</i>
Capital increase	-	6
Acquisition/sale of equity interests without a change of control	7	(19)
Issuance of new debt	1,780	1,414
Reimbursement of debt	(847)	(990)
Reimbursement of debt on finance lease liabilities	(514)	(838)

The Group's debt principally serves to finance investments in flight equipment.

The financing put in place during 2012 was mostly asset financing:

- ♦ Air France financed two long-haul aircraft, two medium-haul aircraft and two regional aircraft for a total of €245 million. The company also borrowed €136 million secured by real estate and other assets. An Airbus A380 was also the subject of a financing operation recorded in non-monetary transactions;
- ♦ KLM financed two long-haul aircraft, five medium-haul aircraft and one regional aircraft for a total of €393 million.

Unpledged financing facilities amounting to €110 million were also put in place while the Group issued €500 million of bonds at the level of the holding company in December 2012 (See also Note 31.3 to the consolidated financial statements, page 212).

In parallel, the Group repaid €847 million of borrowings (€990 million in 2011) and €514 million of debt relating to finance lease liabilities (€838 million in 2011).

5.1.3 Structure of the debt and reimbursement profile

Structure of the debt

The Group's debt stood at €11.0 billion at December 31, 2012, of which €6.27 billion is guaranteed by pledged or mortgaged assets amounting to €9.27 billion, representing 60.8% of the net book value of the relevant assets (See also Note 36.1 to the consolidated financial statements, page 233). After hedging, 71% of the gross debt is at fixed rates and 87% is denominated in euros. The average cost of the debt is 3.7%. (See also Section 3 – Market risks and their management, page 84).

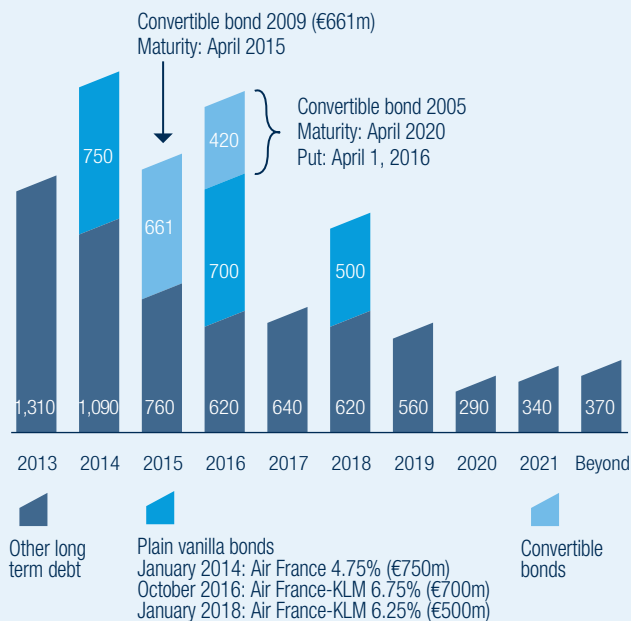
The structure of the debt is as follows:

- ♦ convertible bonds (OCÉANEs), bonds and perpetual subordinated loan stock: €3.54 billion;
- ♦ capital lease commitments: €4.51 billion;
- ♦ other borrowings including bank debt: €2.95 billion.

Reimbursement profile

The debt reimbursement maturities are progressive over time. Furthermore, despite a contraction in bank balance sheets, the asset financing market remains open for the amounts envisaged over the period. The Group does, however, monitor developments in this area closely and continues to diversify the sources of its financing with non-European banks and by re-financing assets other than aircraft.

The Group's debt reimbursement profile did not change significantly with the exception of the postponement of the repayment of a portion of the Air France 2005-20 convertible bond (OCÉANE) via a swap contract signed with Natixis in December 2011. To cover this agreement, the bank purchased some 18.7 million OCÉANEs, enabling Air France to delay, from April 2012 until April 2016 at the earliest, a repayment of €383 million. Natixis benefits from the guarantees outlined in Note 31.2 to the consolidated financial statements. At April 1, 2012, 1.5 million convertible bonds that had not been sold to the bank were reimbursed by Air France for a total amount of €31.6 million.



*In € million, net of deposits on financial leases and excluding KLM perpetual debt (€600m)

5.1.4 Future investment and subsequent transactions

Future investment

In terms of investment in tangible assets, the estimated amounts for the next two years are €1.1 billion in 2013 and €1.4 billion in 2014 with the breakdown as follows. The Group does not plan any sale and lease back transactions in 2014.

Investments (In € million)	2013	2014
Investment in the fleet	400	400
Investment in the product	100	300
Investment in ground operations	200	200
Fleet maintenance (capitalized costs) and spare parts	400	500
Investments net of disposals	1,200	1,400
Sale and lease back transactions	(100)	-
Net investments	1,100	1,400

Subsequent transaction

On March 28, 2013, Air France-KLM issued 53,398,058 bonds convertible and/or exchangeable into new or existing Air France-KLM shares maturing on February 15, 2023 for a total of €550 million. These bonds have a unit nominal value of €10.30 and the annual coupon is 2.03% payable on February 15. The bonds may be redeemed early by Air France-KLM at par plus accrued interest starting from

September 28, 2016 and until the maturity of the bonds subject to the market price exceeding 130% of the nominal value of the bonds. Bond holders will be entitled to request the early redemption of the bonds on February 15, 2019 at par plus accrued interest. As of May 7, 2013, bondholders may request the conversion or exchange of the bonds based on a conversion /exchange ratio of one share per bond.

5.2 Property, plant and equipment

5.2.1 Property, plant and equipment of the Air France-KLM group

Net book value (In € million)	December 31, 2012	December 31, 2011
Flight equipment	10,048	10,689
Other property, plant and equipment		
Land and buildings	1,219	1,251
Equipment and machinery	430	454
Assets in progress	155	100
Others	128	250
Total other property, plant and equipment	1,932	2,055

Information on flight equipment is provided in the Activity-Fleet section of this document and flight equipment orders are covered in Note 35 to the consolidated financial statements. After the fleet,

land and buildings is the second largest category of tangible assets for the Air France-KLM group and is the only item to be described in detail below.

5.2.2 The Air France-KLM group's land and buildings

► Breakdown of surface area by business unit

Approximate surface area in square meters	Air France group		KLM group		Air France-KLM group	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Passenger	425,519	442,278	135,203	133,747	557,722	576,025
Cargo	257,829	319,670	98,966	97,779	356,795	417,449
Maintenance	637,994	651,175	298,076	297,911	936,070	949,086
Support	453,543	394,954	109,334	110,134	562,877	505,088
Total	1,771,885	1,808,077	641,579	639,571	2,413,464	2,447,648

Air France group

The Air France buildings represent 83% of the Air France group's property, plant and equipment, of which 87% is situated in continental France.

In 2012, the main developments were the entry into service of a 5,000 square meter building for the new engine test bench facility for very big engines and the fitting out of Air France's 13,000 square meter facility in the new boarding satellite at terminal 2E, of which 3,200 square meters for the business lounge. Air France returned 6,800 square meters of space in terminals 2C and 2D. Lastly, the

2012 financial year saw the sale of a 7,889 square meter building in Toulouse which had been fully owned by Air France and the leasing of 2,310 square meters of office space also in Toulouse.

KLM group

The main developments in the KLM group were the leasing of 6,865 square meters and the restitution of 9,448 square meters of rented space.



► Financing

	Air France group	KLM group	Total
Fully owned	33%	86%	47%
Finance lease	22%	-	16%
Operating lease	45%	14%	37%
Total	100%	100%	100%

The minimum future payments on operating leases relating to buildings amounted to €1.73 billion at December 31, 2012 (See also Note 34.2 to the consolidated financial statements, page 231).

Most of the Air France group's facilities are based in airport zones where land availability is subject to occupancy agreements or long-term leases. Only 9% of the fully owned or finance leased premises belong to the real estate portfolio controlled by Air France.

► Geographical breakdown of the principal sites

Sites	Approximate surface area in sq. mtrs	Type of financing
Air France group		
Roissy-CDG airport	683,317	Ownership, finance lease, rental
Orly airport	343,810	Ownership, finance lease, rental
Toulouse	70,471	Ownership, finance lease, rental
Le Bourget	37,291	Rental
Montreuil	228,888	Rental
Valbonne	17,293	Ownership
KLM group		
Schiphol airport	41,889	Operating lease
Schiphol Centrum	136,508	Ownership
Schiphol Oost	378,862	Ownership, operating lease
Schiphol Rijk	16,083	Ownership, operating lease
Schiphol Noord	22,050	Ownership
Amstelveen	29,569	Ownership
Others	16,613	Operating lease

► Main rental contracts

Sites	Approximate surface area in sq. mtrs	Type of financing
<i>Air France group</i>		
Commercial head office, Montreuil	23,000	Commercial lease
Hangar H1 at CDG	43,000	Agreement
<i>KLM group</i>		
Schiphol	40,648	Commercial lease

5.2.3 Assets in progress

The Air France-KLM group currently has no outstanding commitments to large-scale construction projects.



5.3 Comments on the financial statements

5.3.1 Consolidated results for the financial year to December 31, 2012

There were no significant changes in the consolidation scope in the financial year to December 31, 2012.

During the 2011 financial year, the Group changed the date of its accounting year end from March 31 to December 31. This change in accounting year end became effective as of the financial year ending December 31, 2011, reducing the 2011 financial year to a period of nine months. Pro forma financial statements over a 12-month period to December 31, 2011 were also established.

The consolidation scope comprised 161 fully consolidated companies and 39 companies consolidated by the equity method. The two main

subsidiaries, Air France and KLM, represented 89% of revenues and 73% of the balance sheet. The other subsidiaries were principally involved in air transport (Brit Air, Régional, CityJet, VLM, KLM Cityhopper and Martinair), maintenance, catering (Servair Group and KLM Catering Services) and aircraft financing. At December 31, 2011, the financial statements of the Air France parent company, established under French accounting standards, had shown stockholders' equity at less than 50% of its issued capital. As required by law, during 2012, the Group proceeded to reconstitute the Air France parent company's stockholders' equity via a reduction in issued capital. This transaction had no impact on the Group's financial situation. No subsidiary or sub-subsidiary presents any specific risks whose nature is likely to influence the Group's activity and financial situation.

<i>(In € million)</i>	December 31, 2012	December 31, 2011 <i>(12 months Pro forma)</i>	% Ch.
Revenues	25,633	24,363	5.2
EBITDA*	1,448	1,344	7.7
EBITDAR**	2,405	2,192	9.7
Income/(loss) from current operations	(300)	(353)	15.0
Income/(loss) from operating activities	(880)	(480)	N/A
Net income/(loss) from continuing operations	(1,187)	(805)	N/A
Net income/(loss), Group share	(1,192)	(809)	N/A
Basic earnings/(loss) per share, Group <i>(In €)</i>	(4.03)	(2.73)	N/A

N/A: not applicable.

* Operating result before amortization, depreciation and provisions

** Operating result before amortization, depreciation, provisions and operating leases.

Revenues

Consolidated revenues for the period amounted to €25.63 billion, up by 5.2% on the previous financial year after a positive currency effect of 2.7%. In the passenger business, the year was characterized by capacity discipline from both Air France-KLM and the industry which enabled an improvement in unit revenues. The cargo activity, however, continued to suffer from the weakness of global trade and a situation of overcapacity. Measured in EASK (equivalent available seat-kilometers), the unit revenue increased by 5.0% and by 2.2% excluding currency.

Revenues in the passenger business rose by 7.2% and those of the maintenance business were 5.4% higher. Cargo business revenues declined by 2.7% while revenues from the other businesses declined by 3.9% due to a reclassification of activity.

Operating expenses

Operating expenses rose by 4.8% to €25.93 billion after a negative currency impact of 3.0%. Excluding fuel, the increase was limited to 1.8%. The unit cost per EASK (equivalent available seat-kilometer) increased by 4.7% but declined by 0.6% on a constant currency and fuel price basis for virtually stable production measured in EASK (+0.2%).

External expenses increased by 5.9% to €16.43 billion versus €15.52 billion over the previous twelve months. Excluding fuel, external expenses were unchanged relative to the previous twelve months.

The breakdown of external expenses was as follows:

<i>(In € million)</i>	December 31, 2012	December 31, 2011 <i>(12 months Pro forma)</i>	% Ch.
Aircraft fuel	7,328	6,438	13.8
Chartering costs	556	571	(2.6)
Aircraft operating lease costs	957	848	12.9
Landing fees and en route charges	1,862	1,818	2.4
Catering	595	577	3.1
Handling charges and other operating costs	1,389	1,342	3.5
Aircraft maintenance costs	1,151	1,172	(1.8)
Commercial and distribution costs	876	847	3.4
Other external expenses	1,718	1,904	(9.8)
Total	16,432	15,517	5.9

The main changes over twelve months were as follows:

- ♦ **aircraft fuel:** fuel expense for the year increased by €890 million due to the increase in the oil price. This increase was the combined result of a -3.0% volume effect, a negative currency impact of 10% and a 6% rise in the fuel price after hedging.
- ♦ **chartering costs** incurred through leasing aircraft capacity from other airlines fell by €15 million relative to the previous year in which the Group had incurred chartering expenses during the in-line maintenance strike and the industrial action by cabin crew;
- ♦ **operating lease** costs increased by €109 million under the influence of the decline in the euro and the leasing of 14 aircraft including eight regional aircraft. In parallel, eight aircraft were returned, three of which were regional aircraft. Lastly three aircraft were the subject of operating lease financing transactions;
- ♦ **landing fees and en route charges** relating to air navigation services and the use of airports rose by 2.4%, in line with activity;
- ♦ **catering** costs relating to in-flight services rose by 3.1%. These expenses comprise the expenses incurred for services provided on board the Air France-KLM group's own aircraft and those incurred by its catering subsidiary for third-party customers;
- ♦ **handling charges and other operating costs** principally cover aircraft handling on the ground and the cost of passenger care for the Group and, to a lesser extent, third-party customers. They increased in line with activity;
- ♦ **aircraft maintenance costs** include the maintenance of the Group's aircraft and procurement for third parties. They fell by 1.8% over the period;

- ♦ **commercial and distribution costs** increased by €29 million under the effect, notably, of the rise in interline commissions;
- ♦ **other external charges** principally comprise rental charges, telecommunications costs, insurance and fees. They declined by €186 million principally due to the cost-saving measures in the Transform 2015 plan.

Salaries and related costs amounted to €7.66 billion versus €7.46 billion at December 31, 2011, i.e. a rise of 2.7%. The average headcount declined (-1.2%) to 100,744 employees. At a constant level of pension charges, salaries and related costs increased by only 1.4%.

Taxes other than income taxes stood at €184 million versus €191 million at December 31, 2011, a fall of 3.7%.

Amortization, depreciation and provisions totalled €1.59 billion versus €1.64 billion at December 31, 2011. Some €29 million of this €51 million reduction is explained by the review of the utilization periods on some aircraft.

Net allocations to provisions amounted to €157 million versus €55 million during the previous year, the change being largely due to provisions made within the framework of maintenance on aircraft under operating lease.



Income/(loss) from current operations

The **result from current operations** was a loss of €300 million (versus a loss of €353 million at December 31, 2011).

The contributions to revenues and income/(loss) from current operations by sector of activity were as follows:

(In € million)	December 31, 2012		December 31, 2011 (12 months Pro forma)	
	Revenues	Income/(loss) from current operations	Revenues	Income/(loss) from current operations
Passenger	20,186	(235)	18,834	(375)
Cargo	3,057	(222)	3,143	(60)
Maintenance	1,096	145	1,040	110
Others	1,294	12	1,346	(28)
Total	25,633	(300)	24,363	(353)

Income/(loss) from operating activities

The result from operating activities was a €880 million loss versus a loss of €480 million at December 31, 2011.

Over the financial year ended December 31, 2012, the result from operating activities included €471 million of restructuring charges within the framework of the roll-out of the Transform 2015 plan, of which €370 million of provisions for various staff reduction measures including the voluntary departure plan, and €98 million for fleet restructuring including a €50 million provision covering three loss-making lease contracts concerning Martinair's B747s.

Furthermore, within the framework of the Transform 2015 restructuring plan as presented to the Works Councils of the relevant companies in late August, the Air France group decided to reorganize its regional business by separating the French activity, which was regrouped within a French regional division, from the other regional airlines notably in Ireland and Belgium. To this end, the Group conducted a review of the assets of City Jet and of its VLM subsidiary which will henceforth be valued independently. This analysis led the Group to depreciate all the goodwill attached to VLM for an amount of €168 million.

The result from operating activities also included €97 million corresponding to the capital gain generated, on March 1, 2012, by the Group within the framework of the private placing of a portion of its Amadeus IT Holding SA shares.

Lastly, the Group recorded an exceptional tax of €17 million on salaries in the Netherlands, linked to the economic crisis in Europe, and an additional €20 million provision related to the proceedings underway concerning cargo in Switzerland, Brazil and the United States.

Net cost of financial debt

The net cost of financial debt declined to €353 million versus €371 million during the previous year. This fall was largely due to a €27 million reduction in the cost of gross debt.

Other financial income and expenses

Other net financial expenses amounted to a positive €139 million at December 31, 2012 versus a negative €180 million at December 31, 2011.

The breakdown was as follows:

- ♦ a foreign exchange gain of €62 million (versus a loss of €116 million at December 31, 2011);
- ♦ a €62 million positive variation in the fair value of financial assets and liabilities (a negative variation of €66 million at December 31, 2011) mostly due to the €38 million positive impact of the Océane 2020 swap;
- ♦ provision write-backs of €15 million versus €2 million at December 31, 2011.

Net income/(loss) – Group share

Income taxes amounted to €27 million versus proceeds of €245 million at December 31, 2011.

In France, tax losses can be carried forward for an unlimited period. The amended 2011 finance law did, however, introduce a change in the amount of fiscal loss recoverable each year, effectively extending the recovery period. In view of the above and the income projections taken into account, the recoverability of the deferred tax asset net position amounts to a period of 11 years. The Group consequently opted to limit the recognition of its deferred tax asset net position as of the third quarter of the financial year ended December 31, 2011. The effective tax rate is thus not significant.

In the Netherlands, tax losses can be carried forward over nine years, with no limit on the amount of fiscal loss recoverable each year. Based on the forecasts of taxable profits, the recoverability horizon stands at six years for the Dutch scope.

Associates contributed a loss of €66 million at December 31, 2012 versus a negative contribution of €19 million in the previous year. This essentially comprised the negative contribution from the Alitalia Group amounting to €61 million (a negative €30 million at December 31, 2011).

The net income/(loss), Group share stood at a loss of €1.19 billion at December 31, 2012 versus a loss of €809 million at December 31, 2011.

The contributions to the net result by quarter were, respectively, €-368 million at March 31, 2012, €-895 million at June 30, 2012, €306 million at September 30, 2012 and €-235 million at December 31, 2012

Basic earnings/(loss) per share, Group share, amounted to €-4.03 at December 31, 2012 versus €-2.73 at December 31, 2011.

5.3.2 Investments and financing of the Group

Capital expenditure on tangible and intangible assets amounted to €1.47 billion over the financial year (versus €2.43 billion at December 31, 2011) of which €564 million of investment in the fleet, €513 million in maintenance, €115 million in spare parts and €280 million in the ground operations and intangible assets. Proceeds on disposals of tangible and intangible assets including sale and leaseback transactions amounted to €745 million versus €1.17 billion at December 31, 2011.

During the financial year ended December 31, 2012, the Group acquired an A380 aircraft under finance lease for €149 million and a building dedicated to the handling of delayed baggage for €25 million. The Group also proceeded to qualify under finance lease an amount of €12 million relating to a contract renewal on a B747-400 aircraft and re-qualified under finance lease the contract on an A340 aircraft for €14 million. Neither the acquisition nor the debt attached to the above four items had any impact in the cash flow statement.

Operating cash flow was positive to the tune of €851 million (€934 million at December 31, 2011) given the €49 million positive change in working capital requirement.

At December 31, 2012, the Group had €3.9 billion of net cash, of which €3.42 billion in cash and cash equivalents. Furthermore, the Group had un-drawn credit facilities amounting to a total of €1.85 billion.

Net financial debt amounted to €5.97 billion at December 31, 2012 (€6.51 billion at December 31, 2011). Stockholders' equity stood at €4.98 billion versus €6.09 billion at December 31, 2011, the difference being mainly due to the €1.19 billion net loss.

The Group's gearing ratio stood at 1.2 versus 1.07 at December 31, 2011.

5.3.3 Air France-KLM parent company results

The Air France-KLM parent company results were closed on December 31, 2012.

As a holding company, Air France-KLM has no operating activity. Its revenues comprise royalties paid by the two operating subsidiaries for use of the Air France-KLM logo and its expenses mostly comprise financial communication expenses, Statutory Auditors' fees and expenses linked to the compensation of company officers. At December 31, 2012, the operating result was thus positive to the tune of €4 million.

The net result was a €116 million loss, mainly due to the financial costs on the bond issues contracted during the 2009-10 financial year and provisions on shares. No dividend was paid in respect of 2011.

Pursuant to the provisions of article 39.5 and article 223 quinquies of the French Tax Code relating to expenses in the statement of general expenses excluded from non-tax-deductible expenses, note that no amount was recognized during the financial year.

Pursuant to the provisions of article 39.4 and article 223 quater of the French Tax Code no excess amortization was recognized.

Information on the maturity of accounts payable

At December 31, 2012, accounts payable stood at €25 million of which €3 million outside the Group, mostly not yet due within 45 days as of the end of the month.

At December 31, 2011, accounts payable stood at €11 million of which €2 million outside the Group, mostly not yet due within 45 days as of the end of the month.

5.3.4 Revision to IAS 19 "Employee Benefits"

The revised IAS 19 "Employee Benefits" will be applicable from January 1, 2013.

The main principle of the revised IAS 19 is the removal, when a scheme leaves the 10% corridor, of the option enabling the amortization of actuarial gains and losses. From now on, these actuarial differences will have to be recognized directly in other comprehensive income. Pursuant to the standard, the application starting from January 1, 2013 will result in:

- ◆ a negative adjustment in stockholders' equity at December 31, 2012 amounting to €1.9 billion gross reduced by the tax effect, i.e. €1.3 billion net of tax (€1.5 billion gross reduced by the tax effect, i.e. €1.1 billion net of tax in the opening stockholders' equity at January 1, 2012);
- ◆ an adjustment in the 2012 result amounting to €-39 million gross reduced by the tax effect to €-33 million net of tax.



5.4 Key financial indicators

Restated net income

The Group has opted to restate the net result only in the event of transactions involving exceptional amounts such as, for example, asset disposals like the Amadeus IPO.

Adjusted operating margin

In accordance with generally accepted practice for analyzing the air transport sector, operating leases are capitalized at seven times for the capital employed and gearing ratio calculations. Consequently, income from current operations is adjusted by the portion of operating leases considered to be financial charges, i.e. 34% of operating leases,

the percentage resulting from the capitalization rate of the operating leases. The result is an adjusted operating margin which, in stripping out the accounting impact of different methods of aircraft financing, makes it easier to compare the profitability of different airlines.

12-month financial year to (In € million)	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Income/(loss) from current operations	(300)	(353)
Portion of operating leases considered to be financial charges	325	288
Adjusted income/(loss) from current operations	25	(65)
Revenues	25,633	24,363
Adjusted operating margin	0.1%	(0.3)%

Gearing ratio

The gearing ratio expresses net debt as a percentage of stockholders' equity. Net debt is the result of deducting cash (cash and cash equivalents and investments, minus bank overdrafts, from short and long-term debt).

The cash pledges within the framework of the four-year swap contract with Natixis relating to the OCÉANE 2.75% 2020 is deducted from the corresponding debt. Deposits, constituted during the implementation

of aircraft finance lease transactions and charged to the balance of the debt when the option is exercised, are deducted from debt. Within the framework of the appeal regarding the amount of the cargo fine filed with the European Union Court of Justice, the Group chose to set up bank guarantees pending the final ruling. These guarantees are held as available cash pledges, the Group having the option of rapidly substituting other assets.

12-month financial year to (In € million)	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Current and non-current financial debt	10,999	10,402
Accrued interest	(112)	(122)
Deposits linked to financial debt	(650)	(491)
Financial assets pledged (OCÉANE swap)	(393)	(393)
Currency hedge on financial debt	4	4
Gross financial debt	9,848	9,400
Cash and cash equivalents	3,420	2,283
Marketable securities	328	359
Available cash pledges	235	235
Deposits (bonds)	156	165
Bank overdrafts	(257)	(157)
Net cash	3,882	2,885
Net debt	5,966	6,515
Consolidated stockholders' equity	4,980	6,094
Net debt/consolidated stockholders' equity	1.20	1.07
Net debt/consolidated stockholders' equity excluding fair value of hedging instruments	1.19	1.08

Financial cover ratios

Although the gearing ratio deteriorated due to a decline in stockholders' equity, the cover ratios on interest charges improved.

Within the framework of the Transform 2015 plan, the Group has set a target of reducing debt to €4.5 billion and the net debt/EBITDA ratio to below 2 times by the end of 2014. This ratio is calculated based on the following metrics from the consolidated financial statements:

- ◆ net debt: see above table;
- ◆ EBITDA: operating result before amortization, depreciation and provisions.

► Net debt/EBITDA ratio

12-month financial year to	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Net debt (in €m)	5,966	6,515
EBITDA (in €m)	1,448	1,344
Net debt/EBITDA	4.1x	4.8x

► EBITDA/ net interest charges ratio

12-month financial year to	December 31, 2012	December 31, 2011 <i>Pro forma</i>
EBITDA (in €m)	1,448	1,344
Net interest charges (in €m)	353	371
EBITDA/net interest charges	4.1x	3.6x



► Adjusted net debt /EBITDAR ratio

Adjusted net debt includes in net debt the annual amount of operating leases capitalized at seven times. EBITDAR corresponds to the operating result before amortization, provisions and operating leases.

12-month financial year to	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Net debt <i>(in €m)</i>	5,966	6,515
Operating leases x 7 <i>(in €m)</i>	6,699	5,936
Total adjusted net debt <i>(in €m)</i>	12,665	12,451
EBITDAR <i>(in €m)</i>	2,405	2,192
Adjusted net debt/EBITDAR	5.3x	5.7x

► EBITDAR/adjusted net interest charges

The net adjusted interest charges include the portion of operating leases corresponding to interest charges (34%).

12-month financial year to	December 31, 2012	December 31, 2011 <i>Pro forma</i>
EBITDAR <i>(in €m)</i>	2,405	2,192
Net interest charges <i>(in €m)</i>	353	371
Portion of operating leases corresponding to interest charges (34%) <i>(in €m)</i>	325	288
Total adjusted net interest charges <i>(in €m)</i>	678	659
EBITDAR/ adjusted net interest charges	3.5x	3.3x

Return on Capital Employed (ROCE)

Return on capital employed measures the return on invested capital by expressing adjusted income from current operations (after the application of a normative tax rate of 31%) as a percentage of capital employed.

It is calculated from the following aggregates to be found in the consolidated financial statements.

- ♦ capital employed: consolidated stockholders' equity net of the valuation of derivatives (a negative €25 million at December 31, 2012 and a negative €56 million at December 31, 2011) and the goodwill linked to the KLM pension fund surplus (€928 million) recognized on the adoption of IFRS. Net debt and annual operating leases, capitalized at seven times in accordance with the rule used by analysts following the air transport sector and the rating agencies, are then added to this figure;
- ♦ adjusted income from current operations after income taxes.

12-month financial year to <i>(in € million)</i>	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Stockholders' equity excluding the pension fund surplus and derivatives	4,077	5,110
Net debt	5,966	6,515
Operating leases x 7	6,699	5,936
Capital employed	16,742	17,561
Adjusted income/(loss) from current operations after taxation	18	(45)
ROCE	0.1%	(0.3)%



Cost of capital

12-month financial year to (In € million)	December 31, 2012	December 31, 2011 <i>Pro forma</i>
Cost of stockholders' equity	14.6%	13.3%
Marginal cost of debt, post tax	4.6%	4.5%
Percentage of stockholders' equity/target debt		
♦ Stockholders' equity	31%	33%
♦ Debt	69%	67%
Weighted average cost of capital after taxation	7.7%	7.4%



Financial Report

Key financial indicators

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5.5 Consolidated financial statements

Financial year ended December 31, 2012

5.5.1 Consolidated income statement

<i>(In € millions)</i>	Notes	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)*</i>
Sales	6	25,633	24,363	19,037
Other revenues		16	39	38
Revenues		25,649	24,402	19,075
External expenses	7	(16,432)	(15,517)	(11,951)
Salaries and related costs	8	(7,660)	(7,460)	(5,658)
Taxes other than income taxes		(184)	(191)	(149)
Amortization	9	(1,591)	(1,642)	(1,233)
Depreciation and provisions	9	(157)	(55)	(63)
Other income and expenses	10	75	110	29
Income from current operations		(300)	(353)	50
Sales of aircraft equipment	11	7	16	19
Other non-current income and expenses	11	(587)	(143)	(43)
Income from operating activities		(880)	(480)	26
Cost of financial debt		(436)	(463)	(351)
Income from cash and cash equivalents		83	92	71
Net cost of financial debt	12	(353)	(371)	(280)
Other financial income and expenses	12	139	(180)	(247)
Income before tax		(1,094)	(1,031)	(501)
Income taxes	13	(27)	245	75
Net income of consolidated companies		(1,121)	(786)	(426)
Share of profits (losses) of associates	21	(66)	(19)	(12)
Net income from continuing operations		(1,187)	(805)	(438)
Net income for the period		(1,187)	(805)	(438)
Equity holders of Air France-KLM		(1,192)	(809)	(442)
Non controlling interests		5	4	4
Earnings per share – Equity holders of Air France-KLM <i>(in euros)</i>	15.1			
♦ basic		(4.03)	(2.73)	(1.50)
♦ diluted		(4.03)	(2.73)	(1.50)

* Amounts indicated in this column concern information published as of December 31, 2011 for a 9-month period.

The accompanying Notes are an integral part of these consolidated financial statements.

5.5.2 Consolidated statement of recognized income and expenses

<i>(In € millions)</i>	01/01/2012 12/31/201 (12 months)	01/01/2011 12/31/2011 (12 months Pro forma)	04/01/2011 12/31/2011 (9 months)*
Net income for the period	(1,187)	(805)	(438)
Fair value adjustment on available-for-sale securities			
♦ Change in fair value recognized directly in other comprehensive income	269	(232)	(74)
♦ Change in fair value transferred to profit or loss	(97)	4	-
Cash flow hedges			
♦ Effective portion of changes in fair value hedge recognized directly in other comprehensive income	124	523	(104)
♦ Change in fair value transferred to profit or loss	(251)	(429)	(363)
Items of the recognized income and expenses of equity shares	(7)	5	(1)
Currency translation adjustment	-	(2)	11
Tax on items related to other comprehensive income	30	(20)	146
Total of other comprehensive income included in the recognized income and expenses	68	(151)	(385)
Recognized income and expenses	(1,119)	(956)	(823)
♦ Equity holders of Air France-KLM	(1,124)	(959)	(825)
♦ Non-controlling interests	5	3	2

* Amounts indicated in this column concern information published as of December 31, 2011 for a 9-month period.

The accompanying Notes are an integral part of these consolidated financial statements.



5.5.3 Consolidated balance sheet

Assets (In € millions)	Notes	December 31, 2012	December 31, 2011
Goodwill	16	252	426
Intangible assets	17	842	774
Flight equipment	19	10,048	10,689
Other property, plant and equipment	19	1,932	2,055
Investments in equity associates	21	383	422
Pension assets	22	3,470	3,217
Other financial assets*	23	1,665	2,015
Deferred tax assets	13.4	1,151	1,143
Other non-current assets	26	152	168
Total non-current assets		19,895	20,909
Assets held for sale	14	7	10
Other short-term financial assets*	23	933	751
Inventories	24	521	585
Trade accounts receivables	25	1,859	1,774
Income tax receivables		11	10
Other current assets	26	828	995
Cash and cash equivalents	27	3,420	2,283
Total current assets		7,579	6,408
Total assets		27,474	27,317

* Including:

(In € millions)	December 31, 2012	December 31, 2011
Deposits related to financial debts	806	656
Marketable securities (including cash secured)	956	987

The accompanying Notes are an integral part of these consolidated financial statements.



Liabilities and equity <i>(In € millions)</i>	Notes	December 31, 2012	December 31, 2011
Issued capital	28.1	300	300
Additional paid-in capital	28.2	2,971	2,971
Treasury shares	28.3	(85)	(89)
Reserves and retained earnings	28.4	1,738	2,858
Equity attributable to equity holders of Air France-KLM		4,924	6,040
Non-controlling interests		56	54
Total equity		4,980	6,094
Provisions and retirement benefits	30	2,287	2,061
Long-term debt	31	9,565	9,228
Deferred tax liabilities	13.4	431	466
Other non-current liabilities	32	384	321
Total non-current liabilities		12,667	12,076
Provisions	30	555	156
Current portion of long-term debt	31	1,434	1,174
Trade accounts payables		2,219	2,599
Deferred revenue on ticket sales		2,115	1,885
Frequent flyer programs		770	784
Current tax liabilities		3	6
Other current liabilities	32	2,474	2,386
Bank overdrafts	27	257	157
Total current liabilities		9,827	9,147
Total liabilities		22,494	21,223
Total liabilities and equity		27,474	27,317

The accompanying Notes are an integral part of these consolidated financial statements.



5.5.4 Consolidated statement of changes in stockholders' equity

<i>(In € millions)</i>	Number of shares	Issued capital	Additional paid-in capital	Treasury shares	Reserves and retained earnings	Equity attributable to holders of Air France-KLM	Non controlling interests	Total equity
March 31, 2011	300,219,278	300	2,971	(94)	3,675	6,852	54	6,906
Fair value adjustment on available for sale securities	-	-	-	-	(87)	(87)	-	(87)
Gain / (loss) on cash flow hedges	-	-	-	-	(307)	(307)	(2)	(309)
Currency translation adjustment	-	-	-	-	11	11	-	11
Other comprehensive income included in the recognized income and expenses	-	-	-	-	(383)	(383)	(2)	(385)
Net income for the year	-	-	-	-	(442)	(442)	4	(438)
Total of income and expenses recognized	-	-	-	-	(825)	(825)	2	(823)
Stock based compensation (ESA) and stock option	-	-	-	-	5	5	-	5
Dividends paid	-	-	-	-	-	-	(3)	(3)
Océane	-	-	-	-	6	6	-	6
Treasury shares	-	-	-	5	-	5	-	5
Change in consolidation scope	-	-	-	-	(3)	(3)	1	(2)
December, 31 2011	300,219,278	300	2,971	(89)	2,858	6,040	54	6,094
Fair value adjustment on available for sale securities	-	-	-	-	168	168	-	168
Gain / (loss) on cash flow hedges	-	-	-	-	(100)	(100)	-	(100)
Currency translation adjustment	-	-	-	-	-	-	-	-
Other comprehensive income included in the recognized income and expenses	-	-	-	-	68	68	-	68
Net income for the year	-	-	-	-	(1,192)	(1,192)	5	(1,187)
Total of income and expenses recognized	-	-	-	-	(1,124)	(1,124)	5	(1,119)
Stock based compensation (ESA) and stock option	-	-	-	-	3	3	-	3
Dividends paid	-	-	-	-	-	-	(2)	(2)
Treasury shares	-	-	-	4	-	4	-	4
Change in consolidation scope	-	-	-	-	1	1	(1)	-
December, 31 2012	300,219,278	300	2,971	(85)	1,738	4,924	56	4,980

The accompanying Notes are an integral part of these consolidated financial statements.



5.5.5 Consolidated statements of cash flows

<i>(In € millions)</i>	Notes	01/01/2012 12/31/2012 (12 months)	01/01/2011 12/31/2011 (12 months Pro forma)	04/01/2011 12/31/2011 (9 months)*
Net income for the period – Equity holders of Air France-KLM		(1,192)	(809)	(442)
Non-controlling interests		5	4	4
Amortization, depreciation and operating provisions	9	1,748	1,697	1,296
Financial provisions	12	(15)	(2)	(3)
Gain on disposals of tangible and intangible assets		(24)	(6)	(7)
Loss/ (gain) on disposals of subsidiaries and associates		-	(2)	-
Gain on Amadeus operation	11	(97)	-	-
Derivatives – non monetary result		(86)	(8)	12
Unrealized foreign exchange gains and losses, net		(94)	95	169
Share of (profits) losses of associates	21	66	19	12
Deferred taxes	13	(14)	(266)	(100)
Other non-monetary items	38.1	505	(369)	(296)
Subtotal		802	353	645
(Increase) / decrease in inventories		65	15	(13)
(Increase) / decrease in trade receivables		(140)	(49)	142
Increase / (decrease) in trade payables		(307)	690	343
Change in other receivables and payables		431	(75)	(559)
Net cash flow from operating activities		851	934	558
Acquisition of subsidiaries, of shares in non-controlled entities	38.2	(39)	(30)	(7)
Purchase of property plants equipments and intangible assets	20	(1,472)	(2,433)	(1,872)
Proceeds on Amadeus transaction	11	466	-	-
Proceeds on disposal of subsidiaries and investments in associates		1	-	-
Proceeds on disposal of property, plant and equipment and intangible assets		745	1,168	862
Dividends received		24	28	28
Decrease (increase) in investments, net between 3 months and 1 year		30	(562)	(412)
Net cash flow used in investing activities		(245)	(1,829)	(1,401)
Increase in capital		-	6	-



<i>(In € millions)</i>	Notes	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)*</i>
Purchase of non-controlling interests, of owned shares	38.2	-	(21)	(6)
Disposal of subsidiaries without loss of control, of owned shares	38.3	7	2	2
Issuance of debt		1,780	1,414	868
Repayment on debt		(847)	(990)	(874)
Payment of debt resulting from finance lease liabilities		(514)	(838)	(689)
New loans		(90)	(145)	(102)
Repayment on loans		100	265	185
Dividends paid		(2)	(4)	(3)
Net cash flow from financing activities		434	(311)	(619)
Effect of exchange rate on cash and cash equivalents and bank overdrafts		(3)	(19)	-
Change in cash and cash equivalents and bank overdrafts		1,037	(1,225)	(1,462)
Cash and cash equivalents and bank overdrafts at beginning of period	27	2,126	3,351	3,588
Cash and cash equivalents and bank overdrafts at end of period	27	3,163	2,126	2,126
Income tax (paid) / reimbursed (flow included in operating activities)		(45)	(37)	(27)
Interest paid (flow included in operating activities)		(414)	(468)	(335)
Interest received (flow included in operating activities)		35	64	49

* Amounts indicated in this column concern information published as of December 31, 2011 for a 9-month period.

The accompanying Notes are an integral part of these consolidated financial statements.

5.6 Notes to the consolidated financial statements

Note 1 Business description

As used herein, the term “Air France-KLM” refers to Air France-KLM SA, a limited liability company organized under French law.

The term “Group” is represented by the economic definition of Air France-KLM and its subsidiaries. The Group is headquartered in France and is one of the largest airlines in the world. The Group’s core business is passenger transportation. The Group’s activities also include cargo, aeronautics maintenance and other air-transport-related activities including, principally, catering and charter services.

The limited company Air France-KLM, domiciled at 2, rue Robert Esnault-Pelterie, 75007 Paris, France, is the parent company of the Air France-KLM Group. Air France-KLM is listed for trading in Paris (Euronext) and Amsterdam (Euronext).

The presentation currency used in the Group’s financial statements is the euro, which is also Air France-KLM’s functional currency.

Note 2 Change of closing date

The Extraordinary Shareholders’ Meeting of July 7, 2011 approved the change of closing date for the Air France-KLM Group’s financial statements from March 31 to December 31, with effect from the year ended December 31, 2011.

As a result, the financial statements closed on December 31, 2012 for the period from January 1, 2012 to December 31, 2012 are not comparable with the financial information published on December 31, 2011, reflecting a nine-month period.

To facilitate comparison, Pro forma financial information has been established based on the Group’s quarterly published financial information. As such, some assumptions and options have been adopted including:

- ◆ For the income and cash flow statements, Pro forma financial information for the twelve-month period ended December 31, 2011 (from January 1, 2011 to December 31, 2011) has been obtained

by adding the 4th quarter of the year ended March 31, 2011 (from January 1, 2011 to March 31, 2011) and the nine-month 2011 fiscal year ended December 31, 2011 (from April 1, 2011 to December 31, 2011);

- ◆ Pension costs have not been recalculated based on the calendar year. They are based on an evaluation carried out by external actuaries as of March 31, 2010 for the period from January 1, 2011 to March 31, 2011 and as of March 31, 2011 for the period from April 1, 2011 to December 31, 2011;
- ◆ The current and deferred taxes recognized in the Pro forma income have not been recalculated based on the calendar year. For the period from January 1, 2011 to March 31, 2011, they correspond to the taxes as calculated for the last quarter of the financial year ended March 31, 2011 and for the period from April 1, 2011 to December 31, 2011 to the taxes calculated for the corresponding period in respect of the financial year ended December 31, 2011.

Note 3 Significant events

3.1 Arising during the accounting period

On March 1, 2012 the Group launched a private placement of 33.6 million Amadeus IT Holding SA shares, corresponding to 7.5% of the capital.

After this operation, the Group’s holding decreased from 15.2% to 7.7%. The net proceeds from the transaction amounted to €466 million which generated a gain on disposal of €97 million in the income statement, as referred to in Note 11.

The Group initiated a restructuring plan concerning the company Air France and some of its affiliates. This plan mainly comprises two parts: an adjustment in the fleet and a plan to reduce the number of staff.

Based on the measures presented to the different bodies officially representing the Air France Group, the Group has made its best estimate of the costs involved and has recorded a provision for restructuring (See Note 11).

On November 13, 2012, the Group entered into a hedging transaction with Société Générale to protect the value of its shares in Amadeus IT Holding SA amounting to up to 2.7% of the issued shares, *i.e.* a third of its shareholding. As part of this transaction, a loan of the same number of shares has been set up with Société Générale. This is described in Note 23. The Group, together with Iberia and Lufthansa agreed to a minimum lock-up period of 90 days, from November 13, 2012.



On December 6, 2012, Air France-KLM launched a bond issue raising €500 million. The characteristics of this bond are described in Note 31.

3.2 Subsequent events

The Board of Directors of Alitalia, which took place on February 14, 2013, approved the implementation of a convertible

shareholder loan amounting to €150 million. Air France-KLM will contribute in accordance with its 25% stake, *i.e.* €37.5 million.

As of January 1, 2013, the revised standard IAS 19, particularly including pension obligations, will become applicable. Effects arising from this standard are detailed in Note 4.1.2 – Change in accounting principles.

Note 4 Accounting policies

4.1 Accounting principles

4.1.1 Accounting principles used for consolidated financial statements

Pursuant to the European Regulation 1606/2002, July 19, 2002, the consolidated financial statements as of December 31, 2012 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Commission (“EU”) and applicable on the date these consolidated financial statements were established.

IFRS as adopted by the EU differ in certain respects from IFRS as published by the International Accounting Standards Board (“IASB”). The Group has, however, determined that the financial information for the periods presented would not differ substantially if the Group had applied IFRS as published by the IASB.

The consolidated financial statements were approved by the Board of Directors on February 21, 2013.

4.1.2 Change in accounting principles

■ *IFRS standards, amendments and IFRIC interpretations (IFRS Interpretation Committee) applicable on a mandatory basis to the 2012 financial statements*

The text whose application became mandatory during the accounting period ended December 31, 2012 is the following:

- ◆ the amendment to IFRS 7 “Disclosure in the transfer of financial assets” is applicable for fiscal years beginning on or after July 1, 2011.

This amendment has no impact on the consolidated financial statements of the Group at December 31, 2012.

■ *IFRS standards, amendments and IFRIC interpretations which are not applicable on a mandatory basis to the 2012 financial statements*

- ◆ amendment to IAS 1 on presentation of other comprehensive income (applicable for annual periods beginning on or after July 1, 2012);

- ◆ the revised standard IAS 19 “Employee Benefits” (applicable for annual periods beginning on or after January 1, 2013). The main consequence of the revision to IAS 19 is the removal of the option allowing, when a scheme was out of a 10% corridor, the amortization of actuarial differences. From now on, they will have to be accounted directly in other comprehensive income. According to the standard, the application as of January 1, 2013, will result in:
 - ◆ a negative adjustment in the opening equity of the first comparative published year, *i.e.* as of January 1, 2012, amounting to about €1.5 billion gross reduced by the tax effect to €1.1 billion net of tax,
 - ◆ an adjustment in the 2012 result amounting to about €(39) million gross reduced by the tax effect to €(33) million net of tax,
 - ◆ a negative adjustment in equity as of December 31, 2012 amounting to about €1.9 billion gross reduced by the tax effect to €1.3 billion net of tax.

The standards applicable to the Group on a mandatory basis from January 1, 2012 are the following:

- ◆ standard IFRS 13 “Fair Value Measurement”;
- ◆ amendment to IFRS 7 “Disclosures – Offsetting Financial assets and Financial liabilities”.

The standards applicable to the Group on a mandatory basis from January 1, 2014, but applied early from January 1, 2013 are the following:

- ◆ standard IFRS 10 “Consolidated Financial Statements” which will replace IAS 27 “Consolidated and Separate Financial Statements” for the part concerning the consolidated financial statements and also the SIC 12 interpretation “Consolidation – Special Purpose Entities”;
- ◆ standard IFRS 11 “Joint Arrangements” which will replace IAS 31 “Interests in Joint Ventures” and also the SIC 13 interpretation “Jointly Controlled Entities – Non-Monetary Contributions by Venturers”;
- ◆ standard IFRS 12 “Disclosure on Interests in Other Entities”;
- ◆ standard IAS 28 “Investments in Associates”;
- ◆ amendment to IAS 32 “Presentation - Offsetting Financial assets and Financial liabilities”.

One other standard potentially applicable to the Group, published by the IASB but not yet adopted by the European Union, is described below. Subject to its approval by the European Union, this standard will have to be applied for the accounting periods starting January 1, 2015:

- ◆ standard IFRS 9 “Financial instruments - Classification and measurement of financial assets and liabilities”.

The application of IFRS 10 (a single definition of control) and IFRS 11 (abolition of the proportional method of consolidation for Joint Venture) is currently being considered. Nevertheless, the Group doesn't expect significant changes in its consolidation perimeter.

Other new standards, interpretations and amendments to existing standards are not applicable to the Group.

4.2 Use of estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses. The main estimates are described in the following Notes:

- ◆ Note 4.6 – Revenue recognition related to deferred revenue on ticket sales
- ◆ Notes 4.13 et 4.12 – Tangible and intangible assets;
- ◆ Note 4.10 – Financial instruments, valuation of financial assets and liabilities
- ◆ Note 4.22 – Deferred taxes
- ◆ Note 4.7 – Flying Blue frequent flyer program
- ◆ Notes 4.17, 4.18 and 4.19 – Provisions (included Employee benefits).

The Group's management makes these estimates and assessments continuously on the basis of its past experience and various other factors considered to be reasonable.

The consolidated financial statements for the financial year have thus been established taking into account the economic and financial crisis unfolding since 2008 and on the basis of financial parameters available at the closing date. The immediate effects of the crisis have been taken into account, in particular the valuation of current assets and liabilities. Concerning the longer-term assets, *i.e.* the non-current assets, the assumption was that the crisis would be of limited duration.

The future results could differ from these estimates depending on changes in the assumptions used or different conditions.

4.3 Consolidation principles

4.3.1 Subsidiaries

Companies over which the Group exercises control are fully consolidated. Control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date this control ceases.

Non-controlling interests are presented within equity and on the income statement separately from Group stockholders' equity and the Group's net income, under the line "non-controlling interests".

The effects of a buyout of non-controlling interests in a subsidiary already controlled by the Group and divestment of a percentage interest without loss of control are recognized in equity. In a partial disposal resulting in loss of control, the retained equity interest is remeasured at fair value at the date of loss of control. The gain or loss on the disposal will include the effect of this remeasurement and the gain or loss on the sale of the equity interest, including all the items initially recognized in equity and reclassified to profit and loss.

4.3.2 Interest in associates and joint ventures

Companies in which the Group has the ability to exercise significant influence on financial and operating policy decisions are accounted for using the equity method; the ability to exercise significant influence is presumed to exist when the Group holds more than 20% of the voting rights.

In addition, companies in which the Group exercises joint control according to a contractual agreement are accounted for using the equity method.

The consolidated financial statements include the Group's share of the total recognized global result of associates and joint ventures from the date the ability to exercise significant influence begins to the date it ceases, adjusted for any impairment loss.

The Group's share of losses of an associate that exceed the value of the Group's interest and net investment (long term receivables on which no reimbursement is scheduled or likely) in this entity are not accounted for, unless:

- ◆ the Group has incurred contractual obligations;
- ◆ or the Group has made payments on behalf of the associate.

Any surplus of the investment cost over the Group's share in the fair value of the identifiable assets, liabilities and contingent liabilities of the associate company on the date of acquisition is accounted for as goodwill and included in the book value of the investment accounted for using the equity method.

The investments in which the Group has ceased to exercise significant influence or joint control are no longer accounted for by the equity method and are valued at their fair value on the date of loss of significant influence or joint control and withdrawal from the consolidation scope.

4.3.3 Intra-group operations

All intra-group balances and transactions, including income, expenses and dividends are fully eliminated. Profits and losses resulting from intra-group transactions that are recognized in assets are also eliminated.

Gains and losses realized on internal sales with associates and jointly-controlled entities are eliminated, to the extent of the Group's interest in the entity, providing there is no impairment.



4.4 Translation of foreign companies' financial statements and transactions in foreign currencies

4.4.1 Translation of foreign companies' financial statements

The financial statements of foreign subsidiaries are translated into euros on the following basis:

- ♦ except for the equity for which historical prices are applied, balance sheet items are converted on the basis of the foreign currency rates in effect at the closing date;
- ♦ the income statement and the statement of cash flows are converted on the basis of the average foreign currency exchange rates for the period;
- ♦ the resulting foreign exchange adjustment is recorded in the "Translation adjustments" item included within equity.

Goodwill is expressed in the functional currency of the entity acquired and is converted into euros using the foreign currency rate in effect at the closing date.

4.4.2 Translation of foreign currency transactions

Foreign currency transactions are translated using the exchange rate prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies are translated at the rate in effect at the closing date or at the rate of the related hedge if any.

Non-monetary assets and non-monetary liabilities denominated in foreign currencies assessed on an historical cost basis are translated using the rate in effect at the transaction date or using the hedged rate where necessary (See 4.13.2).

The corresponding exchange rate differences are recorded in the Group's consolidated income statement. Changes in fair value of the hedging instruments are recorded using the accounting treatment described in Note 4.10. "Financial instruments, valuation of financial assets and liabilities".

4.5 Business combinations

4.5.1 Business combinations completed on or after April 1, 2010

Business combinations completed on or after April 1, 2010 are accounted for using the purchase method in accordance with IFRS 3 (2008) "Business combinations". In accordance with this standard, all assets and liabilities assumed are measured at fair value at the acquisition date. The time period for adjustments to goodwill/negative goodwill is limited to 12 months from the date of acquisition, except for non-current assets classified as assets held for sale which are measured at fair value less costs to sell.

Goodwill corresponding, at the acquisition date, to the aggregate of the consideration transferred and the amount of any non-controlling interest in the acquiree minus the net amounts of the identifiable assets acquired and the liabilities assumed at the acquisition date,

is subject to annual impairment tests or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

Costs other than those related to the issuance of debt or equity securities are recognized immediately as an expense when incurred.

For each acquisition, the Group has the option of using the "full" goodwill method, where goodwill is calculated by taking into account the fair value of non-controlling interests at the acquisition date rather than their proportionate interest in the fair value of the assets and liabilities of the acquiree.

Should the fair value of identifiable assets acquired and liabilities assumed exceed the consideration transferred, the resulting negative goodwill is recognized immediately in the income statement.

Contingent considerations or earn-outs are recorded in equity if contingent payment is settled by delivery of a fixed number of the acquirer's equity instruments (according to IAS 32). In all other cases, they are recognized in liabilities related to business combinations. Contingent payments or earn-outs are measured at fair value at the acquisition date. This initial measurement is subsequently adjusted through goodwill only when additional information is obtained after the acquisition date about facts and circumstances that existed at that date. Such adjustment is made only during the 12-month measurement period that follows the acquisition date. Any other subsequent adjustments which do not meet these criteria are recorded as receivables or payables through the income statement.

In a step acquisition, the previously-held equity interest in the acquiree is remeasured at its acquisition-date fair value. The difference between the fair value and the net book value must be accounted in profit or loss as well as elements previously recognized in other comprehensive income.

4.5.2 Business combination carried out before April 1, 2010

Business combinations carried out before April 1, 2010 are accounted for using the purchase method in accordance with IFRS 3 (2004) "Business combinations". In accordance with this standard, all assets, liabilities assumed and contingent liabilities are measured at fair value at the acquisition date. The time period for adjustments to goodwill/negative goodwill is limited to 12 months from the date of acquisition.

Assets meeting the criteria of IFRS 5 "Non-current assets held for sale and discontinued operations", as described in Note 4.23, are recorded at the lower of their net book value and their fair value less costs to sell.

Goodwill arising from the difference between the acquisition cost, which includes the potential equity instruments issued by the Group to gain control on the acquired entity and other costs potentially dedicated to the business combination, and the Group's interest in the fair value of the identifiable assets and liabilities acquired, is subject to annual impairment tests or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

Should the fair value of identifiable assets acquired and liabilities assumed exceed the cost of acquisition, the resulting negative goodwill is recognized immediately in the income statement.

4.6 Sales

Sales related to air transportation operations are recognized when the transportation service is provided, net of any discounts granted. Transportation service is also the trigger for the recognition of external expenses, such as the commissions paid to agents.

Both passenger and cargo tickets are consequently recorded as “Deferred revenue on ticket sales”.

Sales relating to the value of tickets that have been issued, but which will never be used, are recognized as revenues at issuance. The amounts recognized are based on a statistical analysis, which is regularly updated.

Sales on third-party maintenance contracts are recorded based on the stage of completion method.

4.7 Loyalty programs

The two sub-groups Air France and KLM have a common frequent flyer program “Flying Blue”. This program enables members to acquire “miles” as they fly with Air France, KLM or other partner companies. These miles entitle members to a variety of benefits such as free flights with the two companies or other free services with non flying partners.

In accordance with IFRIC 13 “Loyalty programs”, these “miles” are considered as distinct elements from a sale with multiple elements and one part of the price of the initial sale of the airfare is allocated to these “miles” and deferred until the Group’s commitments relating to these “miles” have been met. The deferred amount due in relation to the acquisition of miles by members is estimated:

- ♦ according to the fair value of the “miles”, defined as the amount at which the benefits can be sold separately;
- ♦ after taking into account the redemption rate, corresponding to the probability that the miles will be used by members, using a statistical method.

With regards to the invoicing of other partners in the program, the margins realized on sales of “miles” by the sub-groups Air France and KLM to other partners are recorded immediately in the income statement.

4.8 Distinction between income from current operations and income from operating activities

The Group considers it is relevant to the understanding of its financial performance to present in the income statement a subtotal within the income from operating activities. This subtotal, entitled “Income from current operations”, excludes unusual elements that do not have predictive value due to their nature, frequency and/or materiality, as defined in the recommendation n°2009-R.03 from the National Accounting Council.

Such elements can be divided into three categories:

- ♦ elements that are both very infrequent and significant, such as the recognition in the income statement of negative goodwill;
- ♦ elements that impact the understanding of the Group’s financial performance and do not contribute to the establishment of reliable future projections, such as sales of aircraft equipment and disposals of other assets;
- ♦ elements that are by nature unpredictable and non-recurring, if they are significant such as restructuring costs or gains/(losses) resulting from specific transactions. The Group considers that materiality must be assessed not only by comparing the amount concerned with the income/(loss) from operating activities of the period, but also in terms of changes in the item from one period to the other.

4.9 Earnings per share

Earnings per share are calculated by dividing net income attributable to the equity holders of Air France-KLM by the average number of shares outstanding during the period. The average number of shares outstanding does not include treasury shares.

Diluted earnings per share are calculated by dividing the net income attributable to the equity holders of Air France-KLM adjusted for the effects of dilutive instrument exercise, by the average number of shares outstanding during the period, adjusted for the effect of all potentially-dilutive ordinary shares.

4.10 Financial instruments, valuation of financial assets and liabilities

4.10.1 Valuation of trade receivables and non-current financial assets

Trade receivables, loans and other non-current financial assets are considered to be assets issued by the Group and are recorded at fair value then, subsequently, using the amortized cost method less impairment losses, if any. The purchases and sales of financial assets are accounted for as of the transaction date.

4.10.2 Investments in debt and equity securities

Investments in debt and equity securities qualifying as assets available for sale are stated at fair value in the Group’s balance sheet. For publicly-traded securities, the fair value is considered to be the market price. For other securities, if the fair value cannot be reliably estimated, the Group use the exception of accounting at costs (*i.e.* acquisition cost less impairment, if any).

Potential gains and losses, except for impairment charges, are recorded in a specific component of other comprehensive income “Derivatives and available for sale securities reserves”. If there is an indication of impairment of the financial asset, the amount of the loss resulting from the impairment test is recorded in the income statement for the period.



4.10.3 Derivative financial instruments

The Group uses various derivative financial instruments to hedge its exposure to the risks incurred on shares, exchange rates, changes in interest rates or fuel prices.

Forward currency contracts and options are used to cover exposure to exchange rates. For firm commitments, the unrealized gains and losses on these financial instruments are included in the carrying value of the hedged asset or liability.

The Group also uses rate swaps to manage its exposure to interest rate risk. Most of the swaps traded convert floating-rate debt to fixed-rate debt.

Finally, exposure to the fuel risk is hedged by swaps or options on jet fuel, diesel or brent.

Most of these derivatives are classified as hedging instruments if the derivative is eligible as a hedging instrument and if the hedging contracts are documented as required by IAS 39 "Financial instruments: recognition and measurement".

These derivative instruments are recorded on the Group's consolidated balance sheet at their fair value. The method of accounting for changes in fair value depends on the classification of the derivative instruments. There are three classifications:

- ◆ *derivatives classified as fair value hedge* : changes in the derivative fair value are recorded through the income statement and offset within the limit of its effective portion against the changes in the fair value of the underlying item (assets, liability or firm commitment), which are also recognized as earnings;
- ◆ *derivatives classified as cash flow hedge* : the changes in fair value are recorded in other comprehensive income for the effective portion and are reclassified as income when the hedged element affects earnings. The ineffective portion is recorded as financial income or losses;
- ◆ *derivatives classified as trading* : changes in the derivative fair value are recorded as financial income or losses.

4.10.4 Convertible bonds

Convertible bonds are financial instruments comprising two components: a bond component recorded as debt and a stock component recorded in equity. The bond component is equal to the discounted value of all coupons due for the bond at the rate of a simple bond that would have been issued at the same time as the convertible bond. The value of the stock component recorded in the Group's equity is calculated by the difference between such value and the bond's nominal value at issue. The difference between the financial expense recorded and the amounts effectively paid out is added, at each closing, to the amount of the debt component so that, at maturity, the amount to be repaid if there is no conversion equals the redemption price.

4.10.5 Financial assets, cash and cash equivalents

■ *Financial assets at fair value through profit and loss*

Financial assets include financial assets at fair value through profit and loss (French mutual funds such as SICAVs and FCPs, certificates, etc.) that the Group intends to sell in the near term to realize a capital gain, or that are part of a portfolio of identified financial instruments managed collectively and for which there is evidence of a practice of short-term profit taking. They are classified in the balance sheet as current financial assets. Furthermore, the Group opted not to designate any asset at fair value through the income statement.

■ *Cash and cash equivalents*

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

4.10.6 Long-term debt

Long-term debt is recognized initially at fair value. Subsequent to the initial measurement, long-term debt is recorded at amortized cost calculated using the effective interest rate. Under this principle, any redemption and issue premiums are recorded as debt in the balance sheet and amortized as financial income or expense over the life of the loans.

In addition, long-term debt documented in the context of fair value hedging relationships is revalued at the fair value for the risk hedged, *i.e.* the risk related to the fluctuation in interest rates. Changes in fair value of the hedged debt are recorded symmetrically in the income statement for the period with the change in fair value of the hedging swaps.

4.10.7 Fair value hierarchy

The table presenting a breakdown of financial assets and liabilities categorized by value (*See Note 33.4*) meets the amended requirements of IFRS 7 "Financial instruments: Disclosures". The fair values are classified using a scale which reflects the nature of the market data used to make the valuations.

This scale has three levels of fair value.

- ◆ **Level 1:** Fair value calculated from the exchange rate/price quoted on the active market for identical instruments.
- ◆ **Level 2:** Fair value calculated from valuation methods based on observable data such as active prices or similar liabilities or scopes quoted on the active market.
- ◆ **Level 3:** Fair value calculated from valuation methods which rely completely or in part on non-observable data such as prices on an inactive market or the valuation on a multiples basis for non-quoted securities.

4.11 Goodwill

Goodwill corresponds, at the acquisition date, to the aggregation of the consideration transferred and the amount of any non-controlling interest in the acquiree minus the net amounts of the identifiable amounts acquired and the liabilities assumed at the acquisition-date.

For acquisitions prior to April 1, 2004, goodwill is included on the basis of its deemed cost, which represents the amount recorded under French GAAP. The classification and accounting treatment of business combinations that occurred prior to April 1, 2004 was not modified at the time international standards were adopted, on April 1, 2004, in accordance with IFRS 1 "First-time adoption of international financial reporting standards".

Goodwill is valued in the functional currency of the entity acquired. It is recorded as an asset in the balance sheet.

It is not amortized and is tested for impairment annually and at any point during the year when an indicator of impairment exists. As discussed in Note 4.14, once recorded the impairment may not subsequently be reversed.

When the acquirer's interest in the net fair value of the identifiable assets and liabilities acquired exceeds the consideration transferred, there is negative goodwill which is recognized and immediately reversed in the Group's income statement.

At the time of the sale of a subsidiary or an equity affiliate, the amount of the goodwill attributable to the entity sold is included in the calculation of the income from the sale.

4.12 Intangible assets

Intangible assets are recorded at initial cost less accumulated amortization and any accumulated impairment losses.

Software development costs are capitalized and amortized over their useful lives. The Group has the necessary tools to enable the tracking by project of all the stages of development, and particularly the internal and external costs directly related to each project during its development phase.

Identifiable intangible assets acquired with a finite useful life are amortized over their useful lives from the date they are available for use.

Identifiable intangible assets acquired with an indefinite useful life are not amortized but tested annually for impairment or whenever there is an indication that the intangible asset may be impaired. If necessary, an impairment as described in Note 4.14 is recorded.

Since January 1, 2012, airlines have been subject to the ETS (Emission Trading Scheme) market regulations as described in Note 4.20 and the "Risks on carbon credit" paragraph in Note 33.1. As such, the Group is required to purchase CO₂ quotas to offset its emissions. The Group records the CO₂ quotas as intangible assets. These assets are not depreciable.

Intangible assets with a definite useful life are amortized on a straight line basis over the following periods:

- ◆ software 1 to 5 years;
- ◆ customer relationships 5 to 12 years

4.13 Property, plant and equipment

4.13.1 Principles applicable

Property, plant and equipment are recorded at the acquisition or manufacturing cost, less accumulated depreciation and any accumulated impairment losses.

The financial interest attributed to progress payments made on account of aircraft and other significant assets under construction is capitalized and added to the cost of the asset concerned. As prepayments on investment are not financed by specific loans, the Group uses the average interest rate on the current unallocated loans of the period.

Maintenance costs are recorded as expenses during the period when incurred, with the exception of programs that extend the useful life of the asset or increase its value, which are then capitalized (e.g. maintenance on airframes and engines, excluding parts with limited useful lives).

4.13.2 Flight equipment

The purchase price of aircraft equipment is denominated in foreign currencies. It is translated at the exchange rate at the date of the transaction or, if applicable, at the hedging price assigned to it. Manufacturers' discounts, if any, are deducted from the value of the related asset.

Aircraft are depreciated using the straight-line method over their average estimated useful life of 20 years, assuming no residual value for most of the aircraft in the fleet. This useful life can, however, be extended to 25 years for some aircraft.

During the operating cycle, in developing fleet replacement plans, the Group reviews whether the amortizable base or the useful life should be adjusted and, if necessary, determines whether a residual value should be recognized.

Any major airframes and engines (excluding parts with limited useful lives) are treated as a separate asset component with the cost capitalized and depreciated over the period between the date of acquisition and the next major overhaul.

Aircraft components which enable the use of the fleet are recorded as fixed assets and are amortized on a straight-line basis over the estimated residual lifetime of the aircraft/engine type on the world market. The useful life is limited to a maximum of 30 years.

4.13.3 Other property, plant and equipment

Other property, plant and equipment are depreciated using the straight line method over their useful life. Such useful lives are as follows:

- ◆ buildings 20 to 50 years;
- ◆ fixtures and fittings 8 to 15 years;
- ◆ flight simulators 10 to 20 years;
- ◆ equipment and tooling 5 to 15 years.

4.13.4 Leases

In accordance with IAS 17 "Leases", leases are classified as finance leases when the lease arrangement transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.



The assets held under a finance lease are recognized as assets at the lower of the following two values: the present value of the minimum lease payments under the lease arrangement or their fair value determined at inception of the lease. The corresponding obligation to the lessor is accounted for as long-term debt.

These assets are depreciated over the shorter of the useful life of the assets and the lease term when there is no reasonable certainty that the lessee will obtain ownership by the end of the lease term.

In the context of sale and operating leaseback transactions, the related profit or losses are accounted for as follows:

- ◆ they are recognized immediately when it is clear that the transaction has been realized at fair value;
- ◆ if the sale price is below fair value, any profit or loss is recognized immediately except that, if the loss is compensated for by future lease payments at below market price, it is deferred and amortized in proportion to the lease payments over the period for which the asset is expected to be used;
- ◆ if the sale price is above fair value, the excess over fair value is deferred and amortized over the period for which the asset is expected to be used.

In the context of sale and finance leaseback transactions, any gain on the sale is deferred and recognized as financial income over the lease term. No loss is recognized unless the asset is impaired.

4.14 Impairment test

In accordance with the standard IAS 36 “Impairment of Assets”, tangible fixed assets, intangible assets and goodwill are tested for depreciation if there is an indication of impairment, and those with an indefinite useful life are tested at least once a year on September 30.

For this test, the Group deems the recoverable value of the asset to be the higher of the market value less cost of disposal and its value in use. The latter is determined according to the discounted future cash flow method, estimated based on budgetary assumptions approved by management, using an actuarial rate which corresponds to the weighted average cost of Group capital and a growth rate which reflects the market hypothesis for the appropriate activity.

The depreciation tests are carried out individually for each asset, except for those assets to which it is not possible to attach independent cash flows. In this case, these assets are regrouped within the CGU to which they belong and it is this which is tested. The CGU relates to different activity sectors of the Group: passenger business, cargo, maintenance, leisure and others.

When the recoverable value of an asset or CGU is inferior to its net book value, an impairment is realized. The impairment of a CGU is charged in the first instance to goodwill, the remainder being charged to the other assets which comprise the CGU, prorated to their net book value.

4.15 Inventories

Inventories are measured at the lower of cost and net realizable value.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present condition and location. These costs include the direct and indirect production costs incurred under normal operating conditions.

Inventories are valued on a weighted average basis.

The net realizable value of the inventories is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

4.16 Treasury shares

Air-France-KLM shares held by the Group are recorded as a deduction from the Group's consolidated equity at the acquisition cost. Subsequent sales are recorded directly in equity. No gains or losses are recognized in the Group's income statement.

4.17 Employee benefits

The Group's obligations in respect of defined benefit pension plans and termination indemnities are calculated, in accordance with IAS 19 “Employee benefits”, using the projected units of credit method, considering the specific economic conditions in each country concerned. The commitments are covered either by insurance or pension funds or by provisions recorded on the balance sheet as and when rights are acquired by employees.

Actuarial gains or losses are recognized in the Group's income statement only if the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting period exceed 10% of the greater of the present value of the defined benefit obligation at that date and the fair value of any plan assets at that date. The excess amount is then recognized over the expected average remaining working lives of the employees participating in the plan.

Movements in provisions for retirement benefits which have an impact on the income statement are recorded in “salaries and related costs”.

Specific information related to the recognition of some pension plan assets

Pension plans in the Netherlands are generally subject to minimum funding requirements (“MFR”) that can involve the recognition of pension surpluses.

These pension surpluses constituted by the KLM sub group are recognized in the balance sheet according to the IFRIC 14 interpretation IAS 19 “The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction”.



4.18 Provisions for restitution of aircraft under operating leases

For certain operating leases, the Group is contractually committed to restate aircraft to a defined level of potential.

The Group accrues for restitution costs related to aircraft under operating leases as soon as the asset does not meet the return condition criteria.

When the condition of aircraft exceeds the return condition as set per the lease arrangement, the Group capitalizes the related amount in excess under "Flight equipment". Such amounts are subsequently amortized on a straight-line basis over the period during which the potential exceeds the restitution condition. Any remaining capitalized excess potential upon termination of a lease is reimbursable by the lessor.

4.19 Other provisions

The Group recognizes a provision in the balance sheet when the Group has an existing legal or implicit obligation to a third party as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. The amounts recorded as provisions are discounted when the effect of the passage of time is material.

The effect of the time value of money is presented as a component of financial income.

Restructuring provisions are recognized once the Group has established a detailed and formal restructuring plan which has been announced to the parties concerned.

4.20 Emission Trading Scheme

As of January 2012, European airlines entered the scope of companies subject to the Emission Trading Scheme (ETS).

In the absence of an IFRS standard or interpretation regarding ETS accounting, the Group chose the following scheme known as the "netting approach".

According to this approach, the quotas are recognized as intangible assets:

- ◆ free quotas given by the State are valued at nil; and
- ◆ quotas purchased on the market are accounted at the acquisition cost.

These intangible assets are not amortized.

If the difference between recognized quotas and real emissions is negative then the Group recognizes a provision. This provision is assessed at acquisition cost for acquired rights and, for the non-hedged part, with reference to the market price as of each closing date. At the date of the restitution of the quotas corresponding to real emissions, the provision is written-off and the intangible assets are returned.

4.21 Equity and debt issuance costs

Debt issuance costs are amortized as financial expenses over the term of the loans using the actuarial method.

The cost of increase in capital is deducted from paid-in capital.

4.22 Deferred taxes

The Group records deferred taxes using the balance sheet liability method, providing for any temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes, except for exceptions described in IAS 12 "Income taxes".

The tax rates used are those enacted or substantively enacted at the balance sheet date.

Net deferred tax balances are determined on the basis of each entity's tax position.

Deferred tax assets related to temporary differences and tax losses carry forward are recognized only to the extent it is probable that a future taxable profit will be available against which the asset can be utilized at the tax entity level.

Deferred taxes corresponding to fiscal losses are recognized as assets given the prospects of recoverability resulting from budgets and medium term plans prepared by the Group. The assumptions used are similar to those used for testing the value of assets (See Note 4.14).

A deferred tax liability is also recognized for the undistributed reserves of the equity affiliates.

Taxes payable and/or deferred are recognized in the income statement for the period, unless they are generated by a transaction or event recorded directly as equity. In such a case, they are recorded directly in equity.

Impact of the Territorial Economic Contribution

The 2010 Finance Law voted on December 30, 2009, removed the business tax liability for French fiscal entities from January 1, 2010 and replaced it with the new TEC (Territorial Economic Contribution/Contribution Economique Territoriale – CET) comprising two contributions: the LDE (land tax of enterprises/Cotisation Foncière des Entreprises - CFE) and the CAVE (Contribution on Added Value of Enterprises/Cotisation sur la Valeur Ajoutée des Entreprises – CVAE). The latter is calculated by the application of a rate to the added value generated by the company during the year. As the added value is a net amount of income and expenses, the CAVE meets the definition of a tax on profits as set out in IAS 12.2. Consequently, the expense relating to the CAVE is presented under the line "tax".



4.23 Non-current assets held for sale and discontinued operations

Assets or groups of assets held for sale meet the criteria of such a classification if their carrying amount will be recovered principally through a sale rather than through their continuing use. This condition is considered to be met when the sale is highly probable and the asset (or the group of assets intended for sale) is available for immediate sale in its present condition. Management must be committed to a plan to sell, with the expectation that the sale will be realized within a period of twelve months from the date on which the asset or group of assets was classified as assets held for sale.

The Group determines on each closing date whether any assets or groups of assets meet the above criteria and presents such assets, if any, as “non-current assets held for sale”.

Any liabilities related to these assets are also presented on a separate line in liabilities on the balance sheet.

Assets and groups of assets held for sale are valued at the lower of their book value or their fair value minus exit costs. As of the date of such a classification, the asset is no longer depreciated.

The results from discontinued operations are presented separately from the results from continuing operations in the income statement.

4.24 Share-based compensation

Stock subscription or purchase option schemes are valued at the fair value on the date the plans are awarded.

The fair value of the stock option schemes is determined using the Black-Scholes model. This model takes into account the features of the plan (exercise price, exercise period) and the market data at the time they are granted (risk-free interest rate, market value of the share, volatility and expected dividends).

This fair value is the fair value of the services rendered by the employees in consideration for the options received. It is recognized as salary cost with a corresponding increase to equity over the period during which the rights vest. This compensation cost is adjusted, if applicable, to take into account the number of options effectively vested.

Note 5 Changes in the scope of consolidation

5.1 Acquisitions

No significant acquisitions of subsidiaries occurred during the financial years presented.

5.2 Disposals

No significant disposals of subsidiaries occurred during the financial years presented.

Note 6 Information by activity and geographical area

Business segments

The segment information by activity and geographical area presented below is prepared on the basis of internal management data communicated to the Executive Committee, the Group’s principal operational decision-making body.

The Group is organized around the following segments:

Passenger : Passenger operating revenues primarily come from passenger transportation services on scheduled flights with the Group’s airline code, including flights operated by other airlines under code-sharing agreements. They also include commissions paid by SkyTeam alliance partners, code-sharing revenues, revenues from excess baggage and airport services supplied by the Group to third-party airlines and services linked to IT systems.

Cargo : Cargo operating revenues come from freight transport on flights under the companies’ codes, including flights operated by other partner airlines under code-sharing agreements. Other cargo revenues are derived principally from sales of cargo capacity to third parties.

Maintenance : Maintenance operating revenues are generated through maintenance services provided to other airlines and customers globally.

Other : The revenues from this segment come primarily from catering supplied by the Group to third-party airlines and to charter flights operated primarily by Transavia.

The results, assets and liabilities of the business segments are those that are either directly attributable or that can be allocated on a reasonable basis to these business segments. Amounts allocated to business segments mainly correspond:

- ♦ as far as the income statement is concerned, to the current operating income;
- ♦ as far as the balance sheet is concerned, to goodwill, intangible assets, flight equipment and other property, plant and equipment, the share in equity affiliates, some account receivables, deferred revenue on ticket sales and a portion of provisions and retirement benefits.

Other elements of the income statement and balance sheet are presented in the “non-allocated” column.

Inter-segment transactions are evaluated based on normal market conditions.

Geographical segments

The Group's activities are broken down into six geographical regions:

- ◆ Metropolitan France ;
- ◆ Europe except France and North Africa;
- ◆ Caribbean, French Guiana and Indian Ocean;
- ◆ Africa, Middle East;
- ◆ America, Polynesia;
- ◆ Asia and New Caledonia.

Only segment revenue is allocated by geographical sales area.

The carrying amount of segment assets by geographical location and the costs incurred to acquire segment assets are not presented, since most of the Group's assets (flight equipment) cannot be allocated to a geographical area.

6.1 Information by business segment

► Year ended December 31, 2012 (12 months)

<i>(In € millions)</i>	Passenger	Cargo	Maintenance	Other	Non-allocated	Total
Total sales	21,705	3,084	3,134	1,901	-	29,824
Inter-segment sales	(1,519)	(27)	(2,038)	(607)	-	(4,191)
External sales	20,186	3,057	1,096	1,294	-	25,633
Income from current operations	(235)	(222)	145	12	-	(300)
Income from operating activities	(676)	(326)	108	14	-	(880)
Share of profits (losses) of associates	-	-	-	-	(66)	(66)
Net cost of financial debt and other financial income and expenses	-	-	-	-	(214)	(214)
Income taxes	-	-	-	-	(27)	(27)
Net income from continuing operations	(676)	(326)	108	14	(307)	(1,187)
Depreciation and amortization for the period	(1,094)	(69)	(278)	(150)	-	(1,591)
Other non monetary items	(392)	(64)	(30)	(229)	(945)	(1,660)
Total assets	11,386	1,177	2,679	1,499	10,733	27,474
Segment liabilities	6,034	276	713	835	3,380	11,238
Financial debt, bank overdraft and equity	-	-	-	-	16,236	16,236
Total liabilities and equity	6,034	276	713	835	19,616	27,474
Purchase of property, plant and equipment and Intangible assets	1,112	36	201	123	-	1,472

Non-allocated assets amounting to €10.7 billion are mainly financial assets held by the Group. They comprise marketable securities for €3.8 billion, pension assets for €3.5 billion, financial assets for €1.4 billion, deferred tax for €1.2 billion, cash for €0.6 billion and derivatives for €0.3 billion.

Non-allocated liabilities amounting to €3.4 billion mainly comprise a portion of provisions and retirement benefits for €1.5 billion, tax and employee-related liabilities for €1.1 billion, deferred tax for €0.4 billion and derivatives for €0.4 billion.

Financial debts, bank overdrafts and equity are not allocated.



► Year ended December 31, 2011 (12 months Pro forma)

<i>(In € millions)</i>	Passenger	Cargo	Maintenance	Other	Non-allocated	Total
Total sales	19,945	3,165	3,112	1,960	-	28,182
Inter-segment sales	(1,111)	(22)	(2,072)	(614)	-	(3,819)
External sales	18,834	3,143	1,040	1,346	-	24,363
Income from current operations	(375)	(60)	110	(28)	-	(353)
Income from operating activities	(466)	(69)	94	(39)	-	(480)
Share of profits (losses) of associates	-	-	-	-	(19)	(19)
Net cost of financial debt and other financial income and expenses	-	-	-	-	(551)	(551)
Income taxes	-	-	-	-	245	245
Net income from continuing operations	(466)	(69)	94	(39)	(325)	(805)
Depreciation and amortization for the period	(1,088)	(94)	(302)	(158)	-	(1,642)
Other non monetary items	(62)	(13)	20	(132)	(567)	(754)
Total assets	12,440	1,278	2,555	1,779	9,265	27,317
Segment liabilities	5,788	294	664	596	3,322	10,664
Financial debt, bank overdraft and equity	-	-	-	-	16,653	16,653
Total liabilities and equity	5,788	294	664	596	19,975	27,317
Purchase of property, plant and equipment and Intangible assets	1,789	150	306	188	-	2,433

Non-allocated assets and liabilities are detailed in the comments for the year ended December 31, 2011 (9 months).

► Year ended December 31, 2011 (9 months)

<i>(In € millions)</i>	Passenger	Cargo	Maintenance	Other	Non-allocated	Total
Total sales	15,611	2,391	2,360	1,561	-	21,923
Inter-segment sales	(849)	(17)	(1,553)	(467)	-	(2,886)
External sales	14,762	2,374	807	1,094	-	19,037
Income from current operations	(8)	(51)	84	25	-	50
Income from operating activities	(8)	(57)	73	18	-	26
Share of profits (losses) of associates	-	-	-	-	(12)	(12)
Net cost of financial debt and other financial income and expenses	-	-	-	-	(527)	(527)
Income taxes	-	-	-	-	75	75
Net income from continuing operations	(8)	(57)	73	18	(464)	(438)
Depreciation and amortization for the period	(826)	(68)	(222)	(117)	-	(1,233)
Other non monetary items	(102)	(12)	(1)	(190)	(443)	(748)
Total assets	12,440	1,278	2,555	1,779	9,265	27,317
Segment liabilities	5,788	294	664	596	3,322	10,664
Financial debt, bank overdraft and equity	-	-	-	-	16,653	16,653
Total liabilities and equity	5,788	294	664	596	19,975	27,317
Purchase of property, plant and equipment and Intangible assets	1,387	113	230	142	-	1,872

Non-allocated assets amounting to €9.3 billion are mainly financial assets held by the Group. They comprise pension assets for €3.2 billion, financial assets for €1.8 billion, marketable securities for €1.9 billion, deferred tax for €1.2 billion, cash for €0.4 billion and derivatives for €0.7 billion.

Non-allocated liabilities amounting to €3.3 billion mainly comprise a portion of provisions and retirement benefits for €1.1 billion, deferred tax for €0.5 billion, employee-related liabilities for €1.3 billion and derivatives for €0.4 billion.

Financial debts, bank overdrafts and equity are not allocated.



6.2 Information by geographical area

Sales by geographical area

► Year ended December 31, 2012 (12 months)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	5,842	6,304	365	1,265	3,415	2,071	19,262
Other passenger sales	368	303	14	61	63	115	924
Total passenger	6,210	6,607	379	1,326	3,478	2,186	20,186
Scheduled cargo	372	1,123	30	206	524	617	2,872
Other cargo sales	51	49	4	10	41	30	185
Total cargo	423	1,172	34	216	565	647	3,057
Maintenance	709	351	-	-	36	-	1,096
Others	400	805	29	59	-	1	1,294
Total	7,742	8,935	442	1,601	4,079	2,834	25,633

► Year ended December 31, 2011 (12 months Pro forma)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	5,770	5,957	348	1,144	3,010	1,769	17,998
Other passenger sales	349	270	11	54	47	105	836
Total passenger	6,119	6,227	359	1,198	3,057	1,874	18,834
Scheduled cargo	369	1,162	34	203	519	690	2,977
Other cargo sales	49	30	4	13	40	30	166
Total cargo	418	1,192	38	216	559	720	3,143
Maintenance	611	385	-	-	44	-	1,040
Others	408	853	16	69	-	-	1,346
Total	7,556	8,657	413	1,483	3,660	2,594	24,363

► Year ended December 31, 2011 (9 months)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	4,451	4,579	284	921	2,444	1,423	14,102
Other passenger sales	270	214	9	43	42	82	660
Total passenger	4,721	4,793	293	964	2,486	1,505	14,762
Scheduled cargo	278	883	23	153	391	518	2,246
Other cargo sales	38	27	3	8	30	22	128
Total cargo	316	910	26	161	421	540	2,374
Maintenance	462	308	-	-	37	-	807
Others	333	702	12	47	-	-	1,094
Total	5,832	6,713	331	1,172	2,944	2,045	19,037

Traffic sales by geographical area of destination

► Year ended December 31, 2012 (12 months)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	1,970	4,635	1,401	2,567	5,248	3,441	19,262
Scheduled cargo	5	49	148	603	1,168	899	2,872
Total	1,975	4,684	1,549	3,170	6,416	4,340	22,134

► Year ended December 31, 2011 (12 months Pro forma)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	1,991	4,403	1,324	2,423	4,697	3,160	17,998
Scheduled cargo	5	51	152	603	1,191	975	2,977
Total	1,996	4,454	1,476	3,026	5,888	4,135	20,975



► Year ended December 31, 2011 (9 months)

<i>(In € millions)</i>	Metropolitan France	Europe except France, North Africa	Caribbean, French Guiana, Indian Ocean	Africa, Middle East	Americas Polynesia	Asia, New Caledonia	Total
Scheduled passenger	1,536	3,486	978	1,860	3,781	2,461	14,102
Scheduled cargo	4	39	120	457	889	737	2,246
Total	1,540	3,525	1,098	2,317	4,670	3,198	16,348

Note 7 External expenses

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Aircraft fuel	7,328	6,438	5,012
Chartering costs	556	571	441
Aircraft operating lease costs	957	848	641
Landing fees and en route charges	1,862	1,818	1,399
Catering	595	577	446
Handling charges and other operating costs	1,389	1,342	1,028
Aircraft maintenance costs	1,151	1,172	907
Commercial and distribution costs	876	847	670
Other external expenses	1,718	1,904	1,407
Total	16,432	15,517	11,951
<i>Excluding aircraft fuel</i>	<i>9,104</i>	<i>9,079</i>	<i>6,939</i>



Note 8 Salaries and number of employees

Salaries and related costs

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Wages and salaries	5,556	5,521	4,160
Social contributions	1,826	1,806	1,381
Net periodic costs linked to pensions defined benefit plans	306	206	170
Expenses related to share-based compensation	5	11	4
Other expenses	(33)	(84)	(57)
Total	7,660	7,460	5,658

The Group pays contributions to a multi-employer plan in France, the CRPN (public pension fund for crew). This multi-employer plan being assimilated with a French State plan, it is accounted for as a defined contribution plan in "social contributions".

The "other expenses" notably comprise the capitalization of salary costs on aircraft and engine overhaul.

Average number of employees

	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Flight deck crew	8,403	8,560	8,550
Cabin crew	22,347	22,749	22,869
Ground staff	69,994	70,703	70,858
Total	100,744	102,012	102,277

Starting from March 31, 2011, retroactively to October 1, 2010, the Group has consolidated a Kenyan catering company, NAS Airport Services Limited. Given this change in scope, the number

of employees in the Group includes 1,078 FTE NAS Airport employees as of December 31, 2011 (9 months) and 1,055 FTE as of December 31, 2011 (12 months).



Note 9 Amortization, depreciation and provisions

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Intangible assets	67	68	52
Flight equipment	1,252	1,291	971
Other property, plant and equipment	272	283	210
Amortization	1,591	1,642	1,233
Inventories	-	(4)	(3)
Trade receivables	(1)	4	8
Risks and contingencies	158	55	58
Depreciation and provisions	157	55	63
Total	1,748	1,697	1,296

The revision of the useful lives of some aircraft impacts for €(29) million the value of amortization as of December 31, 2012 (See Note 4.13.2).

The amortization changes for intangible and tangible assets are presented in Notes 17 and 19.

The changes in inventories and trade receivables impairment are presented in Notes 24, 25 and 26.

The movements in provisions for risks and charges are detailed in Note 30.

Note 10 Other income and expenses

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Joint operation of routes	(39)	49	28
Operations-related currency hedges	119	31	5
Other	(5)	30	(4)
Total	75	110	29

Note 11 Other non-current income and expenses

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Sales of aircraft equipment	7	16	19
Restructuring costs	(471)	-	3
Impairment	(173)	-	-
Disposals of subsidiaries and affiliates	97	1	-
Other	(40)	(144)	(46)
Total	(587)	(143)	(43)

Period from January 1st to December 31st, 2012

■ Restructuring costs

The Group has initiated a restructuring plan concerning all the companies of the Group. This plan mainly comprises two parts: a fleet capacity adjustment and a plan to reduce staff.

Concerning the Air France group, the plan's conditions were presented to employee representative bodies of Air France in June 2012 and to its affiliates during the fourth quarter of 2012.

Concerning the resizing of the fleet, the modalities may result in the disposal, sale or dismantling of aircraft or the termination of operating lease contracts.

The Air France staff reduction plan concerning 5,122 positions includes assistance for voluntary retirement and a voluntary departure plan whose period of application starts during the fourth quarter of 2012.

Concerning KLM, a resizing of the fleet was carried out, resulting in the booking of fair value for aircraft MD11s which were withdrawn from operation.

Given the items mentioned above, the Group has made its best estimate of the costs involved in these purposes and has recorded a provision for restructuring amounting to €421 million as of December 31, 2012.

This provision will be updated as the application conditions evolve.

Moreover, a provision for onerous lease contracts on three Martinair B747s has been recorded for an amount of €50 million.

■ Impairment

Within the framework of the "Transform 2015" restructuring plan as presented at the end of August to the Works Councils of the relevant companies, the Air France group has decided to reorganize its "regional" activity by separating the French activity regrouped within the "Pôle Régional France" (PRF) from the other regional airlines, particularly in Ireland and Belgium.

Within this framework, the Group proceeded to review the assets of City Jet and its subsidiary VLM, which will now be done independently. This review prompted the Group to depreciate all the goodwill attached to VLM amounting to €168 million (See Note 16).

■ Disposals of subsidiaries and affiliates

The "disposals of subsidiaries and affiliates" line includes €97 million corresponding to the gain on disposal realised by the Group on March 1, 2012 concerning a private placement of Amadeus IT Holding SA shares, whose sale proceeds amounted to €466 million, as described in Note 3.1.

■ Other

The "other" line mainly includes:

- ◆ an exceptional tax on salaries in the Netherlands, linked to the EU economic crisis, amounting to €17 million;
- ◆ an additional provision related to anticompetitive cargo practices in Switzerland, Brazil and the United-States amounting to €20 million (See Note 30.3).

Period from January 1st to December 31st, 2011 (proforma)

The "other" line included the impact of the closure of a pension plan in the United States, amounting to €(26) million.



Note 12 Net cost of financial debt and other financial income and expenses

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Income from marketable securities	28	32	25
Other financial income	55	60	46
Financial income	83	92	71
Loan interests	(269)	(294)	(223)
Lease interests	(87)	(96)	(73)
Capitalized interests	14	25	19
Other financial expenses	(94)	(98)	(74)
Cost of financial debt	(436)	(463)	(351)
Net cost of financial debt	(353)	(371)	(280)
Foreign exchange gains (losses), net	62	(116)	(186)
Change in fair value of financial assets and liabilities	62	(66)	(64)
Net charge release to provisions	15	2	3
Other	-	-	-
Other financial income and expenses	139	(180)	(247)
Total	(214)	(551)	(527)

The interest rate used in the calculation of capitalized interest is 4% for the year ended December 31, 2012 versus 4.33 % for the year ended December 31, 2011 (9 months).

The financial income mainly comprises interest income and gains on the sale of financial assets at fair value through profit and loss.

As of December 31, 2012, the Group recorded financial income of €38 million under change in fair value of financial assets and liabilities, linked to the swap on the OCÉANE 2005 (See Note 31.2.1).

As of December 31, 2012, the change in fair value of financial assets and liabilities also arises from the variation in the ineffective portion of fuel and foreign currency exchange derivatives amounting to €30 million.

As of December 31, 2011 (9 months and 12 months Pro forma), the Group recorded a financial expense amounting to €51 million under change in fair value of financial assets and liabilities, linked to the swap on the OCÉANE 2005 (See Note 31.2.1).

As of December 31, 2011 (12 months Pro forma), the change in fair value of financial assets and liabilities also arose from the variation in the ineffective portion of fuel and foreign currency exchange derivatives amounting to €(12) million.

As of December 31, 2011 (9 months), the change in fair value of financial assets and liabilities also arose from the variation in the ineffective portion of fuel and foreign currency exchange derivatives amounting to €(21) million, together with the change in value of derivative instruments no longer qualified as hedging amounting to €15 million.

Note 13 Income taxes

13.1 Income tax expense

Current income tax expenses and deferred income tax are detailed as follows:

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
(Expense)/income for the year	(41)	(21)	(25)
Current tax (expense)/income	(41)	(21)	(25)
Change in temporary differences	(60)	(188)	(163)
Change in tax rates	-	-	-
CAVE impact	3	4	3
(Use)/recognition of tax loss carryforwards	71	450	260
Deferred tax income/(expense) from continuing operations	14	266	100
Total	(27)	245	75

The current tax expense relates to the amounts paid or payable in the short term to the tax authorities in respect of the financial year, in accordance with the regulations prevailing in various countries and any applicable treaties.

During the year ended December 31, 2012, the Group recognized deferred tax assets on fiscal losses amounting to €71 million, mainly relating to the Dutch fiscal group, given the gains previously realized and the prospects of recoverability of these losses on future profits. In the Netherlands, tax losses can be carried forward for a period of nine years, without any limit on the amount that can be recovered in any one year.

In France, tax losses can be carried forward for an unlimited period. However, the 2011 finance law limited the amount of the

fiscal loss recoverable each year. This measure led the Group to limit the recognition of the deferred tax asset on fiscal losses from October 1, 2011.

The 2012 finance law led the limitation of the amount from 60% to 50% of the profit for the period over the first million. This measure has the effect to extend the recovery period (See Note 13.4).

During the year ended December 31, 2011 (9 months), the Group recognized deferred tax assets on fiscal losses amounting to €260 million (€218 million concerning the French fiscal group and €40 million concerning the Dutch fiscal group), given the gains previously realized and the prospects of recoverability of these losses on future profits.

13.2 Deferred tax recorded directly in equity – Group

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Treasury shares	(3)	11	7
Other comprehensive income included in the recognized income and expenses	31	(20)	146
Total	28	(9)	153



13.3 Effective tax rate

The difference between the standard tax rate in France and the effective tax rate is detailed as follows:

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Income before tax	(1,094)	(1,031)	(501)
Standard tax rate in France	34.43%	34.43%	34.43%
Theoretical tax calculated with the standard tax rate in France	377	354	172
Differences in French/foreign tax rates	(7)	(18)	(3)
Goodwill	(59)	-	-
Non deductible expenses or non taxable income	2	(2)	3
Variation of unrecognized deferred tax assets	(323)	(91)	(92)
CAVE impact	(21)	(17)	(13)
Other	4	19	8
Income tax expenses	(27)	245	75
Effective tax rate	NS	24%	15%

The tax rates applicable in France and the Netherlands were set at, respectively, 34.43% and 25%.

13.4 Deferred tax recorded on the balance sheet

<i>(In € millions)</i>	January 1, 2012	Amounts recorded in income	Amounts recorded in OCI	Amounts recorded in equity	Currency translation adjustment	Reclassifica- tion and other	December 31, 2012
Flight equipment	(1,147)	(110)	-	-	-	-	(1,257)
Pension assets	(786)	(61)	-	-	-	-	(847)
Financial debt	614	144	-	-	-	-	758
Other liabilities	84	(55)	44	-	-	-	73
Deferred revenue on ticket sales	170	(4)	-	-	-	-	166
Others	(343)	29	(13)	(3)	-	1	(329)
Deferred tax corresponding to fiscal losses	2,085	71	-	-	-	-	2,156
Deferred tax asset/ (liability)	677	14	31	(3)	-	1	720

<i>(In € millions)</i>	April 1, 2011	Amounts recorded in income	Amounts recorded in OCI	Amounts recorded in equity	Currency translation adjustment	Reclassification and other	December 31, 2011
Flight equipment	(1,091)	(28)	-	-	-	(28)	(1,147)
Pension assets	(732)	(54)	-	-	-	-	(786)
Financial debt	486	128	-	-	-	-	614
Other liabilities	11	(20)	92	-	-	1	84
Deferred revenue on ticket sales	205	(35)	-	-	-	-	170
Others	(283)	(146)	56	-	-	30	(343)
Deferred tax corresponding to fiscal losses	1,826	255	(2)	7	-	(1)	2,085
Deferred tax asset/ (liability)	422	100	146	7	-	2	677

Deferred taxes recognized on fiscal losses for the French and Dutch fiscal perimeters amount to €2 100 million as of December 31, 2012 (€1 645 million for the French fiscal group and €455 million for the Dutch fiscal group).

The recognition of this asset for each of the two perimeters is based on the prospects for taxable income established by the Group's three-year plan and based on the same assumptions as those

described in Note 18 "Impairment" to these consolidated financial statements.

Based on these prospects for taxable income, the recoverability horizon is 11 years for the French perimeter and 6 years for the Dutch perimeter. The non realization of these assumptions could have a significant impact on the recoverability horizon for these deferred tax assets.

13.5 Unrecognized deferred tax assets

Year ended <i>(In € millions)</i>	December 31, 2012		December 31, 2011	
	Basis	Tax	Basis	Tax
Temporary differences	469	159	32	8
Tax losses	938	285	410	107
Total	1,407	444	442	115

As of December 31, 2012, the cumulative limitation effect of the French fiscal group results in the non-recognition of a deferred tax assets amounting to €394 million (corresponding to a basis of €1 144 million), including €239 million relating to tax losses and €155 million relating to temporary differences (non-recognition of deferred tax assets relating to restructuring provisions).

As of December 31, 2011, the limitation effect of the French fiscal group during the third quarter resulted in the non-recognition of a deferred tax asset amounting to €68 million, corresponding to a basis of €198 million.

Other unrecognized deferred tax asset mainly correspond to a portion of the tax loss carry forwards of Air France group subsidiaries, as well as tax loss carry forwards in some subsidiaries in the United Kingdom.



Note 14 Assets held for sale and liabilities related to assets held for sale

Year ended December 31, 2012

As of December 31, 2012, the line “assets held for sale” included the fair value of 6 aircraft held for sale for an amount of €7 million.

Year ended December 31, 2011

As of December 31, 2011, the line “assets held for sale” included the fair value of 3 aircraft held for sale for an amount of €10 million.

Note 15 Earnings per share

15.1 Income for the period – Equity holders of Air France-KLM per share

Reconciliation of income used to calculate earnings per share

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Net income for the period – Equity holders of Air France-KLM	(1,192)	(809)	(442)
Dividends to be paid to priority shares	-	-	-
Net income for the period – Equity holders of Air France-KLM (used to calculate basic earnings per share)	(1,192)	(809)	(442)
Impact of potential ordinary shares :			
♦ interest paid on convertible bonds (net of tax)	-	-	-
Net income for the period – Equity holders of Air France-KLM (used to calculate diluted earnings per share)	(1,192)	(809)	(442)

Reconciliation of the number of shares used to calculate earnings per share

	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Weighted average number of ordinary shares issued	300,219,278	300,219,278	300,219,278
♦ Treasury stock held regarding stock option plan	(1,116,420)	(1,229,714)	(1,229,714)
♦ Treasury stock held in stock buyback plan	(159,712)	(133,675)	(537,424)
♦ Other treasury stock	(3,073,029)	(2,960,869)	(2,959,877)
Number of shares used to calculate basic earnings per share	295,870,117	295,895,020	295,492,263
Oceane conversion	-	-	-
Number of ordinary and potential ordinary shares used to calculate diluted earnings per share	295,870,117	295,895,020	295,492,263

15.2 Non dilutive instruments

Given the trend in the average Air France-KLM stock price for the periods presented, non-dilutive instruments relate to all the stock option plans described in Note 29.

15.3 Instruments issued after the closing date

No instruments were issued after the closing date.

Note 16 Goodwill

Detail of consolidated goodwill

<i>(In € millions)</i>	December 31, 2012			December 31, 2011		
	Gross value	Impairment	Net value	Gross value	Impairment	Net value
VLM	168	(168)	-	168	-	168
UTA	112	-	112	112	-	112
Régional	60	-	60	60	-	60
Aeromaintenance Group	21	(4)	17	21	-	21
Britair	20	-	20	20	-	20
Cityjet	11	-	11	11	-	11
NAS Airport Services Limited	24	(1)	23	24	-	24
Other	10	(1)	9	10	-	10
Total	426	(174)	252	426	-	426

The goodwill concerns mainly the "Passenger" business.

Movement in net book value of goodwill

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Opening balance	426	422
Acquisitions	-	-
Impairment	(173)	-
Currency translation adjustment	(1)	4
Closing balance	252	426

The impairment recorded mainly concerns the VLM goodwill. Within the framework of the «Transform 2015» restructuring plan, the Group proceeded to review the assets of City Jet and its subsidiary VLM as described in Note 11. This review led the Group to depreciate

all the goodwill attached to VLM amounting to €168 million as of December 31, 2012. The related expense is recognized in non-current expenses in the income statement.



Note 17 Intangible assets

<i>(In € millions)</i>	Trademarks and slots	Customer relationships	Other intangible assets	Total
Gross value				
Amount as of March 31, 2011	315	107	701	1 123
Additions	-	-	124	124
Change in scope	-	-	-	-
Disposals	-	-	(30)	(30)
Transfer	-	-	12	12
Amount as of December 31, 2011	315	107	807	1 229
Additions	-	-	146	146
Change in scope	-	-	-	-
Disposals	-	-	(25)	(25)
Transfer	-	-	(4)	(4)
Amount as of December 31, 2012	315	107	924	1 346
Depreciation				
Amount as of March 31, 2011	-	(100)	(328)	(428)
Charge to depreciation	-	(2)	(50)	(52)
Releases on disposal	-	-	25	25
Transfer	-	-	-	-
Amount as of December 31, 2011	-	(102)	(353)	(455)
Charge to depreciation	-	-	(68)	(68)
Releases on disposal	-	-	19	19
Transfer	-	-	-	-
Amount as of December 31, 2012	-	(102)	(402)	(504)
Net value				
As of December 31, 2011	315	5	454	774
As of December 31, 2012	315	5	522	842

Intangible assets mainly comprise:

- ◆ the KLM and Transavia brands and slots (takeoff and landing) acquired by the Group as part of the acquisition of KLM. These

intangible assets have an indefinite useful life as the nature of the assets means they have no time limit;

- ◆ software and capitalized IT costs.

Note 18 Impairment

With regards to the methodology followed to test impairment, the Group has allocated each goodwill and intangible fixed asset with an indefinite useful life to Cash Generating Units (CGU), corresponding to their business segments (See “Accounting Policies”).

As of December 31, 2012, goodwill and intangible fixed assets with an indefinite useful life are attached principally to the “Passenger” CGU for €201 million and €798 million respectively.

The recoverable value of the CGU assets has been determined by reference to the value used at September 30, 2012 (no change relative to December 31, 2011). The tests have been realized for all the CGUs on the basis of a three-year Group plan, approved by the management, including a recovery hypothesis after the economic slowdown, enabling the achievement of the medium-term forecasts made by the Group before the emergence of the crisis.

An annual growth rate of 3% has been applied from the fourth to the tenth year of the test followed by a growth rate of 1.5% as of the eleventh year (rate used to determine the terminal value).

The discount rate used for the test corresponds to the Group’s weighted average cost of capital (WACC). It amounts to 7.7% at December 31, 2012 against 7.4% at December 31, 2011.

An increase of 0.5% of the WACC would not have any impact on the CGU of the Group valued as of December 31, 2012. Regarding the long term growth rate, a decrease of 0.5% would not impact the value of the CGU. In addition, we obtain the same result with both an increase of 0.5% of the WACC and a decrease of 0.5% of the long term growth rate.



Note 19 Tangible assets

<i>(In € millions)</i>	Flight equipment					Other tangible assets					Total
	Owned aircraft	Leased aircraft	Assets in progress	Other	Total	Land and buildings	Equipment and machinery	Assets in progress	Other	Total	
Gross value											
Amounts as of March 31, 2011	10,622	4,788	969	2,107	18,486	2,642	1,270	67	901	4,880	23 366
Acquisitions	495	113	912	80	1,600	20	35	77	29	161	1 761
Disposals	(824)	(14)	(113)	(113)	(1,064)	(8)	(15)	(2)	(29)	(54)	(1 118)
Fair value hedge	-	-	(107)	-	(107)	-	-	-	-	-	(107)
Transfer	579	329	(933)	69	44	19	(5)	(42)	6	(22)	22
Currency translation adjustment	-	-	-	-	-	-	3	-	1	4	4
Amounts as of December 31, 2011	10,872	5,216	728	2,143	18,959	2,673	1,288	100	908	4,969	23 928
Acquisitions	351	161	764	105	1,381	46	51	55	29	181	1 562
Disposals	(922)	(77)	(63)	(150)	(1,212)	(41)	(23)	-	(27)	(91)	(1,303)
Fair value hedge	-	-	48	-	48	-	-	-	-	-	48
Transfer	(480)	883	(1,130)	37	(690)	64	10	(100)	15	(11)	(701)
Currency translation adjustment	-	-	-	-	-	-	-	-	-	-	-
Amounts as of December 31, 2012	9,821	6,183	347	2,135	18,486	2,742	1,326	55	925	5,048	23,534
Depreciation											
Amounts as of March 31, 2011	(5,203)	(1,341)	-	(902)	(7,446)	(1,328)	(803)	-	(638)	(2,769)	(10,215)
Charge to depreciation	(606)	(258)	-	(110)	(974)	(100)	(62)	-	(48)	(210)	(1,184)
Releases on disposal	123	14	-	109	246	6	13	-	29	48	294
Transfer	(9)	(60)	-	(27)	(96)	-	19	-	-	19	(77)
Currency translation adjustment	-	-	-	-	-	-	(1)	-	(1)	(2)	(2)
Amounts as of December 31, 2011	(5,695)	(1,645)	-	(930)	(8,270)	(1,422)	(834)	-	(658)	(2,914)	(11,184)
Charge to depreciation	(800)	(364)	-	(128)	(1,292)	(134)	(82)	-	(56)	(272)	(1,564)
Releases on disposal	286	73	-	134	493	34	20	-	15	69	562
Transfer	721	(111)	-	21	631	(1)	-	-	2	1	632
Currency translation adjustment	-	-	-	-	-	-	-	-	-	-	-
Amounts as of December 31, 2012	(5,488)	(2,047)	-	(903)	(8,438)	(1,523)	(896)	-	(697)	(3,116)	(11,554)
Net value											
Amounts as of December 31, 2011	5,177	3,571	728	1,213	10,689	1,251	454	100	250	2,055	12,744
Amounts as of December 31, 2012	4,333	4,136	347	1,232	10,048	1,219	430	155	128	1,932	11,980

Aeronautical assets under construction mainly include advance payments and maintenance work in progress concerning engines and modifications of aircraft.

Note 36 details the amount of pledged tangible assets.

Commitments to property purchases are detailed in Notes 35 and 36.

The net book value of tangible assets financed under capital lease amounts to €4 618 million as of December 31, 2012 versus €4,025 million as of December 31, 2011.

The charge to depreciation as of December 31, 2012 includes an amount of €40 million relating to the resizing of the fleet of the Group, booked in restructuring costs (See Note 11).

Note 20 Capital expenditure

The detail of capital expenditures on tangible and intangible assets presented in the consolidated cash flow statements is as follows:

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Acquisition of tangible assets	1,358	2,288	1,761
Acquisition of intangible assets	146	179	124
Accounts payable on acquisitions and capitalized interest	(32)	(34)	(13)
Total	1,472	2,433	1,872



Note 21 Equity affiliates

Movements over the period

The table below presents the movement in equity affiliates:

<i>(In € millions)</i>	Alitalia	Kenya Airways	Other	Total
Carrying value of share in investment as of March 31, 2011	298	48	76	422
Share in net income of equity affiliates	(22)	5	5	(12)
Distributions	-	(1)	(1)	(2)
Change in consolidation scope	-	-	6	6
Fair value adjustment	(2)	-	-	(2)
Other variations	-	-	2	2
Currency translation adjustment	-	5	3	8
Carrying value of share in investment as of December 31, 2011	274	57	91	422
Share in net income of equity affiliates	(61)	(12)	7	(66)
Distributions	-	(1)	(3)	(4)
Change in consolidation scope	-	1	2	3
Fair value adjustment	(4)	(2)	-	(6)
Other variations	-	36	1	37
Currency translation adjustment	-	(3)	-	(3)
Carrying value of share in investment as of December 31, 2012	209	76	98	383
Market value for listed companies		40		

As of December 31, 2012

Air France-KLM holds 25% of the capital of Alitalia.

KLM holds 26.7% of the capital of Kenya Airways.

The “share of profits/(losses) of associates” includes mainly the €(61) million share of the Alitalia Group loss.

As of December 31, 2011

Air France-KLM holds 25% of the capital of Alitalia.

KLM holds 26% of the capital of Kenya Airways.

The “share of profits/(losses) of associates” includes mainly the €(22) million share of the Alitalia Group loss. This corresponds to Alitalia’s activity from January 1 to December 31, 2011.

Simplified financial statements of the main equity affiliates

The equity affiliates as of December 31, 2012 mainly concern the following companies, in which the Group has a significant influence:

♦ Alitalia

Alitalia Compagnia Aerea Italiana Spa comprises the passenger business of the former Alitalia and the assets acquired with the acquisition of Air One. This company started trading on January 12, 2009 and serves 78 destinations in Italy and around the world with more than 4,200 flights a week;

♦ Kenya Airways

Kenya Airways is a Kenyan airline based in Nairobi.

The financial information for the principal equity affiliates for the years 2012 and 2011 (excluding consolidation adjustments) is presented below:

<i>(In € millions)</i>	Alitalia	Kenya Airways
	12/31/2011	03/31/2011
% holding as of December 31, 2011	25%	26%
Operating revenues	3,478	785
Operating income	(6)	53
Net income/loss	(69)	32
Stockholders' equity	479	212
Total assets	2,798	721
Total liabilities and stockholders' equity	2,798	721
	12/31/2012	03/31/2012
% holding as of December 31, 2012	25%	26.7%
Operating revenues	3,594	949
Operating income	(119)	11
Net income/loss	(280)	14
Stockholders' equity	201	203
Total assets	2,634	681
Total liabilities and stockholders' equity	2,634	681

Note 22 Pension assets

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Opening balance	3,217	2,995
Net periodic pension (cost)/ income for the period	(111)	(36)
Contributions paid to the funds	363	258
Reclassification	1	-
Currency translation adjustment	-	-
Closing balance	3,470	3,217

The detail of these pension assets is presented in Note 30.1.



Note 23 Other financial assets

<i>(In € millions)</i>	December 31, 2012		December 31, 2011	
	Current	Non current	Current	Non current
Financial assets available for sale				
Available shares	-	475	-	901
Shares secured	-	229	-	-
Assets at fair value through profit and loss				
Marketable securities	235	85	149	210
Cash secured	636	-	533	95
Loans and receivables				
Financial lease deposit (bonds)	31	125	40	125
Financial lease deposit (others)	11	639	4	487
Loans and receivables	20	124	15	208
Miscellaneous financial assets	-	-	10	-
Gross value	933	1 677	751	2026
Impairment at opening	-	(11)	-	(13)
New impairment charge	-	(11)	-	-
Use of provision	-	10	-	2
Impairment at closing	-	(12)	-	(11)
Total	933	1 665	751	2 015

Financial assets available for sale are as follows:

<i>(In € millions)</i>	Fair Value	% interest	Stockholder's equity	Net income	Stock price <i>(in €)</i>	Closing date
As of December 31, 2012						
Amadeus*	659	7.73%	ND	ND	19.05	December 2012
Club Med*	9	2.1%	ND	ND	13.38	October 2012
Voyages Fram	8	8.71%	ND	ND	NA	December 2012
Others	28	-	-	-	-	-
Total	704					
As of December 31, 2011						
Amadeus*	854	15.23%	1 266	730	12.54	December 2011
Club Med*	8	1.70%	512	2	15.20	October 2011
Voyages Fram	9	8.71%	89	(16)	NA	December 2011
Others	30	-	-	-	-	-
Total	901					

* Listed company.

Assets at fair value through profit and loss mainly comprise shares in liquidity funds that do not meet the “cash equivalents” definition and cash account secured mainly within the framework of the swap contract with Natixis on the Océane 2005 (See Note 31) and the guarantee given to the European Union concerning the anti-trust litigation (See Note 30).

Concerning the Amadeus shares, on November 13, 2012, the Group entered into a hedging transaction with Société Générale to hedge the value of one third of its stake, *i.e.* 12 million shares. The hedging instrument implemented is a collar. As part of this transaction, a loan of the same number of shares has been set up with Société Générale. The collar was qualified as a fair value hedge. Its fair value amounts to €0.2 million as of December 31, 2012.

Loans and receivables mainly include deposits on flight equipment made within the framework of operating and capital leases.

Transfer of financial assets that are not derecognised in their entirety

■ **Transfer of receivables agreement between the Group and Société Générale:**

The Group and Société Générale entered into a loan agreement secured by the 1% logement receivables of Air France. For each of the CILs (Comités interprofessionnels du logement), Air France and Société Générale concluded a tripartite receivables delegation agreement which refers to the loan agreement. Through this agreement, the CILs commit to repaying Société Générale directly on each payment date. These are imperfect delegations: in the event of non repayment by the CILs in that, Air France remains liable to Société Générale for the loan repayments and interest. As of December 31, 2012, the amount of transferred receivables amounts to €112 million.

■ **Loan of shares agreement between the Group and Société Générale:**

On November 13, 2012, the Group and Société Générale signed a loan of shares agreement on Amadeus shares, within the framework of the hedging transaction to protect the value of Amadeus shares, as described above. As of December 31, 2012, the amount of the loan, excluding hedge effect, amounts to €229 million.

Transfer of financial assets that are derecognised in their entirety

■ **Transfer of receivables agreement between the Group and Natixis Factor**

The Group and Natixis Factor entered into a transfer agreement concerning receivables from agency agreements with travel agencies. The contract concerns all the receivables issued in France (including Monaco and Andorra), Martinique, Guadeloupe, French Guyana and Reunion Island. It is a non recourse agreement for eligible receivables. As of December 31, 2012, the amount of transferred receivables amounts to €84 million.

The maintained link between the Group and these transferred assets is a partial dilution risk. The maximum exposure of the Group increases to 5% of the amount of transferred receivables.

■ **Transfer of receivables agreement between the Group and Compagnie Générale d’Affacturage**

The Group and Compagnie Générale d’Affacturage entered into a transfer agreement concerning receivables issued by American Express Travel Services Company and American Express Payment Services Limited. It is a non recourse agreement for eligible receivables. As of December 31, 2012, the amount of transferred receivables amounts to €111 million. The maintained link between the Group and these transferred assets is a partial dilution risk (chargebacks).

■ **Other transfer of receivables agreements**

In addition, the Group has 3 other transfer of receivables agreements amounting, as of December 31, 2012, to €51 million.



Note 24 Inventories

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Aeronautical spare parts	508	559
Other supplies	176	191
Production work in progress	7	8
Gross value	691	758
Opening valuation allowance	(173)	(174)
Charge to allowance	(18)	(15)
Use of allowance	18	14
Releases of allowance no longer required	-	-
Reclassification	3	2
Closing valuation allowance	(170)	(173)
Net value of inventory	521	585

Note 25 Trade accounts receivables

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Airlines	495	525
Other clients:		
♦ Passenger	625	604
♦ Cargo	378	400
♦ Maintenance	364	249
♦ Other	82	84
Gross value	1,944	1,862
Opening valuation allowance	(88)	(83)
Charge to allowance	(18)	(16)
Use of allowance	19	8
Currency translation adjustment	-	-
Reclassification	2	3
Closing valuation allowance	(85)	(88)
Net value	1 859	1 774

Note 26 Other assets

<i>(In € millions)</i>	December 31, 2012		December 31, 2011	
	Current	Non current	Current	Non current
Suppliers with debit balances	161	-	118	-
State receivable	71	-	74	-
Derivative instruments	201	103	315	149
Prepaid expenses	156	49	209	19
Other debtors	241	-	281	-
Gross value	830	152	997	168
Opening valuation allowance	(2)	-	(2)	-
Charge to allowance	-	-	-	-
Use of allowance	-	-	-	-
Reclassification	-	-	-	-
Closing valuation allowance	(2)	-	(2)	-
Net realizable value of other assets	828	152	995	168

The non-current derivatives comprise an amount of €9 million relative to currency hedges on financial debt as of December 31, 2012.

The derivative instruments did not comprise any currency hedges on financial debt as of December 31, 2011.

Note 27 Cash, cash equivalents and bank overdrafts

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Liquidity funds (SICAV) (assets at fair value through profit and loss)	2,467	1,552
Bank deposits and term accounts (assets at fair value through profit and loss)	334	293
Cash in hand	619	438
Total cash and cash equivalents	3,420	2,283
Bank overdrafts	(257)	(157)
Cash, cash equivalents and bank overdrafts	3,163	2,126

Note 28 Equity attributable to equity holders of Air France-KLM SA

28.1 Issued capital

As of December 31, 2012, the issued capital of Air France-KLM comprised 300,219,278 fully paid-up shares. Each share with a nominal value of one euro is entitled to one vote.

The change in the number of issued shares is as follows:

<i>(In number of shares)</i>	December 31, 2012	December 31, 2011
<i>At the beginning of the period</i>	300,219,278	300,219,278
Issuance of shares for OCÉANE conversion	-	-
<i>At the end of the period</i>	300,219,278	300,219,278
of which:		
♦ number of shares issued and paid up	300,219,278	300,219,278
♦ number of shares issued and not paid up	-	-

The shares comprising the issued capital of Air France-KLM are subject to no restriction or priority concerning dividend distribution or reimbursement of the issued capital.

Authorized stock

The Extraordinary Shareholders' Meeting of July 7, 2011, authorized the Board of Directors, for a period of 26 months from the date of the Meeting, to issue shares and/or other securities conferring immediate or future rights to Air France-KLM's capital limited to a total maximum nominal amount of €120 million.

Breakdown of the share capital and voting rights

The breakdown of the share capital and voting rights is as follows:

	% of capital		% of voting rights	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
French State	16%	16%	16%	16%
Employees and former employees	10%	10%	10%	10%
Treasury shares	1%	2%	-	-
Other	73%	72%	74%	74%
Total	100%	100%	100%	100%

The item "Employees and former employees" includes shares held by employees and former employees identified in funds or by a Sicovam code.

Other securities giving access to common stock

OCÉANE

Please refer to Note 31.2.

28.2 Additional paid-in capital

Additional paid-in capital represents the difference between the nominal value of equity securities issued and the value of contributions in cash or in kind received by Air France-KLM.

28.3 Treasury shares

	Treasury shares	
	Number	In € millions
March 31, 2011	4,549,912	(94)
Change in the period	1,089,565	5
December 31, 2011	5,639,477	(89)
Change in the period	(1,450,072)	4
December 31, 2012	4,189,405	(85)

As of December 31, 2012, Air France-KLM held 3,072,985 of its own shares acquired pursuant to the annual authorizations granted by the Shareholders' Meeting. As of December 31, 2012, the Group also held 1,116,420 of its own shares for KLM stock option programs. All these treasury shares are classified as a reduction of equity.

28.4 Reserves and retained earnings

(In € millions)	December 31, 2012	December 31, 2011
Legal reserve	70	70
Distributable reserves	850	962
Derivatives reserves	(43)	55
Available for sale securities reserves	253	86
Other reserves	1,800	2,127
Net income (loss) – Group share	(1,192)	(442)
Total	1,738	2,858

As of December 31, 2012, the legal reserve of €70 million represented 23% of Air France-KLM's issued capital. French company law requires that a limited company (société anonyme) allocates 5% of its unconsolidated statutory net income each year to this legal reserve until it reaches 10% of the Group's issued capital. The amount allocated to this legal reserve is deducted from the distributable income for the current year.

The legal reserve of any company subject to this requirement may only be distributed to shareholders upon liquidation of the company.



Note 29 Share-based compensation

29.1 Outstanding share-based compensation plans and other plans as of December 31, 2012

As of December 31, 2012, there were no outstanding share-based compensation plans in the Air France-KLM group.

29.2 Changes in options

	Average exercise price (In €)	Number of options
Options outstanding as of March 31, 2011	26.16	768,216
<i>Of which: options exercisable at March 31, 2011</i>	26.16	768,216
Options forfeited during the period	17.83	(377,699)
Options exercised during the period	-	-
Options granted during the period	-	-
Options outstanding as of December 31, 2011	34.21	390,517
<i>Of which: options exercisable at December 31, 2011</i>	34.21	390,517
Options forfeited during the period	34.21	(390,517)
Options exercised during the period	-	-
Options granted during the period	-	-
Options outstanding as of December 31, 2012	-	-
<i>Of which: options exercisable at December 31, 2012</i>	-	-

29.3 Description of the plans

KLM stock-option plans

Prior to the combination with Air France, members of the Management Board and the key executives of KLM had been granted KLM stock options. Within the combination agreement between KLM and Air France, stock-options and SAR (Share Appreciation Rights) that were not exercised during the operation were modified on May 4, 2004 so that their holders could purchase Air France-KLM shares and SARs attached to Air France-KLM shares. The shares held by KLM within this plan were converted into Air France-KLM shares and transferred to a foundation whose sole purpose is their retention until the stock options are exercised or forfeited.

The vesting conditions of the stock-option plan granted by KLM in July 2007 are such that one third of the options vest at grant date with a further one third after one and two years, respectively. Vesting was conditional on KLM achieving predetermined non-market-dependent performance criteria.

Air France-KLM 2005 Shares-for-Salary Exchange

On February 1, 2005, the Group launched a Shares-for-Salary Exchange scheme, in which all Air France employees residing in

France were offered the opportunity to purchase Air France-KLM shares at a price of €14 per share in exchange for wage concessions over a 6-year period. The offer was limited to a maximum of 13,186,853 ordinary shares. At the date the offer was closed, *i.e.* February 21, 2005, Air France employees had acquired 12,612,671 Air France-KLM shares.

These shares were granted by the French State, the largest Air France-KLM shareholder, subject to a €110 million payment made by the Group in April 2007.

The wage concessions cover the period from May 2005 to May 2011.

In the event an employee leaves the Group prior to the end of the 6-year period, the unvested and irredeemable shares are returned to Air France which, in turn, returns them to the French State. The fair value of the services provided under the Shares-for-Salary Exchange scheme was calculated on the basis of the market price of the Air France-KLM share on the date the offer was closed, namely €14.30 and amounts to €180 million. The corresponding salary expense covers the acquisition period of voting rights from May 2005 to May 2011. Each installment, corresponding to the annual decrease of salary, is treated as a separate award. The 2005 Shares-for-Salary Exchange plan share-based payment is therefore recognized on a straight-line basis over the requisite service period for each separately-vested portion.

KLM SARs plan

During the periods ending December 31, 2012 and December 31, 2011, Share Appreciation Rights (SARs) were granted by KLM, corresponding to share-based plans and with settlement in cash.

Plans	Grant date	Number of SARs granted	Start date for SARs exercise	Date of expiry	Number of SARs exercised as of 12/31/2012
KLM	07/01/2008	153,080	07/01/2008	07/01/2013	38,808
KLM	07/01/2009	136,569	07/01/2009	07/01/2014	23,628
KLM	07/01/2010	145,450	07/01/2010	07/01/2015	-
KLM	07/01/2011	144,235	07/01/2011	07/01/2016	-
KLM	04/01/2012	146,004	04/01/2012	04/01/2016	-

The changes in SARs were as follows:

	Number de SARs
SARs outstanding as of March 31, 2011	333,765
<i>Of which: SARs exercisable at March 31, 2011</i>	<i>193,276</i>
SARs granted during the period	144,235
SARs exercised during the period	(11,088)
SARs forfeited during the period	(1,415)
SARs outstanding as of December 31, 2011	465,497
<i>Of which: SARs exercisable at December 31, 2011</i>	<i>270,908</i>
SARs granted during the period	146,004
SARs exercised during the period	(51,348)
Other changes in SARs during the period	13,493
SARs outstanding as of December 31, 2012	573,646
<i>Of which: SARs exercisable at December 31, 2012</i>	<i>357,687</i>

The vesting conditions of the SAR plans granted by KLM are such that one third of the options vest at grant date, with a further one third after one and two years, respectively. Vesting is conditional on KLM achieving predetermined non-market-dependent performance criteria.

The fair value of the services provided under the SARs plan has been determined according to the market value of the Air France-KLM share at the closing date *i.e.* €6.99:

SARs	Fair value as of December 31, 2012 (In € millions)
07/01/2008	0.5
07/01/2009	0.5
07/01/2010	0.9
07/01/2011	1.1
04/01/2012	1.0

29.4 Salary expenses related to share-based compensation

(In € millions)	01/01/2012 12/31/2012 (12 months)	01/01/2011 12/31/2011 (12 months Pro forma)	04/01/2011 12/31/2011 (9 months)
2005 Shares-for-Salary Exchange	3	11	5
Stock option plan	2	-	(1)
Salary expenses (Note 8)	5	11	4



Note 30 Provisions and retirement benefits

<i>(In € millions)</i>	Retirement benefits Note 30.1	Restitution of aircraft	Restruc- turing	Litigation	Others	Total
Amount as of March 31, 2011	986	556	122	401	152	2,217
Of which:						
♦ Non-current	986	414	-	382	148	1,930
♦ Current	-	142	122	19	4	287
New provision	136	173	4	26	45	384
Use of provision	(72)	(115)	(114)	(23)	(30)	(354)
Reversal of unnecessary provisions	-	(3)	-	-	-	(3)
Currency translation adjustment	6	3	-	-	3	12
Discount/Accretion impact	-	(10)	-	-	-	(10)
Reclassification	-	(29)	-	-	-	(29)
Amount as of December 31, 2011	1,056	575	12	404	170	2,217
Of which:						
♦ Non-current	1,056	459	-	390	156	2,061
♦ Current	-	116	12	14	14	156
New provision	127	259	442	51	103	982
Use of provision	(91)	(119)	(26)	(15)	(39)	(290)
Reversal of unnecessary provisions	-	(3)	-	(1)	-	(4)
Currency translation adjustment	1	1	-	-	1	3
Discount/Accretion impact	-	(25)	-	-	-	(25)
Reclassification	1	(47)	-	-	5	(41)
Amount as of December 31, 2012	1,094	641	428	439	240	2,842
Of which:						
♦ Non-current	1,094	545	4	429	215	2,287
♦ Current	-	96	424	10	25	555

As of December 31, 2012, impact on the net periodic pension cost, amounting to €68 million, linked to the restructuring plans of Air France and its regional affiliates has been recorded in "Other non-current income and expenses" (See Note 11).

As of March 31, 2011, the impact of the closure of a pension plan in the United States was recorded in "Other non-current income and expenses" (See Note 11).

Movements in provisions for restructuring which have an impact on the income statement are recorded in "other non-current income and expenses" when the plans concerned have a material impact (See Note 11).

Movements in provisions for restitution of aircraft which have an impact on the income statement are recorded in "provisions" except for the discount/accretion impact which is recorded in "other financial income and expenses".

Movements in provisions for litigation and in provisions for other risks and charges which have an impact on the income statement are recorded, depending on their nature, in the different lines of the income statement.

30.1 Retirement benefits

The Group holds a large number of retirement and other long-term benefits plans for its employees. The specific characteristics (benefit formulas, funding policies and types of assets held) of the plans vary according to the regulations and laws in the particular country in which the employees are located. Several of the plans are defined benefit plans.

Pension fund surplus

For a certain number of pension obligations, the Group funds pension funds.

The obligations of KLM group are, for the most part, funded in accordance with Dutch regulation and the Group's collective agreement. With regard to the level of coverage of the commitments, particularly for the pilots and crews' program as well as that for the ground staff, significant "funding requirements" constraints require the Group to be always in a position of "over-funding".

Actuarial assumptions used

Actuarial valuations of the Group's benefit obligation were computed as of December 31, 2012 and December 31, 2011. These calculations include:

- ◆ assumptions on staff turnover, life expectancy and salary increases;
- ◆ assumptions of retirement age varying from 55 to 67 depending on the localization and the applicable laws.
- ◆ Discount rates used to determine the actuarial present value of the projected benefit obligations. The discount rates for the different geographical areas are thus determined based on the duration of each of the plans, taking into account the average trend in interest rates on high quality bonds, observed on the main available indices. In some countries, where the market regarding this type of bond is not broad enough, the discount rate is determined with reference to government bonds. Most of the Group's benefit obligations are located in the Euro zone.

	As of December 31, 2012	As of December 31, 2011
Euro zone - Duration 4 to 5 years	3.00%	4.25%
Euro zone - Duration 10 to 15 years	3.00%	4.75%
Euro zone - Duration 15 years and more	3.65%	5.00%

The sensitivity of the annual cost and the obligation to variations in the discount rate is as follows:

(In € millions)	Sensitivity of the assumptions for the year ended December 31, 2012	Sensitivity of the assumptions for the year ended December 31, 2011
0.25% increase in the discount rate		
◆ Impact on the obligation	(667)	(533)
0.25% decrease in the discount rate		
◆ Impact on the obligation	825	697



The expected long-term rates of return on funded pension plans assets are as follows:

	As of December 31, 2012	As of December 31, 2011
Euro Zone	Between 3.00% and 3.65%	Between 3.00% and 6.75%

The expected average long-term rates of return on plan assets have been determined based on the expected long-term rates of return of the different asset classes: equities, bonds, real estate or other, weighted according to the asset allocation strategy in these schemes.

The sensitivity of the annual cost to variations in the expected return for plan assets is as follows:

(In € millions)	Sensitivity of the assumptions for the year ended December 31, 2012 (12 months)	Sensitivity of the assumptions for the year ended December 31, 2011 (9 months)
0.25% increase in the expected return for plan assets		
◆ Impact on the cost	40	36
0.25% decrease in the expected return for plan assets		
◆ Impact on the cost	(40)	(36)

Assumption on increase in healthcare costs:

	As of December 31, 2012	As of December 31, 2011
USA-Canada	Between 7.3% and 8.0%	Between 9.5% and 10.0%

The sensitivity of the annual cost and the obligation to variations in the healthcare costs of the schemes is as follows:

(In € millions)	Sensitivity of the assumptions for the year ended December 31, 2012 (12 months)	Sensitivity of the assumptions for the year ended December 31, 2011 (9 months)
1% increase in healthcare costs		
◆ Impact on the cost	-	-
◆ Impact on the obligation	9	7
1% decrease in healthcare costs		
◆ Impact on the cost	-	-
◆ Impact on the obligation	(7)	(5)

On average, the main assumptions used in the actuarial valuations of obligations are summarized below:

	Pension benefits		Other benefits	
	As of December 31, 2012	As of December 31, 2011	As of December 31, 2012	As of December 31, 2011
Discount rate	3.58%	4.94%	3.44%	4.48%
Salary inflation rate	1.69%	2.45%	-	-
Expected long-term rate of return on plan assets	3.65%	5.64%	-	-



Changes in benefit obligations

The following table details the reconciliation between the benefits obligation and plan assets of the Group and the amounts recorded in the financial statements for the years ended December 31, 2012 and December 31, 2011.

<i>(In € millions)</i>	Pension benefits		Other benefits	
	As of December 2012 <i>(12 months)</i>	As of December 2011 <i>(9 months)</i>	As of December 2012 <i>(12 months)</i>	As of December 2011 <i>(9 months)</i>
Benefit obligation at beginning of year	14,085	13,270	48	40
Service cost	413	285	1	-
Interest cost	682	504	2	2
Employees' contribution	55	39	-	-
Plan amendments	1	4	-	-
Settlements/curtailments	(86)	-	-	-
Benefits paid	(510)	(385)	(3)	(2)
Transfers of assets/liability through balance sheet	-	2	-	-
Actuarial loss/(gain)	1,626	333	12	4
Currency translation adjustment	12	33	(1)	4
Other	(18)	-	-	-
Benefit obligation at end of year	16,260	14,085	59	48
<i>Including benefit obligation resulting from schemes totally or partly funded</i>	<i>16,037</i>	<i>13,879</i>		-
<i>Including unfunded benefit obligation</i>	<i>223</i>	<i>206</i>	<i>59</i>	<i>48</i>
Fair value of plan assets at beginning of year	14,781	14,174	-	-
Actual return on plan assets	2,060	602	-	-
Employers' contributions	423	309	-	-
Employees' contributions	55	39	-	-
Transfers of assets/liability through balance sheet	1	2	-	-
Benefits paid	(482)	(367)	-	-
Currency translation adjustment	10	22	-	-
Other	(18)	-	-	-
Fair value of plan assets at end of year	16,830	14,781	-	-



<i>(In € millions)</i>	Pension benefits		Other benefits	
	As of December 2012 <i>(12 months)</i>	As of December 2011 <i>(9 months)</i>	As of December 2012 <i>(12 months)</i>	As of December 2011 <i>(9 months)</i>
Amounts recorded in the balance sheet:				
Funded status	570	696	(59)	(48)
Unrecognized prior service cost	123	151	-	-
Unrecognized actuarial (gains)/ losses	1,722	1,353	20	9
Prepaid (accrued) pension cost	2,415	2,200	(39)	(39)
Amounts recorded in the balance sheet*:				
Pension asset (Note 22)	3,470	3,217	-	-
Provision for retirement benefits	(1,055)	(1,017)	(39)	(39)
Net amount recognized	2,415	2,200	(39)	(39)
Net periodic cost:				
Service cost	413	286	1	-
Interest cost	682	505	2	1
Expected return on plan assets	(834)	(647)	-	-
Settlement/curtailment	(69)	-	-	-
Amortization of prior service cost	18	17	-	-
Amortization of unrecognized actuarial (gain) loss	24	10	1	-
Net periodic cost	234	171	4	1

* Except for those pension plans for which the balance is a net asset fully recorded as a non-current asset, all the obligations are recorded as non-current liabilities.

The benefit obligations, fair value of plan assets and experience adjustments are as follows:

<i>(In € millions)</i>	Benefit obligation	Fair value of plan assets	Funded status	Experience adjustments on	
				Benefit obligation	Plan assets
As of March 31, 2009	11,095	11,031	(64)	(133)	(2,788)
As of March 31, 2010	13,122	13,487	365	95	1,854
As of March 31, 2011	13,310	14,174	864	47	(4)
As of December 31, 2011	14,133	14,781	648	73	(44)
As of December 31, 2012	16,319	16,830	511	41	1,226

Asset allocation

The weighted average allocation of the funds invested in Group pension plans is as follows:

	Funds invested	
	As of December 31, 2012	As of December 31, 2011
Equities	39%	36%
Bonds	50%	52%
Real estate	9%	12%
Others	2%	-
Total	100%	100%

Expected cash outflows

The table below shows the expected cash outflows on pensions and other post-employment benefits, as of December 31, 2012, over the next ten years:

(In € millions)	Pensions and similar benefits
Estimated contribution to be paid for the year ended December 31, 2013	427
Estimated benefit payments as of December 31 :	
2013	516
2014	492
2015	518
2016	537
2017	562
2018-2022	3,163

Risks on pension obligation

Some of the Group's commitments are subject to «over-hedging» which is determined both by the local regulations and the different collective agreements. Any change in regulations/and or collective agreements could have an impact on the level of solvency ratios required for the pension funds.

30.2 Provisions for restructuring

As of December 31, 2012, provision for restructuring mainly includes the restructuring provisions of Air France and its regional affiliates (See Note 11).

30.3 Provisions for litigation

Provision for litigation with third parties

An assessment of litigation risks with third parties was carried out with the Group's attorneys and provisions have been recorded whenever circumstances rendered it necessary.

Provisions for litigation with third parties also include provisions for tax risks. Such provisions are set up when the Group considers that the tax authorities could challenge a tax position adopted by the Group or one of its subsidiaries.

In the normal course of its activities, the Air France-KLM group and its subsidiaries Air France and KLM (and their subsidiaries) are involved in litigation, some of which may be significant.

Provision for litigation concerning anti-trust laws

In the air-freight industry

a) Investigation of the anti-trust authorities

Air France, KLM and Martinair, a wholly-owned subsidiary of KLM since January 1, 2009, have been involved, since February 2006, with up to twenty-five other airlines in investigations initiated by the anti-trust authorities in several countries, with respect to allegations of anti-competitive agreements or concerted actions in the air-freight industry.

The proceedings initiated in the United States, Australia and Canada resulted in Plea Agreements made by Air France, KLM and Martinair with the appropriate agencies, and the payment of settlement amounts putting an end to those proceedings. As of July, 2012, a settlement negotiation was finalized between the Competition Commission of South Africa and Air France and KLM resulting in a total settlement amount of €1.8 million, which the Competition Tribunal has confirmed as a consent order on October 17, 2012.

In Europe, the European Commission announced, on November 9, 2010, its decision to impose fines on 14 airlines including Air France, KLM and Martinair related to anti-competition practices - mainly concerning fuel surcharges. The Commission imposed an overall fine of €340 million on the Air France-KLM group companies.

As the Group's parent company, Air France-KLM was considered by the European Commission to be jointly and severally liable for the anti-competitive practices of which the Group companies were found guilty.

On January 24 and 25, 2011, the Group companies filed an appeal against the decision before the General Court of the European Union.



Since the appeal does not suspend the payment of the fines, the Group companies chose not to pay the fine immediately, but to provide bank guarantees until a definitive ruling by the European Courts.

In South Korea on November 29, 2010, the Korean antitrust authority (KFTC) imposed on Air France-KLM, Air France and KLM a total fine of €8.8 million already paid, for anti-competitive practices prior to September 2004. The Group companies filed an appeal before the competent Seoul High Court in December 2010.

On May 16, 2012 the 6th chamber of the Seoul High Court vacated the KFTC's decision against Air France-KLM on the ground that Air France-KLM was not engaged in the air freight transportation business after it converted in a holding company on September 15, 2004. With regard to the appeals of Air France and KLM, the Court found in favour of the KFTC. Appeal filings against the Court decisions were submitted to the Supreme Court by both Air France and KLM. Generally, the Supreme Court appeal process will take 1-2 years to conclude.

As of 31 December 2012, two antitrust investigations are still pending, one in Brazil and one in Switzerland. Provisions are recorded in the financial accounts of Air France and KLM for both procedures.

b) Civil actions

On September 19, 2011 the Group companies entered into a Settlement agreement with the Canadian plaintiffs achieving a final resolution of all claims in Canada. Under the settlement agreement the Group companies have paid an amount of CAD 6.5 million (€4.6 million).

The total amount of provisions as of December 31, 2012 amounts to €368 million for the whole proceedings.

30.4 Other provisions

Other provisions are mainly provisions for power-by-hour contracts (maintenance activity of the Group), provisions for parts of CO₂ emission not covered by free allowance of quotas and provisions for dismantling buildings.

30.5 Contingent liabilities

The Group is involved in a number of governmental, legal and arbitrage procedures for which provisions have not been recorded in the financial statements.

Litigations concerning anti-trust laws

These litigations have not been provisioned given that the Group is unable, given the current status of proceedings, to evaluate its exposure.

a) Civil suits in the air freight industry

Pursuant to the initiation in February 2006 of the various competition authority investigations, class actions were brought by forwarding

agents and air-freight shippers in several countries against Air France, KLM and Martinair, and the other freight carriers. In addition, civil suits have been filed in Europe by shippers following the European Commission's decision of November 9, 2010. The Group companies intend to vigorously oppose all such civil actions.

United States

In the United States, the Group concluded a Settlement Agreement with the representatives of the class action in July 2010. The Settlement Agreement, under which the Group accepted to pay USD 87 million, brings to close all claims, lawsuits and legal proceedings in the past, present or future by plaintiffs seeking to obtain financial compensation from the Air France-KLM group for unlawful practices in freight transportation to, from or within the United States.

On March 14, 2011, the Court issued an order granting final approval of the Air France-KLM settlement with the class action plaintiffs. Prior to that date, pursuant to procedures established by the Court, 36 entities elected to be excluded from the settlement, which permits them to separately pursue claims.

With respect to those Air France and KLM customers who have chosen to be excluded, a portion of the settlement proportional to the revenue Air France and KLM received from those parties for a specified period as compared with Air France and KLM's overall revenue for that period will be segregated in a separate escrow. The parties who opted out are free to sue Air France, KLM and Martinair individually.

In 2011, written demands were made to Air France and KLM by two customers. Consequently a portion of the escrow amount attributable to those customers was transferred to Air France and KLM and the repaid amount was included as a provision.

Netherlands

In the Netherlands, KLM, Martinair and Air France were summoned on September 30, 2010, to appear before the District Court of Amsterdam in a civil suit brought by a company named Equilib.

Equilib currently states that it has purchased claims from 175 indirect purchasers of airfreight services who allegedly suffered losses as a result of an anti-trust infringement in the European market between 2000 and 2006.

Equilib is seeking to obtain a declaratory judgment confirming that the Group companies have been guilty of unlawful conduct and are jointly and severally liable, along with other carriers, for the losses suffered by the airfreight purchasers. Equilib initially estimates its claims at €400 million. So far it has not substantiated its claim.

The proceedings are still in a preliminary stages and it is not expected that the matter will soon be dealt with in substance as the Amsterdam District Court ruled on March 7, 2012 that the proceedings should be stayed until the pending appeals against the European Commission's decision of November 9, 2010 have fully run their course.

Equilib appealed this judgment and proceedings are currently pending before the Amsterdam Court of Appeal.

The Group companies served a contribution writ of summons on the other airlines fined by the European Commission on November 9, 2010 and simultaneously a claim to make these airlines join the proceedings to ensure that if the Amsterdam Court ultimately decides that the Group companies are liable, the burden will be shared amongst all responsible parties.

Air France and KLM, as well as other airlines, were also summoned on February 2012 to appear before the District Court of Amsterdam in a similar civil suit by a company named East West debt BV. In its writ, East West Debt claims to represent eight recipients of airfreight services that allegedly suffered loss in relation to an anti-trust infringement in the European market between 2000 and 2006.

East West debt currently estimates its claim at €27.9 million. So far, however, its claim has not been substantiated.

On November 7, 2012, the Amsterdam Court issued a similar ruling as that on Equilib and stayed the proceedings. The Group companies have filed contribution proceedings against the other addressees of the European Commission decision to ensure that if the Amsterdam Court ultimately decides that the Group companies are liable, the burden will be shared amongst all responsible parties. In the contribution proceedings, the Amsterdam Court has not yet decided on whether to stay the proceedings.

■ United Kingdom

In the United Kingdom, a civil suit has been filed with the competent court in the UK against British Airways by two flower importers. British Airways issued contribution proceedings against all the airlines fined by the European Commission including entities of the Group. To date, British Airways has neither quantified nor substantiated its purported claims. These contribution proceedings have been stayed. In the main proceedings, the plaintiffs were granted permission to add parties to the proceedings, resulting in 267 plaintiffs.

■ Australia

Within the context of ongoing class action proceedings instituted in 2007 against seven airlines (excluding the Air France-KLM group) in the Australian Federal Court, cross claims have been filed against Air France, KLM and Martinair by Singapore Airlines (August 15, 2011), Cathay Pacific (August 15, 2011), Lufthansa (November 4, 2011), Air New Zealand (December 5, 2011) and British Airways (December 19, 2011). In the cross claims, the respondent airlines claim that if, despite their denial of the claims of wrongdoing in the class action, they are ordered to pay damages, they will seek contribution from the cross respondents. The Group companies have filed defences to these cross claims in which they deny that the respondent airlines are entitled to any contribution from them, particularly since they did not operate direct flights to or from Australia during the relevant period. It is unlikely that any trial in the class action proceeding will occur during 2013.

The Group companies intend to vigorously oppose all such civil actions.

■ Norway

On May 25, 2012, a civil suit was filed by a company named Marine Harvest before the Norwegian court on the grounds of allegedly additional costs caused by anticompetitive practices. Companies of the Group brought an action before the Tribunal to suspend this procedure.

b) In the air transport industry (passengers)

During 2009, Air France and KLM were subpoenaed in a class action involving all the airlines operating transpacific routes between the United States and Asia/Oceania, on the basis of allegations of price-fixing on such routes.

To terminate the case, Air France has accepted to pay an amount of USD 0.9 million without any admission of liability. The settlement agreement was concluded on November 15, 2012. KLM also terminated the case on the basis of a non-monetary settlement.

Other litigations

a) Pretory

Company Air France, as a legal entity, was placed under investigation on July 20, 2006 on charges of concealed employment and as an accessory to misuse of corporate assets in connection with a judicial investigation initiated against the officers of Pretory, a company with which Air France, pursuant to the September 2001 attacks, had entered into an agreement for the provision of safety officers on certain flights.

Despite a non prosecution decision by the Public Prosecutor, the investigating magistrate has decided on February 7, 2012 to bring the case to a court.

Company Air France challenges its implication in this case and will deny any guilt in court.

Financial risks related to this litigation are not material.

b) KLM minority shareholders

On January 2008, the association Vereniging van Effectenbezitters (VEB) served KLM and Air France-KLM before the Amsterdam Civil Court claiming that KLM and Air France-KLM be ordered to pay to minority shareholders a higher dividend than the €0.58 per ordinary share paid for fiscal year 2007-2008.

On September 1, 2010 the Court dismissed the case on the grounds that the dividend resolution met the test of reasonableness and fairness. VEB have appealed the Amsterdam Court decision.

On November 15, 2011 the Amsterdam Court of appeals upheld the decision. Claimants have filed for cassation with the Netherlands Supreme Court on February 15, 2012.

c) Rio-Paris AF447 flight

Following to the crash of the Rio-Paris AF447 flight in the South Atlantic, a number of legal actions have been brought in the United States and Brazil and, more recently, in France by the victims' heirs.



All these proceedings are aimed at receiving damages as reparation for the losses suffered by the heirs of the passengers who died in the crash.

In the United States, all the proceedings have been consolidated in California before the Northern District Court.

On October 4, 2010, the District judge granted the defendants' motion for dismissal on grounds of "forum non convenience" and suggested that they pursue their claim in France.

On March 17 and 18, 2011 respectively, Airbus and Air France were indicted for manslaughter by the investigating magistrate and incur the penalties of fines prescribed by law. Air France intends to challenge its implication in this case.

These penalties should not have a material effect on the financial situation of Air France.

The damages as reparation for the losses suffered by the heirs of the passengers who died in the crash are covered by Air France's third-party liability insurance policy.

Except for the matters specified under the paragraphs 30.2, 30.3 and 30.4, the Group is not aware of any dispute or governmental, judicial and arbitration proceedings (including any proceedings of which the issuer is aware, or that are pending or threatened against it) that could have or have recently had a significant impact on the Group's financial position, earnings, assets, liabilities or profitability, during a period including at least the past twelve months.

Note 31 Financial debt

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Non current financial debt		
Perpetual subordinated loan stock in Yen	256	270
Perpetual subordinated loan stock in Swiss francs	347	355
OCÉANE (convertible bonds)	988	929
Bonds	1,950	1,450
Capital lease obligations	3,919	3,618
Other debt	2,105	2,606
Total	9,565	9,228
Current financial debt		
OCÉANE (convertible bonds)	-	67
Capital lease obligations	588	446
Other debt	734	539
Accrued interest	112	122
Total	1,434	1,174

31.1 Perpetual subordinated bond

31.1.1 Perpetual subordinated bond in Japanese Yen

The perpetual subordinated bond in Japanese Yen was issued by KLM in 1999 for a total amount of JPY 30 billion, *i.e.* € 256 million as of December 31, 2012.

The perpetual subordinated bond in Japanese Yen is until 2019 subject to the payment of a coupon of 5.28% on a USD notional of USD 248 million.

The debt is perpetual. It is nevertheless reimbursable at nominal value at the Group's discretion as of August 28, 2019. This reimbursement does not involve a premium. A premium would be due if the debt were to be reimbursed in a currency other than the yen.

This debt is subordinated to all other existing and future KLM debts.

31.1.2 Perpetual subordinated bond in Swiss francs

The perpetual subordinated bond in Swiss francs was issued by KLM in two installments in 1985 and 1986 for a total original amount of CHF 500 million. Following the purchases made by KLM, the outstanding subordinated bond amounts to CHF 419 million, *i.e.* €347 million as of December 31, 2012.

The bonds are reimbursable on certain dates at the Group's discretion at a price between nominal value and 101.25% (depending on the bond and date of early repayment).

This loan is subject to the payment of a coupon considered to be fixed-rate (5¾% on a CHF 270 million portion and 2 1/8% on a CHF 149 million portion) for the years ended December 31, 2012 and December 31, 2011.

This debt is subordinated to all other existing and future KLM debts.

31.2 OCÉANE (Convertible bonds)

31.2.1 OCÉANE issued in 2005

On April 2005, the company Air France, a subsidiary of the Air France-KLM Group, issued convertible bonds maturing in 15 years. The conversion option allows for conversion and/or exchange at any time into new or existing Air France-KLM shares (OCÉANE). 21,951,219 bonds were issued for a total amount of €450 million. Each bond has a nominal value of €20.50. As of December 31, 2012, the conversion ratio is 1.03 Air France-KLM shares for one bond.

The maturity date for this convertible bond is April 1, 2020. Bond holders could request reimbursement as of April 1, 2012 and will also be able to do this as of April 1, 2016. Air France holds a call option triggering early cash reimbursement which can be exercised starting April 1, 2010 and, under certain conditions, encouraging OCÉANE holders to convert into Air France-KLM shares. The annual coupon is 2.75% payable in arrears at the end of each period ended April 1.

The conversion period of these bonds runs from June 1, 2005 to March 23, 2020, except in the event of early reimbursement.

On December 6, 2011, to optimize its debt repayment schedule by neutralizing the exercise of the OCÉANE repayment option on April 1, 2012, Air France signed a swap agreement relating to these OCÉANES (total return swap) with Natixis expiring on April 1, 2016 at the latest.

In order to hedge this contract, Natixis launched a contractual acquisition procedure to purchase the aforementioned OCÉANES.

This contract was thus reflected in the following operations:

- ♦ The purchase by Natixis of 18,692,474 OCÉANES (*i.e.* 85.16% of the amount initially issued) at a fixed price of €21 following a contractual acquisition procedure open between December 7 and December 13, 2011. Natixis is the owner of the acquired OCÉANES and did not exercise its early repayment option on April 1, 2012.
- ♦ The entry into force effective December 14 of a swap contract expiring on April 1, 2016 whose notional amounts to €392.5 million (number of OCÉANES acquired by Natixis multiplied by the purchase price of €21). Regarding this swap, Air France receives the coupon on the OCÉANES *i.e.* 2.75% and pays variable interest indexed to Euribor 6 months. At the swap termination, Air France and Natixis will also exchange the difference between the OCÉANE price at that date and the initial price of 21 euros.
- ♦ Air France has a termination option on the swap starting December 19, 2012 and expiring on February 1, 2016.
- ♦ The contract is the subject of a guarantee for 100% of the notional of the swap (*See Note 23*). From April 1, 2012, the guarantee can partially comprise securities provided this portion does not exceed 50% of the notional amount of the swap.

Impact on the financial statements:

The operation mainly involved the replacement of a portion of the OCÉANES with "an April 1, 2012 investor put" with OCÉANES without "an April 1, 2012 investor put".

Consistent with IAS 39, the debt of €345 million figuring under liabilities as of December 14, 2011 and corresponding to the 18,692,474 OCÉANES purchased by Natixis has been derecognized in the financial statements.

In counterparty, Air France has entered a debt of €333 million in the financial statements and recognized the value of the attached option in equity for an amount of €6 million. The €339 million sum corresponded to the fair value, at December 14, 2011, of the OCÉANES without "an April 1, 2012 investor put".

The fair value without put was determined based on a model using observable market data (price and volatility of the Air France-KLM stock, dividend forecast, interest rate, Air France credit spread).

The earnings impact reflected a profit of €3 million, net of the costs relating to this operation.

The swap contract has been recognized in the financial statements as a derivative instrument under "other non-current liabilities" at its fair value on December 14, 2011, *i.e.* €53 million. In that this swap cannot be documented within the framework of a hedging relationship, future changes in fair value are recorded in the financial result under the heading "other financial income and expenses".



The change in fair value thus represents a financial income of €38 million and a fair value amounts of €14 million as of December 31, 2012, against, respectively, €2 million and €51 million as of December 31, 2011.

The collateral is recognized in the accounts under “other short-term financial assets”, the related interest income being recorded under “net cost of financial debt”.

As of December 31, 2012, the debt value amounts to €419 million.

Of the 3,258,150 OCÉANES not purchased by Natixis within the framework of the contractual acquisition procedure, 1,501,475 OCÉANES were reimbursed on April 2, 2012, for an amount of €31 million, following exercise of the repayment option by some holders.

31.2.2 OCÉANE issued in 2009

As of June 26, 2009, Air France-KLM issued a bond with an option of conversion and/or exchange for new or existing Air France-KLM shares (OCÉANE) with a maturity date fixed at April 1, 2015. 56,016,949 bonds were issued for a total amount of €661 million. Each bond has a nominal value of €11.80. The annual coupon amounts to 4.97%.

The conversion period of these bonds runs from August 6, 2009 to the seventh working day preceding the normal or early reimbursement date.

Air France-KLM can impose the cash reimbursement of these bonds by exercising a call as of April 1, 2013 and under certain conditions encouraging OCÉANE owners to convert their bonds into Air France-KLM shares.

Upon issue of this convertible debt, Air France-KLM recorded a debt of €556 million, corresponding to the present value of future payments of interest and nominal discounted at the rate of a similar bond without a conversion option. As of December 31, 2012, the debt value amounts to €569 million.

The option value was evaluated by deducting this debt value from the total nominal amount (i.e. €661 million) and was recorded in equity.

31.3 Bonds

31.3.1 Bonds issued in 2006 and 2007

On September 2006 and April 2007, the company Air France, a subsidiary of the Air France-KLM Group, issued bonds for a total amount of €750 million, maturing on January 22, 2014 and bearing an annual interest rate of 4.75%

31.3.2 Bonds issued in 2009

As of October 27, 2009, Air France-KLM issued bonds for a total amount of €700 million, maturing on October 27, 2016 and bearing an annual interest rate of 6.75%.

31.3.3 Bonds issued in 2012

As of December 14, 2012, Air France-KLM issued bonds for a total amount of €500 million, maturing on January 18, 2018 and bearing an annual interest rate of 6.25%.

31.4 Capital lease commitments

The breakdown of total future minimum lease payments related to capital leases is as follows:

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Aircraft		
Future minimum lease payments – due dates		
Y+1	651	529
Y+2	605	549
Y+3	576	511
Y+4	510	504
Y+5	489	407
Over 5 years	1,760	1,634
Total	4,591	4,134
Including:		
♦ Principal	4,015	3,596
♦ Interest	576	538
Buildings		
Future minimum lease payments – due dates		
Y+1	58	57
Y+2	59	56
Y+3	59	55
Y+4	44	55
Y+5	49	39
Over 5 years	212	223
Total	481	485
Including:		
♦ Principal	401	389
♦ Interest	80	96
Other property, plant and equipment		
Future minimum lease payments – due dates		
Y+1	13	9
Y+2	12	9
Y+3	11	9
Y+4	9	9
Y+5	9	8
Over 5 years	87	90
Total	141	134
Including:		
♦ Principal	91	79
♦ Interest	50	55

The lease expenses over the period do not include contingent leases. Deposits made on purchase options are presented in Note 23.



31.5 Other debt

Other debt breaks down as follows:

(In € millions)	As of December 31, 2012	As of December 31, 2011
Reservation of ownership clause and mortgage debt	1,773	2,191
Other debt	1,066	954
Total	2,839	3,145

Other debt corresponds mainly to bank borrowings.

Mortgage debt is a debt secured by a mortgage on an aircraft. The mortgage is filed at the national civil aviation authority (the DGAC in France) in order to be publicly available to third parties. A mortgage grants to the mortgagee a right to enforce the security (by order of a judge), the sale of the asset and a priority claim on the sale proceeds in line with the amount of the loan, the balance reverting to the other creditors.

31.6 Maturity analysis

The financial debt maturities break down as follows:

(In € millions)	As of December 31, 2012	As of December 31, 2011
Maturities in		
Y+1	1,817	1,568
Y+2	2,256	1,463
Y+3	1,815	2,122
Y+4	2,095	1,621
Y+5	920	1,887
Over 5 years	4,081	3,524
Total	12,984	12,185
Including:		
♦ Principal	10,999	10,402
♦ Interest	1,985	1,783

As of December 31, 2012, the expected financial costs amount to €383 million for the 2013 financial year, €1,082 million for the financial years 2014 to 2017, and €520 million thereafter.

As of December 31, 2012, it has been considered that the perpetual subordinated loan stocks, the OCÉANES and the bonds would be reimbursed according to their most probable maturity:

- ♦ date of probable call on unlimited loan stock;
- ♦ second investor put date, *i.e.* April 1, 2016 for the majority of the OCÉANES first issued in 2005 (See Note 31.2.1) ;
- ♦ maturity date for the OCÉANE contract issued in 2009 and the repayable bond issued in 2006, 2007, 2009 and 2012.

31.7 Currency analysis

The breakdown of financial debt by currency after impact of derivative instruments is as follows:

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Euro	9,059	8,802
US dollar	867	610
Swiss franc	357	355
Yen	716	626
Kenyan Shilling	-	9
Total	10,999	10,402

31.8 Credit lines

On December 31, 2012, the Group had credit lines amounting to €1,859 million, of which only €7 million have been drawn down. The three main credit lines amounted, respectively, to €1,060 million for Air France, €540 million for KLM and €250 million for the holding company Air France-KLM.

On April 4, 2011, Air France renewed its credit facility maturing on April 7, 2012 with a €1,060 million revolving credit facility maturing on April 4, 2016, subject to the following financial covenants based on the Air France group's consolidated financial statements:

- ◆ EBITDAR must not be lower than two and a half times the net interest charges increased by one third of operating lease payments;
- ◆ tangible and financial assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured financial net debts.

These ratios are calculated every six months and were respected at December 31, 2012.

KLM's credit facility, which amounts to €540 million with a maturity in 2016, is subject to the company respecting the following financial covenants:

- ◆ EBITDAR must not be lower than two and a half times the sum of net interest charges and one third of operating lease payments;
- ◆ tangible and financial assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured net debts.

These ratios are calculated every six months based on KLM's consolidated financial statements and were respected at December 31, 2012.

Air France-KLM's credit facility, which amounts to €250 million, with a maturity as of October 4, 2017 and reduced by €50 million per year starting 2013, is subject to respect of the following financial covenants calculated based on the Air France-KLM consolidated financial statements:

- ◆ EBITDAR must be at least equal to one and a half times net interest charges added to one third of operating lease payments;
- ◆ tangible and financial assets in the balance sheet, not pledged as collateral, must be at least equal to unsecured financial net debt.

These ratios are calculated every six months and were respected at December 31, 2012.



Note 32 Other liabilities

(In € millions)	As of December 31, 2012		As of December 31, 2011	
	Current	Non current	Current	Non current
Tax liabilities	502	-	504	-
Employee-related liabilities	844	-	821	-
Non current assets' payables	48	-	42	-
Derivative instruments	85	279	178	231
Deferred income	122	32	80	19
Other	873	73	761	71
Total	2,474	384	2,386	321

Derivative instruments comprise €13 million of currency hedges on financial debts as of December 31, 2012, all as non current liability (€4 million as of December 31, 2011, also all non current).

Note 33 Financial instruments

33.1 Risk management

Market risk management

Market risk coordination and management is the responsibility of the Risk Management Committee (RMC) which comprises the Chief Executive Officer of Air France-KLM, the Chief Executive Officers of Air France and of KLM, the Chief Financial Officer of Air France-KLM, and the Chief Financial Officers of Air France and of KLM. The RMC meets each quarter to review Group reporting of the risks relating to the fuel price, the principal currency exchange rates and interest rates, and to decide on the hedging to be implemented: targets for hedging ratios, the time periods for the respect of these targets and, potentially, the preferred types of hedging instrument. The aim is to reduce the exposure of Air France-KLM to the fluctuations of the market. The RMC also defines the counterparty-risk policy.

The decisions made by the RMC are implemented by the treasury and fuel purchasing departments within each company. In-house procedures governing risk management prohibit speculation.

Regular meetings are held between the fuel purchasing and treasury departments of both companies in order to exchange information concerning matters such as hedging instruments used, strategies planned and counterparties.

The cash management departments of each company circulate information on the level of cash and cash equivalents to their respective executive managements on a daily basis. Every month, a detailed report including, amongst other information, interest rate and currency positions, the portfolio of hedging instruments, a summary of investments and financing by currency and the monitoring of risk by counterparty is transmitted to the executive managements.

The implementation of the policy on fuel hedging is the responsibility of the fuel purchasing departments, which are also in charge of purchasing fuel for physical delivery. A weekly report, enabling the evaluation of the net-hedged fuel cost of the current fiscal year and the two following years, is sent to the executive management. This mainly covers the transactions carried out during the week, the valuation of all positions, the hedge percentages as well as the breakdown of instruments and the underlyings used, average hedge levels, the resulting net prices and stress scenarios, as well as market commentary. Furthermore, the fuel purchasing department issues a weekly Air France-KLM group report (known as the GEC Report) which consolidates the figures from the two companies relating to fuel hedging and physical cost.

Currency risk

Most of the Group's revenues are generated in euros. However, because of its international activities, the Group incurs a foreign exchange risk. The principal exposure is to the US dollar.

With regard to the US dollar, since expenditure on items such as fuel, operating leases and component costs exceed the level of revenue, the Group is a net buyer. This means that any significant appreciation in the dollar against the euro could result in a negative impact on the Group's activity and financial results.

Conversely, Air France-KLM is a net seller of other currencies, the level of revenues exceeding expenditure. The main exposure concerns the yen and sterling. As a result, any significant decline in these currencies relative to the euro could have a negative effect on the Group's activity and financial results.

In order to reduce its currency exposure, the Group has adopted hedging strategies.

Both companies progressively hedge their net exposure over a rolling 24-month period.

Aircraft are mainly purchased in US dollars, meaning that the Group is highly exposed to a rise in the dollar against the euro for its aeronautics investments. The hedging policy plans the progressive and systematic implementation of hedging between the date of the aircraft order and their delivery date.

The exchange rate risk on the Group's financial debt is limited. At December 31, 2012, 87% of the Group's gross debt, after taking into account derivative instruments, was issued in or converted into euros, thereby markedly reducing the risk of currency fluctuation on the debt. The exposure of the debt to other currencies mainly concerns yen, US dollar and Swiss Franc.

Despite this active hedging policy, all exchange rate risks are not covered, especially in the event of significant variation of currencies in which debts are denominated. The Group and its subsidiaries might then encounter difficulties in managing currency risks, which could have a negative impact on the Group's business and financial results.

Interest rate risk

At both Air France and KLM, most financial debt is contracted in floating-rate instruments in line with market practice. However, given the historically low level of interest rates, Air France and KLM have used swap strategies and options to convert a significant proportion of their debt. After hedging, the Air France-KLM group's gross debt contracted at fixed rates represents 71% of the overall total.

Given this policy, the Group shows an amount of floating-rate debt close to the amount of cash invested at floating rates.

The impact of any interest rate variation will consequently be neutral at the level of the Group's financial results.

Fuel price risk

Risks linked to the jet fuel price are hedged within the framework of a hedging strategy for the whole of the Air France-KLM group and approved by the executive management.

■ Main characteristics of the hedge strategy

- ◆ *Hedge horizon* : 2 years.
- ◆ *Minimum hedge percentage*:
 - ◆ quarter underway: 60% of the volumes consumed;
 - ◆ quarter 1 to quarter 3: 60% of the volumes consumed;
 - ◆ quarter 4: 50% of the volumes consumed;
 - ◆ quarter 5 : 40% of the volumes consumed;
 - ◆ quarter 6 : 30% of the volumes consumed;
 - ◆ quarter 7 : 20% of the volumes consumed;
 - ◆ quarter 8 : 10% of the volumes consumed;
- ◆ *Increment of coverage ratios* : 10% by quarter;
- ◆ *Underlyings*: Brent, Gasoil and Jet CIF.

At least 30% of volumes consumed during the two first quarters of the program (excluding the quarter underway) must be hedged in average distillates (Jet Fuel and Gasoil). To date, the volumes are almost entirely

covered in Brent, given the relatively unattractive market price levels on Diesel and Jet Fuel;

◆ *Instruments*:
Swap, call, call spread, three ways, four ways and collar;

◆ *IAS 39 rule*:
The instruments and underlyings used within the framework of the strategy must be compliant with IAS 39 "Financial instruments : recognition and measurement";

◆ *Implementation of monitoring indicators on positions*:
To ensure more effective monitoring of the marked-to-market positions and a dynamic management of its exposure, the Air France-KLM group uses the VAR (value at risk) metric to help measure the risk for its portfolio. This monitoring is also reinforced by taking into account the maximum loss and maximum gain which can limit the scale of variation of this same portfolio and enable the appropriate reaction.

Risks on carbon credit

To meet its regulatory obligations, the CO₂ emission quota acquisition strategy has been monitored and reviewed by every meeting of the RMC since October 2011. Its implementation led to covering exclusively the needs of the year 2012, gradually, for each current quarter, in accordance with the obligation defined by the European Commission. On November 12, 2012, the European Commission announced the suspension of the application of its CO₂ emission permit system for intercontinental flights, until the next triennial assembly of the ICAO in autumn 2013. In practice, flights between European and non-European countries will not be subject to the CO₂ emission permit system for 2012. Operations relating to the intra-European area have been carried out in the futures markets, with delivery of credits during the first quarter of 2013, for transfer to our account register on April 30, 2013.

Investment risks

The cash resources of Air France, KLM and Air France-KLM are currently invested in short term, primarily money market mutual funds and certificates mainly rated A1/P1, the other lines being rated A2/P2.

Lastly, in order to reduce the currency risk on the debt, a portion of KLM's liquid assets is invested in foreign-currency AAA-rated bonds.

Equity risks

The Air France-KLM group holds a limited number of shares which are listed for trading.

The value of these investments may vary during their ownership. These investments are accounted for using either the equity method (associated companies) if the Group has the ability to exercise significant influence, or at their fair value. If the fair value can not be determined from a practical point of view, the value of the investment is measured at its acquisition cost.

The Group is exposed to the risk of significant and unexpected change in the fair value of its shares in Amadeus IT Holding. The Group consequently entered into a hedge agreement with Société Générale for approximately one third of its stake (12 million Amadeus shares) in November 2012, enabling the value of these shares to be protected.



Treasury shares held by Air France-KLM are not deemed to be investments. Furthermore, the shares are not considered at risk, since any variation in the value of these shares is recognized directly in equity until they are sold on the market, with no impact on the net income.

Counterparty risk management

The transactions which can lead to counterparty risk are as follows:

- ◆ financial investments;
- ◆ derivative instruments;
- ◆ trade receivables:
 - ◆ counterparty risk linked to financial investments and derivative instruments is managed by the Risk Management Committee which establishes limits by counterparty, for all instruments except investments in money market funds (OPCVM) for which the counterparty risk is deemed not to be significant. The Group's counterparty-risk reporting is circulated each month to the executive managements, the risk being measured at the fair market value of each instrument. The exceeding of any limit immediately results in the implementation of corrective measures,
 - ◆ counterparty risk relating to trade receivables is limited due to the large number and geographical diversity of customers comprising the trade receivables portfolio.

The Group has identified the following exposure to counterparty risk:

LT Rating (Standards & Poors)	Total exposure (In € millions)	
	As of December 31, 2012	As of December 31, 2011
AAA	104	117
AA+	53	48
AA	7	257
AA-	243	46
A+	400	1 366
A	1 133	309
A-	6	14
BBB	94	-
NR	-	15
Total	2 040	2 172

33.2 Derivative instruments

► Year ended December 31, 2012

Book value (In € millions)	Assets		Liabilities	
	Non-current	Current	Non-current	Current
Currency exchange risk (operating and financial operations)				
Fair value hedge	13	22	22	3
Cash flow hedge	24	58	24	39
Fair value through profit and loss	14	3	14	3
Interest rate risk (financial operations)				
Cash flow hedge	-	5	158	2
Fair value hedge	19	-	27	-
Fair value through profit and loss	-	-	13	-
Commodities risk				
Cash flow hedge	33	113	7	28
Carbon credit (investment operation)				
Cash flow hedge	-	-	-	10
OCÉANE – Total Return Swap (See Note 31.2.1)				
Fair value through profit and loss	-	-	14	-
Total	103	201	279	85

The value of the derivatives used to hedge the equity risk on AMADEUS is not filed due to its low amount (lower than € 1 million).

The expected maturity of the fair market value of derivative instruments is as follows:

(In € millions)		Total	Y+1	Y+2	Y+3	Y+4	Y+5	> Y+5
Commodities derivative instruments	Asset	146	113	33	-	-	-	-
	Liability	(35)	(24)	(11)	-	-	-	-
Interest rate derivative instruments	Asset	24	4	1	-	3	-	16
	Liability	(200)	(7)	(17)	(14)	(19)	(29)	(114)
Currency exchange derivative instruments	Asset	134	84	34	4	-	5	7
	Liability	(105)	(44)	(33)	(11)	(2)	(6)	(9)
Carbon credit derivative instruments	Asset	-	-	-	-	-	-	-
	Liability	(10)	(10)	-	-	-	-	-
OCÉANE swap instrument	Asset	-	-	-	-	-	-	-
	Liability	(14)	-	-	-	(14)	-	-
Total	Asset	304	201	68	4	3	5	23
	Liability	(364)	(85)	(61)	(25)	(35)	(35)	(123)



► Year ended December 31, 2011

Book value (In € millions)	Assets		Liabilities	
	Non-current	Current	Non-current	Current
Currency exchange risk (operating and financial operations)				
Fair value hedge	57	47	1	17
Cash flow hedge	47	122	16	35
Fair value through profit and loss	1	8	1	3
Interest rate risk (financial operations)				
Cash flow hedge	-	2	104	1
Fair value hedge	20	1	12	-
Fair value through profit and loss	2	-	17	-
Commodities risk				
Cash flow hedge	22	135	29	122
Océane – Total Return Swap (See Note 31.2.1)				
Fair value through profit and loss	-	-	51	-
Total	149	315	231	178

Exposure to interest rate risk

In order to manage interest rate risk on short-term and long-term borrowings, the Group uses instruments with the following nominal values as of the balance sheet date:

► Year ended December 31, 2012

(In € millions)	Nominal	Maturity below 1 year	Maturity between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
Operations qualified as cash flow hedging								
Interest rate swaps	2,307	70	321	182	214	336	1,184	(145)
Other	459	76	46	98	30	209	-	(10)
Operations qualified as fair value hedging								
Interest rate swaps	593	-	30	32	60	-	471	(8)
Operations qualified as fair value through profit and loss								
Interest rate swaps	104	-	-	-	-	16	88	(13)
Others	42	-	-	-	-	42	-	-
Total	3,505	146	397	312	304	603	1,743	(176)

► Year ended December 31, 2011

<i>(In € millions)</i>	Nominal	Maturity below 1 year	Maturity between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
Operations qualified as cash flow hedging								
Interest rate swaps	2,254	380	344	381	291	247	611	(98)
Other	507	-	88	66	104	150	99	(5)
Operations qualified as fair value hedging								
Interest rate swaps	347	87	46	49	27	21	117	9
Operations qualified as fair value through profit and loss								
	195	6	-	-	-	89	100	(15)
Total	3,303	473	478	496	422	507	927	(109)

These instruments have different purposes:

◆ hedging of fair value risk relating to fixed-rate financial debt:

In contracting a fixed-rate debt, the Group is exposed to an opportunity risk if the rate decreases. Given the current level of market rates compared with the fixed contractual interest rates on part of its debt, the Group has entered into a number of fixed to floating-rate swaps, recorded in the financial statements within fair value hedge;

◆ hedging of cash-flow risk relating to floating-rate financial debt:

The Group has sought to fix or cap the rate of certain floating-rate loans and has thus entered into a number of floating to fixed-rate swaps or options, recorded in the financial statements within cash flow hedge.

For cash flow hedges, the efficient variations of fair value of derivatives are booked in stockholders' equity. These amounts are recycled in income at the realization date of hedged items.



Based on the hedging arrangements, the Group's exposure to interest rate risks breaks down as follows:

<i>(In € millions)</i>	As of December 31, 2012				As of December 31, 2011			
	Before hedging		After hedging		Before hedging		After hedging	
	Base	Average interest rate	Base	Average interest rate	Base	Average interest rate	Base	Average interest rate
Fixed-rate financial assets and liabilities								
Fixed-rate financial assets	2,198	2.2%	2,198	2.2%	2,249	2.4%	2,249	2.4%
Perpetual subordinated loans	603	4.5%	634	4.4%	625	4.0%	733	4.2%
Océane (convertible bond)	988	4.1%	569	5.0%	996	4.2%	613	2.6%
Bonds	1,950	5.7%	1,950	5.7%	1,450	5.8%	1,450	5.8%
Other financial debts	2,132	3.6%	4,599	3.5%	1,878	4.1%	3,982	3.6%
Fixed-rate financial liabilities	5,673	4.5%	7,752	4.2%	4,949	4.6%	6,778	4.0%
Floating-rate financial assets and liabilities								
Floating-rate financial assets	2,299	1.1%	2,299	1.1%	1,899	1.5%	1,899	1.5%
Océane (convertible bond)	-	-	419	1.7%	-	-	383	1.8%
Other financial debts	5,326	2.1%	2,828	1.9%	5,453	2.4%	3,241	3.0%
Bank overdraft	257	1.9%	257	1.9%	157	0.6%	157	0.6%
Floating-rate financial liabilities	5,583	2.2%	3,504	1.9%	5,610	2.4%	3,781	2.8%
Without-rate financial assets	1,521	-	1,521	-	901	-	901	-

As of December 31, 2012 and December 31, 2011, without-rate financial assets mainly include the revaluation of Amadeus at the fair value.

Exposure to exchange rate risk

Current operations

Although the Group's reporting currency is the euro, some of its revenues and costs are denominated in other currencies, such as the US dollar, the yen and the pound sterling.

The Group's policy is to use hedging to reduce its exposure to exchange rate variations, with this hedging being based on forward sales or purchase contracts and/or option-based strategies.

Acquisition of flight equipment

Capital expenditure on flight equipment is mainly denominated in US dollars. The Group hedges this exchange risk via forward purchases and/or option-based strategies.

Long-term debt

A small portion of the debt is denominated in foreign currencies to diversify the sources of funding and take into account cash surpluses generated in various currencies. In order to hedge against the risk of exchange rate fluctuations on debt, currency rate swaps are used. This micro-hedging mechanism matched specifically to the borrowing to which it relates.

Nominal amounts of forward currency hedges and swaps are shown below, based on the nature of the hedging transaction.

► Year ended December 31, 2012

<i>(In € millions)</i>	Nominal	Maturity below 1 year	Maturities between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+ 5 years	
<i>Exchange risk (cash flow hedging of operating flows)</i>	4,414	2,949	1,460	4	1	-	-	19
Exchange rate options								
US Dollar	1,847	1,223	624	-	-	-	-	(8)
Yen	286	174	112	-	-	-	-	21
Pound sterling	140	106	34	-	-	-	-	(1)
Other currencies	5	5	-	-	-	-	-	-
Forward purchases								
US Dollar	1,687	1,140	542	4	1	-	-	(14)
Other currencies	30	30	-	-	-	-	-	-
Forward sales								
Yen	237	136	101	-	-	-	-	24
Pound sterling	181	134	47	-	-	-	-	(3)
Other currencies	1	1	-	-	-	-	-	-
Others								
US Dollar	-	-	-	-	-	-	-	-
<i>Exchange risk (Fair value hedging of flight equipment acquisition)</i>	1,360	471	336	249	105	79	120	10
Forward purchases US Dollar	1,322	433	336	249	105	79	120	7
Forward sales US Dollar	38	38	-	-	-	-	-	3
<i>Exchange risk (trading)</i>	540	82	76	64	-	102	216	-
Forward purchases								
US Dollar	267	38	38	32	-	51	108	15
Yen	3	3	-	-	-	-	-	(1)
Forward sales								
US Dollar	267	38	38	32	-	51	108	(15)
Yen	3	3	-	-	-	-	-	1
Total	6,314	3,502	1,872	317	106	181	336	29



► Year ended December 31, 2011

<i>(In € millions)</i>	Nominal	Maturity below 1 year	Maturities between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
Exchange risk (cash flow hedging of operating flows)	4,783	3,542	1,217	18	6	-	-	118
Exchange rate options								
US Dollar	2,193	1,654	539	-	-	-	-	84
Yen	296	157	139	-	-	-	-	(19)
Other currencies	143	108	35	-	-	-	-	(3)
Forward purchases								
US Dollar	1,469	1,065	380	18	6	-	-	81
Forward sales								
Yen	260	173	87	-	-	-	-	(16)
Pound sterling	187	150	37	-	-	-	-	(2)
Norwegian Krone	116	116	-	-	-	-	-	(1)
Swiss franc	35	35	-	-	-	-	-	-
Other currencies	67	67	-	-	-	-	-	(6)
Others								
US Dollar	17	17	-	-	-	-	-	-
Exchange risk (Fair value hedging of flight equipment acquisition)	1,404	597	322	176	68	2	239	86
Forward purchases US Dollar	1,404	597	322	176	68	2	239	86
Exchange risk (trading)	217	146	23	-	-	48	-	5
Forward purchases US Dollar	169	146	23	-	-	-	-	5
Other US Dollar	48	-	-	-	-	48	-	-
Total	6,404	4,285	1,562	194	74	50	239	209

Within the framework of cash flow hedges, the efficient variations of fair value of derivatives are booked in stockholders' equity. Therefore, amounts of fair value presented in stockholders' equity are recycled in income at the realization dates of the hedged items.

Commodity risk linked to fuel prices

In the normal course of its business, the Group conducts transactions on petroleum product markets in order to effectively manage the risks related to the purchases of fuel.

The nominal amounts of the Group's commitments on the crude and refined oil markets are shown below:

► Year ended December 31, 2012

<i>(In € millions)</i>	Nominal	Maturity below 1 year	Maturities between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
<i>Commodity risk (cash flow hedging operating flows)</i>								
Swap	451	224	227	-	-	-	-	16
Options	5,831	4,387	1,444	-	-	-	-	95
Total	6,282	4,611	1,671	-	-	-	-	111

► Year ended December 31, 2011

<i>(In € millions)</i>	Nominal	Maturity below 1 year	Maturities between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
<i>Commodity risk (cash flow hedging operating flows)</i>								
Swap	122	122	-	-	-	-	-	(3)
Options	5,976	4,120	1,856	-	-	-	-	9
Total	6,098	4,242	1,856	-	-	-	-	6

Within the framework of cash flow hedges, the efficient variations of fair value of derivatives are booked in stockholders' equity. Therefore, amounts of fair value presented in stockholders' equity are recycled in income at realization dates of hedged items.



Carbon credit risk

Since January 1, 2012, the Group is subject to the Emission Trading Scheme (ETS). In order to meet these new demands and to optimize the price of the quotas, the Group deals on the dedicated markets.

The nominal amounts of the Group's commitments are shown below:

► Year ended December 31, 2012

(In € millions)	Nominal	Maturity below 1 year	Maturities between 1 and 5 years					Fair value
			1-2 years	2-3 years	3-4 years	4-5 years	+5 years	
Commodity risk (cash flow hedging operating flows)								
Swap	14	14	-	-	-	-	-	(7)
Options	2	1	1	-	-	-	-	(3)
Total	16	15	1	-	-	-	-	(10)

33.3 Market value of financial instruments

Market values are estimated for most of the Group's financial instruments using a variety of valuation methods, such as discounted future cash flows. However, the methods and assumptions used to provide the information set out below are theoretical in nature. They bear the following inherent limitations:

- ♦ estimated market values cannot take into consideration the effect of subsequent fluctuations in interest or exchange rates;
- ♦ estimated amounts as of December 31, 2012 and December 31, 2011 are not indicative of gains and/or losses arising upon maturity or in the event of cancellation of a financial instrument. The application of alternative methods and assumptions may, therefore, have a significant impact on the estimated market values.

The methods used are as follows:

- ♦ *Cash, trade receivables, other receivables, short-term bank facilities, trade payables and other payables:*
The Group believes that, due to its short-term nature, net book value can be deemed a reasonable approximation of market value.

- ♦ *Marketable securities, investments and other securities:*

The market value of securities is determined based mainly on the market price or the prices available on other similar securities. Where no comparable exists, the Group uses their book value, which is deemed a reasonable approximation of market value in this instance.

- ♦ *Borrowings, other financial debts and loans:*

The market value of fixed and floating-rate loans and financial debts is determined based on discounted future cash flows at market interest rates for instruments with similar features.

- ♦ *Derivatives instruments:*

The market value of derivatives instruments corresponds to the amounts payable or receivable were the positions to be closed out as of December 31, 2012 and December 31, 2011 calculated using the year-end market rate.

Market values calculated in this way are shown in the table below:

<i>(In € millions)</i>	December 31, 2012		December 31, 2011	
	Net book value	Estimated market value	Net book value	Estimated market value
Financial assets				
<i>Financial assets available for sale</i>				
Shares	704	704	901	901
<i>Assets at fair value through profit and loss</i>				
Marketable securities and cash secured	956	956	987	987
<i>Loans and receivables</i>				
Loans				
Fixed-rate	160	171	168	150
Floating-rate	10	10	136	136
Trade accounts receivables	1,859	1,859	1,774	1,774
Other assets (except derivatives instruments)	676	676	699	699
<i>Derivatives</i>				
Interest rate derivative instruments				
Interest rate swaps	24	24	25	25
Exchange rate derivative instruments				
Exchange rate options	36	36	86	86
Forward currency contracts	98	98	196	196
Currency swaps	-	-	-	-
Commodity derivative instruments				
Petroleum swaps and options	146	146	157	157
<i>Cash and cash equivalents</i>				
Cash equivalents	2,801	2,801	1,845	1,845
Cash in hand	619	619	438	438
Financial liabilities				
<i>Debt measured at amortized cost</i>				
Bonds*				
Fixed-rate	2,938	3,201	2,446	2,490
Perpetual subordinated loans	603	306	625	733
Other borrowings and financial debt				
Fixed-rate	2,132	4,599	1,878	2,000
Variable-rate	5,326	2,828	5,453	5,320
<i>Derivatives</i>				
Interest rate derivative instruments				
Interest rate swaps	200	200	134	134



(In € millions)	December 31, 2012		December 31, 2011	
	Net book value	Estimated market value	Net book value	Estimated market value
Exchange derivative instruments				
Exchange rate options	24	24	24	24
Forward currency contracts	-	-	49	49
Currency swaps	81	81	-	-
Commodity derivative instruments				
Petroleum swaps and options	35	35	151	151
Fair value through profit and loss				
OCÉANE – Total Return Swap (See Note 31.2.1)	14	14	51	51
Instruments dérivés de couverture de flux futurs				
Hedging derivatives on Carbon credit	10	10	-	-
Other debt				
Trade accounts payable	2,219	2,219	2,599	2,599
Deferred revenue on ticket sales	2,115	2,115	1,885	1,885
Frequent flyer programs	770	770	784	784
Other liabilities (except derivatives instruments)	2,494	2,494	2,298	2,298

* The fixed rate bonds comprise the OCÉANE (convertible bonds) issued in April 2005 and June 2009, as well as €750 million of bonds issued in September 2006 and April 2007 by Air France and respectively €700 million and €500 million of bonds issued in October 2009 and December 2012 by Air France-KLM.

OCÉANE issued in April 2005: The market value of €433 million was determined based on the bond's market price as of December 31, 2012. This market value includes the fair value of the debt component (amount of €374 million in the financial statements as of December 31, 2012) as well as the fair value of the conversion option recorded in equity for €45 million.

OCÉANE issued in June 2009: The market value of €718 million was determined based on the bond's market price as of December 31, 2012. This market value includes the fair value of the debt component (amount of €614 million in the financial statements as of December 31, 2012) as well as the fair value of the conversion option recorded in equity for €47 million.

Bond issued in September 2006 and April 2007: The characteristics of this bond are described in Note 31.3. The market value is €767 million.

Bond issued in October 2009: The characteristics of this bond are described in Note 31.3. The market value is €257 million.

Bond issued in December 2012: The characteristics of this bond are described in Note 31.3. The market value is €526 million.

33.4 Valuation methods for financial assets and liabilities at their fair value

The breakdown of the Group's financial assets and liabilities is as follows based on the three classification levels (See Note 4.10.7) :

<i>(In € millions)</i>	Level 1		Level 2		Level 3		Total	
	As of December 31, 2012	As of December 31, 2011	As of December 31, 2012	As of December 31, 2011	As of December 31, 2012	As of December 31, 2011	As of December 31, 2012	As of December 31, 2011
Financial assets available for sale								
Shares	684	890	20	11	-	-	704	901
Assets at fair value through profit and loss								
Marketable securities and cash secured	36	33	920	954	-	-	956	987
Cash equivalents	2,653	1,525	148	320	-	-	2,801	1,845
Derivative instruments asset								
Interest rate derivatives	-	-	24	25	-	-	24	25
Currency exchange derivatives	-	-	134	282	-	-	134	282
Commodity derivatives	-	-	146	157	-	-	146	157

Financial liabilities at fair value comprise latent capital losses on interest rate, foreign exchange and commodity derivative instruments as well as on debt revalued in accordance with fair value hedges, the valuations classified as level 2.

33.5 Sensitivity

The sensitivity is calculated solely on the valuation of derivatives at the closing date of each period presented.

The range of shocks has been judged reasonable and realistic by the Group's management. The shock assumptions used are coherent with those applied in the prior period.

The impact on equity corresponds to the sensitivity of effective fair value variations on instruments documented in the cash flow hedge (intrinsic value of the options, fair value of closed instruments). The impact on the income statement corresponds to the sensitivity of fair value variations on ineffective hedging instruments (principally time value of options) and fair value variations on transaction instruments.

For fuel and currency, the downward and upward sensitivities are not symmetrical given the use, within the framework of the policy on optional hedging instruments whose risk profile is not linear.



Fuel hedge sensitivity

The impact on “income before tax” and on “gains/(losses) taken to equity” of a +/- USD 10 variation in the price of a barrel of Brent is presented below:

<i>(In € millions)</i>	December 31, 2012		December 31, 2011	
	Increase of USD 10 per barrel of Brent	Decrease of USD 10 per barrel of Brent	Increase of USD 10 per barrel of Brent	Decrease of USD 10 per barrel of Brent
Income before tax	123	(194)	234	(195)
Gains/(losses) taken to equity	290	(213)	134	(190)

Currency hedge sensitivity

The value in euros of all monetary assets and liabilities is presented below:

<i>(In € millions)</i>	Monetary assets		Monetary liabilities	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
US dollar	228	609	432	878
Pound sterling	26	-	1	20
Yen	8	352	819	344
Swiss franc	8	-	347	351
Canadian dollar	4	3	2	3

The amounts of monetary assets and liabilities disclosed above do not include the effect of the revaluation of assets and liabilities documented in fair value hedged.

The impact on “income before tax” and on “gains/(losses) taken to equity” of a 10% appreciation in foreign currencies relative to the euro is presented below:

<i>(In € millions)</i>	US dollar		Pound Sterling		Yen	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Income before tax	9	(44)	(7)	(2)	(79)	(81)
Gains/(losses) taken to equity	392	457	(22)	(23)	(44)	(51)

The impact of the change in fair value of currency derivatives on “income before tax” and on “gains/(losses) taken to equity” of a 10% depreciation in foreign currencies relative to the euro is presented below:

<i>(In € millions)</i>	US dollar		Pound Sterling		Yen	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Income before tax	(60)	(44)	(1)	2	68	76
Gains/ (losses) taken to equity	(266)	(276)	22	14	45	24

Interest rate sensitivity

The Group is exposed to the risk of interest rate variation. A 100 basis point variation in interest rates would have an impact of €6 million on

the financial charges for the year ended December 31, 2012 versus €21 million for the year ended December 31, 2011.

Note 34 Lease commitments

34.1 Capital leases

The debt related to capital leases is detailed in Note 31.

34.2 Operating leases

The minimum future payments on operating leases are as follows:

<i>(In € millions)</i>	Minimum lease payments	
	As of December 31, 2012	As of December 31, 2011
Flight equipment		
Due dates		
Y+1	913	961
Y+2	841	854
Y+3	717	663
Y+4	615	549
Y+5	513	496
Over 5 years	1,423	1,747
Total	5,022	5,270
Buildings		
Due dates		
Y+1	221	221
Y+2	169	165
Y+3	148	149
Y+4	134	129
Y+5	107	117
Over 5 years	956	979
Total	1,735	1,760

The expense relating to operating leases for flight equipment amounted to €957 million as of December 31, 2012 (12 months), versus €848 million as of December 31, 2011 (12 months Pro forma) and €641 million as of December 31, 2011 (9 months).

The Group may sub-lease flight equipment and buildings. The revenue generated by this activity is not significant for the Group.



Note 35 Flight equipment orders

Due dates for commitments in respect of flight equipment orders are as follows:

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Y+1	511	867
Y+2	431	566
Y+3	434	495
Y+4	354	224
Y+5	248	324
> Y+5	2,162	2,508
Total	4,140	4,984

These commitments relate to amounts in US dollars, converted into euros at the closing date exchange rate. Furthermore these amounts are hedged.

The number of aircraft under firm order as of December 31, 2012 decreased by 18 units compared with December 31, 2011 to 43 units.

The changes are explained by the delivery of 18 aircraft over the period.

Discussions are ongoing with Airbus and Rolls Royce to finalize an Airbus A350 order.

Deals have been signed with manufacturers to postpone some deliveries: three A320 and one B777-300. Discussions are still in progress with Airbus to define a new reference regarding deliveries on next A380 still on order.

■ Long-haul fleet

Passenger

The Group took delivery of 2 Airbus A380s and 5 Boeing B777s.

Cargo

The Group did not take any deliveries.

■ Medium-haul fleet

The Group took delivery of 2 Boeing B737s and 2 Airbus A320s.

■ Regional fleet

The Group took delivery of 5 Embraer 190s and 2 CRJ1000s.

The Group's commitments concern the following aircraft:

Aircraft type	To be delivered in year	Y+1	Y+2	Y+3	Y+4	Y+5	Beyond Y+5	Total
Long-haul fleet – passenger								
A380	As of December 31, 2012	2	2	-	-	-	-	4
	As of December 31, 2011	2	2	2	-	-	-	6
A330	As of December 31, 2012	1	-	-	-	-	-	1
	As of December 31, 2011	-	1	-	-	-	-	1
B787	As of December 31, 2012	-	-	-	3	3	19	25
	As of December 31, 2011	-	-	-	-	3	22	25
B777	As of December 31, 2012	1	-	3	1	-	-	5
	As of December 31, 2011	5	1	1	3	-	-	10
Medium-haul fleet								
A320	As of December 31, 2012	-	-	3	-	-	-	3
	As of December 31, 2011	5	-	-	-	-	-	5
B737	As of December 31, 2012	2	2	-	-	-	-	4
	As of December 31, 2011	2	4	-	-	-	-	6
Regional fleet								
EMB190	As of December 31, 2012	-	-	-	-	-	-	-
	As of December 31, 2011	5	-	-	-	-	-	5
CRJ 1000	As of December 31, 2012	-	-	1	-	-	-	1
	As of December 31, 2011	2	1	-	-	-	-	3

Note 36 Other commitments

36.1 Commitments made

(In € millions)	As of December 31, 2012	As of December 31, 2011
Call on investment securities	3	4
Put on investment securities	-	-
Warranties, sureties and guarantees	284	277
Secured debts	6,279	6,255
Other purchase commitments	106	87



The restrictions and pledges as of December 31, 2012 were as follows:

<i>(In € millions)</i>	Starting date of pledge	End of pledge	Amount pledged	NBV of balance sheet entry concerned	Corresponding %
Intangible assets	-	-	-	842	-
Tangible assets	March 1998	September 2027	7,757	11,980	64.8%
Other financial assets	October 1998	May 2027	1,515	2,598	57.8%
Total			9,272	15,420	

36.2 Commitments received

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Warranties, sureties and guarantees	142	224

Warranties, sureties and guarantees principally comprise letters of credit from financial institutions.

Note 37 Related parties

37.1 Transactions with the principal executives

Directors and their relatives hold less than 0.05% of the voting rights.

Benefits granted to the two principal executives and booked in expenses are detailed as follows:

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Short term benefits	0.4	2.9
Post-employment benefits (amortization of actuarial gains or losses)	-	(0.7)
Total	0.4	2.2

Directors' fees paid during the year ended December 31, 2012 in respect of attendance at Board meetings during the year ended December 31, 2011 amounted to €0.5 million.

37.2 Transactions with other related parties

The total amounts of transactions with related parties for the financial years ended December 31, 2012 (12 months) and December 31, 2011 (9 months) are as follows:

<i>(In € millions)</i>	As of December 31, 2012	As of December 31, 2011
Assets		
Net trade accounts receivable	128	126
Other current assets	12	8
Other non-current assets	21	23
Total	161	157
Liabilities		
Trade accounts payable	183	207
Other current liabilities	66	67
Other long-term liabilities	35	38
Total	284	312

<i>(In € millions)</i>	As of December 31, 2012 <i>(12 months)</i>	As of December 31, 2011 <i>(9 months)</i>
Net sales	215	157
Landing fees and other rents	(415)	(374)
Other selling expenses	(158)	(117)
Passenger service	(43)	(35)
Other	(56)	(32)
Total	(457)	(401)

As a part of its normal business, the Group enters into transactions with related parties including transactions with State-owned and governmental entities such as the Defense Ministry, the Paris Airport Authority ("Aéroports de Paris", or "ADP") and the French civil aviation regulator ("DGAC"). Air France-KLM considers that such transactions are concluded on terms equivalent to those on transactions with third parties. The most significant transactions are described below:

■ Aéroports De Paris (ADP)

- ◆ land and property rental agreements;
- ◆ airport and passenger-related fee arrangements.

In addition, ADP collects airport landing fees on behalf of the French State.

Total expenses incurred by the Group in connection with the above-mentioned arrangements amounted to €373 million and €348 million for the periods ended December 31, 2012 (12 months) and December 31, 2011 (9 months).

■ Defense Ministry

Air France-KLM has entered into contracts with the French Defense Ministry to maintain certain aircraft in the French Air Force. The net revenue derived from such arrangements amounted to €67 million as of December 31, 2012 (12 months) versus €43 million for the year ended December 31, 2011 (9 months).

■ DGAC

The civil aviation regulator is under Ministry of Transport authority, which manages security and safety in French air space. As a result, the DGAC charges fees to Air France-KLM for the use of installations and services amounting to €115 million as of December 31, 2012 (12 months) versus €86 million for the year ended December 31, 2011 (9 months).

■ Amadeus

For the year ended December 31, 2012 (12 months), total transactions with Amadeus amounted to a cost of €141 million compared with €97 million for the year ended December 31, 2011 (9 months).

■ Transactions with equity affiliates

During the financial year, Air France-KLM executed transactions with equity affiliates. The principal transaction concerned Alitalia.

For the year ended December 31, 2012 (12 months), the amount of transactions made with Alitalia represents for the Group revenues of €53 million (compared with €41 million for the year ended December 31, 2011 (9 months)) and a cost of €14 million (compared with €10 million for the year ended December 31, 2011 (9 months)).



Note 38 Consolidated statement of cash flow

38.1 Other non-monetary items

<i>(In € millions)</i>	Notes	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Variation of provisions relating to restructuring plan	11	388	(149)	(110)
Variation of provisions relating to pension and pension assets		(144)	(223)	(157)
Variation of provisions relating to goodwill	16	173	-	-
Variation of provisions relating to onerous contracts	11	50	-	-
Other		38	3	(29)
Total		505	(369)	(296)

38.2 Acquisitions of subsidiaries, of shares in non-controlled entities

Net cash disbursements related to the acquisition of subsidiaries and investments in associates were as follows:

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Cash disbursement for acquisitions	(39)	(52)	(13)
Cash from acquired subsidiaries	-	1	-
Net cash disbursement	(39)	(51)	(13)

There were no significant acquisitions of subsidiaries and investments for the periods presented.

38.3 Disposal of subsidiaries without loss of control, of owned shares

Net proceeds from the disposal of subsidiaries can be analyzed as follows:

<i>(In € millions)</i>	01/01/2012 12/31/2012 <i>(12 months)</i>	01/01/2011 12/31/2011 <i>(12 months Pro forma)</i>	04/01/2011 12/31/2011 <i>(9 months)</i>
Proceeds from sales of own shares	7	-	-
Proceeds from disposals	-	2	2
Cash of disposed subsidiaries	-	-	-
Net proceeds from disposals	7	2	2

38.4 Non cash transactions

During the financial year ended December 31, 2012, the Group entered into a financial lease for the acquisition of an A380 aircraft for €149 million and for the acquisition of a building dedicated to handling delayed luggage for €25 million.

The Group also renewed a lease contract for a B747-400 aircraft for €12 million and reclassified an A340 aircraft under financial lease for €14 million.

Neither the acquisition nor the debt attached to these four items has any impact on the cash flow statement.

There were no significant non-cash transactions during the periods ended December 31, 2011 (9 months and 12 months Pro forma).

Note 39 Fees of statutory auditors

(In € millions)	KPMG			
	As of 31 December 31, 2012 (12 months)		As of 31 December 31, 2011 (9 months)	
	Amount	%	Amount	%
Audit				
Statutory audit, certification, review of stand-alone and consolidated accounts	3.8	85%	4.3	98%
<i>Air France-KLM SA</i>	0.7	-	0.8	-
<i>Consolidated subsidiaries</i>	3.1	-	3.5	-
Other ancillary services and audit services	0.6	13%	0.1	2%
<i>Air France-KLM SA</i>	0.1	-	0.1	-
<i>Consolidated subsidiaries</i>	0.5	-	-	-
Sub-total	4.4	98%	4.4	100%
Other services				
Legal, tax and corporate	0.1	2%	-	-
Information technology	-	-	-	-
Internal audit	-	-	-	-
Others	-	-	-	-
Total Air France-KLM	4.5	100%	4.4	100%



(In € millions)	Deloitte & Associés			
	As of 31 December 31, 2012 (12 months)		As of 31 December 31, 2011 (9 months)	
	Amount	%	Amount	%
Audit				
Statutory audit, certification, review of stand-alone and consolidated accounts	3.8	87%	4.5	98%
<i>Air France-KLM SA</i>	0.7	-	0.9	-
<i>Consolidated subsidiaries</i>	3.1	-	3.6	-
Other ancillary services and audit services	0.5	11%	-	-
<i>Air France-KLM SA</i>	0.1	-	-	-
<i>Consolidated subsidiaries</i>	0.4	-	-	-
Sub-total	4.3	98%	4.5	98%
Other services				
Legal, tax and corporate	0.1	2%	0.1	2%
Information technology	-	-	-	-
Internal audit	-	-	-	-
Others	-	-	-	-
Total Air France-KLM	4.4	100%	4.6	100%

Note 40 Consolidation scope as of December 31, 2012

The scope includes 161 fully-consolidated entities and 39 equity affiliates.

Based on the Air France-KLM ownership in terms of both voting rights and equity interest and on the functioning mode of the Group's Executive Committee, Air France-KLM has the power to manage the KLM group's financial and operational strategies and controls KLM. KLM is thus fully consolidated in the Air France-KLM's consolidated financial statements.

40.1 Consolidated entities

Entity	Country	Segment	% interest	% control
AIR FRANCE SA	France	Multisegment	100	100
KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V.	Netherlands	Multisegment	99	49
MARTINAIR HOLLAND N.V.	Netherlands	Multisegment	99	49
AIR FRANCE GROUND HANDLING INDIA PVT LTD	India	Passenger	51	51
BLUE LINK	France	Passenger	100	100
BLUE LINK INTERNATIONAL	France	Passenger	100	100
BLUELINK INTERNATIONAL AUSTRALIA	Australia	Passenger	100	100
BLUELINK INTERNATIONAL CZ	Czech Rep.	Passenger	100	100
BLUELINK INTERNATIONAL MAURITIUS	Mauritius	Passenger	100	100
BLUE CONNECT	Mauritius	Passenger	70	70
BRIT AIR	France	Passenger	100	100
CITY JET	Ireland	Passenger	100	100
COBALT GROUND SOLUTIONS LIMITED	United Kingdom	Passenger	99	49
CONSTELLATION FINANCE LIMITED	Ireland	Passenger	100	100
CYGNIFIC B.V.	Netherlands	Passenger	99	49
HEATHROW AIRPORT HANDLING LTD	United Kingdom	Passenger	99	49
IAS ASIA INCORPORATED	Philippines	Passenger	99	49
IASA INCORPORATED	Philippines	Passenger	99	49
ICARE	France	Passenger	100	100
INTERNATIONAL AIRLINE SERVICES EUROPE LIMITED	United Kingdom	Passenger	99	49
INTERNATIONAL AIRLINE SERVICES LIMITED	United Kingdom	Passenger	99	49
INTERNATIONAL MARINE AIRLINE SERVICES LIMITED	United Kingdom	Passenger	99	49
INTERNATIONAL AIRLINE SERVICES AMERICAS L.P	United States	Passenger	99	49
KLM CITYHOPPER B.V.	Netherlands	Passenger	99	49
KLM CITYHOPPER UK LTD	United Kingdom	Passenger	99	49
KLM EQUIPMENT SERVICES B.V.	Netherlands	Passenger	99	49
KLM LUCHTVAARTSCHOOL B.V.	Netherlands	Passenger	99	49
LYON MAINTENANCE	France	Passenger	100	100
MILES HOUSE	France	Passenger	100	100
REGIONAL COMPAGNIE AERIENNE EUROPEENNE	France	Passenger	100	100
STICHTING STUDENTENHUISVESTING VliegVeld EELDE	Netherlands	Passenger	99	49
VLM AIRLINES N.V.	Belgium	Passenger	100	100
BLUE CROWN B.V.	Netherlands	Cargo	99	49
MEXICO CARGO HANDLING	Mexico	Cargo	100	100
SODEXI	France	Cargo	75	75
AEROMAINTENANCE GROUP	United States	Maintenance	100	100
AIR FRANCE INDUSTRIE US	United States	Maintenance	100	100



Entity	Country	Segment	% interest	% control
CRMA	France	Maintenance	100	100
EUROPEAN PNEUMATIC COMPONENT OVERHAUL AND REPAIR (EPCOR) B.V.	Netherlands	Maintenance	99	49
KLM E&M MALAYSIA SDN BHD	Malaysia	Maintenance	99	49
KLM UK ENGINEERING LIMITED	United Kingdom	Maintenance	99	49
TURBINE SUPPORT INTERNATIONAL LLC	United States	Maintenance	100	100
ACNA	France	Other	98	100
ACSAIR	France	Other	50	51
SERVAIR FORMATION	France	Other	98	100
AFRIQUE CATERING	France	Other	50	51
AIDA	Mauritius	Other	77	77
SERVAIR AIR CHEF	Italy	Other	49	50
AIR FRANCE FINANCE	France	Other	100	100
AIR FRANCE FINANCE IRELAND	Ireland	Other	100	100
AIR FRANCE-KLM FINANCE	France	Other	100	100
AIRPORT MEDICAL SERVICES B.V.	Netherlands	Other	79	39
AIRPORT MEDICAL SERVICES C.V.	Netherlands	Other	79	39
ALL AFRICA AIRWAYS	Mauritius	Other	80	80
AMSTERDAM SCHIPOL PIJPLEIDING BEHEER B.V.	Netherlands	Other	59	49
AMSTERDAM SCHIPOL PIJPLEIDING C.V.	Netherlands	Other	72	49
BASE HANDLING	France	Other	98	100
BLUE YONDER IX B.V.	Netherlands	Other	99	49
BLUE YONDER X B.V.	Netherlands	Other	99	49
BLUE YONDER XII B.V.	Netherlands	Other	99	49
BLUE YONDER XIII B.V.	Netherlands	Other	99	49
BLUE YONDER XIV B.V.	Netherlands	Other	99	49
BLUE YONDER XV B.V.	Netherlands	Other	99	49
BRUNEAU PEGORIER	France	Other	98	100
B.V. KANTOORGEBOUW MARTINAIR	Netherlands	Other	99	49
CATERING FDF	France	Other	98	100
CATERING PTP	France	Other	98	100
CELL K16 INSURANCE COMPANY	United Kingdom	Other	99	0
CENTRE DE PRODUCTION ALIMENTAIRE	France	Other	98	100
DAKAR CATERING	Senegal	Other	64	65
ETS SCHIPHOL B.V.	Netherlands	Other	99	49
EUROPEAN CATERING SERVICES	United States	Other	98	100
GIE JEAN BART	France	Other	10	10
GIE SERVCENTER	France	Other	98	100
GIE SURCOUF	France	Other	100	100



Entity	Country	Segment	% interest	% control
GUINEENNE DE SERVICES AEROPORTUAIRES S.A.	Guinea	Other	30	60
HEESWIJK HOLDING B.V.	Netherlands	Other	99	49
INTERNATIONALE FINANCIERING EN MANAGEMENT MAATSCHAPPIJ B.V.	Netherlands	Other	99	49
JET CHEF	France	Other	98	100
KES AIRPORT EQUIPMENT FUELLING B.V.	Netherlands	Other	99	49
KES AIRPORT EQUIPMENT LEASING B.V.	Netherlands	Other	99	49
KLM AIRL CHARTER B.V.	Netherlands	Other	99	49
KLM CATERING SERVICES SCHIPOL B.V.	Netherlands	Other	99	49
KLM FINANCIAL SERVICES B.V.	Netherlands	Other	99	49
KLM HEALTH SERVICES B.V.	Netherlands	Other	99	49
KLM INTERNATIONAL CHARTER B.V.	Netherlands	Other	99	49
KLM INTERNATIONAL FINANCE COMPANY B.V.	Netherlands	Other	99	49
KLM OLIEMAATSCHAPPIJ B.V.	Netherlands	Other	99	49
KLM UNTERSTUTZUNGSKASSEN GMBH	Germany	Other	99	49
KROONDUIF B.V.	Netherlands	Other	99	49
LYON AIR TRAITEUR	France	Other	98	100
MALI CATERING	Mali	Other	70	99
MARTINAIR AFRICA LTD.	Kenya	Other	99	49
MARTINAIR FAR EAST LTD.	Hong Kong	Other	99	49
MARTINAIR HK LTD.	Hong Kong	Other	99	49
MARTINAIR VESTIGING VliegVeld LELYSTAD B.V.	Netherlands	Other	99	49
MARTINIQUE CATERING	France	Other	91	93
MAURITANIE CATERING	Mauritania	Other	25	51
NAS AIRPORT SERVICES LIMITED	Kenya	Other	58	100
O'FIONNAGAIN HOLDING COMPANY LIMITED	Ireland	Other	100	100
ORION-STAETE B.V.	Netherlands	Other	99	49
ORLY AIR TRAITEUR	France	Other	98	100
SERVAIR BURKINA FASO	Burkina Faso	Other	84	86
PASSERELLE CDG	France	Other	64	66
PELICAN	Luxembourg	Other	100	100
PMAIR	France	Other	50	51
PRESTAIR	France	Other	98	100
PYRHELIO-STAETE B.V.	Netherlands	Other	99	49
QUASAR-STAETE B.V.	Netherlands	Other	99	49
RIGEL-STAETE B.V.	Netherlands	Other	99	49
SENCA	Senegal	Other	32	51
SEREP	Senegal	Other	57	59
SERVAIR (Cie d'exploitation des services auxiliaires aériens)	France	Other	98	98



Entity	Country	Segment	% interest	% control
SERVAIR ABIDJAN	Ivory Coast	Other	84	86
SERVAIR GHANA	Ghana	Other	56	57
SERVAIR RETAIL FDF	France	Other	98	100
SERVAIR SATS	Singapore	Other	50	51
SERVAIR SOLUTION ITALIA S.R.L.	Italy	Other	98	100
SERVANTAGE	France	Other	98	100
SERVASCO	Macao	Other	59	60
SERVAIR SOLUTIONS	France	Other	98	100
SERVAIR GABON	Gabon	Other	54	55
SERVLOGISTIC	France	Other	98	100
SIA KENYA HOLDING LIMITED	Kenya	Other	58	59
SIEGA LOGISTICS (PROPRIETARY) PTY	South Africa	Other	99	49
SISALOGISTIC NETHERLANDS B.V.	Netherlands	Other	99	49
SISALOGISTIC U.S. LTD.	United States	Other	99	49
SKYCHEF	Seychelles	Other	54	55
SKYLOGISTIC	France	Other	98	100
SKYLOGISTIQUE AFRIQUE	France	Other	64	66
SOCIETE IMMOBILIERE AEROPORTUAIRE	France	Other	98	100
SOGRI	France	Other	95	97
SORI	France	Other	49	50
SPECIAL MEALS CATERING	France	Other	98	100
SPICA-STAETE B.V.	Netherlands	Other	99	49
STICHTING GARANTIEFONDS KLM LUCHTVAARTSCHOOL	Netherlands	Other	99	49
SVRL@LA REUNION	France	Other	49	50
TAKEOFF 1 LIMITED	Ireland	Other	100	100
TAKEOFF 2 LIMITED	Ireland	Other	100	100
TAKEOFF 3 LIMITED	Ireland	Other	100	100
TAKEOFF 4 LIMITED	Ireland	Other	100	100
TAKEOFF 5 LIMITED	Ireland	Other	100	100
TAKEOFF 6 LIMITED	Ireland	Other	100	100
TAKEOFF 7 LIMITED	Ireland	Other	100	100
TAKEOFF 8 LIMITED	Ireland	Other	100	100
TAKEOFF 9 LIMITED	Ireland	Other	100	100
TAKEOFF 10 LIMITED	Ireland	Other	100	100
TAKEOFF 11 LIMITED	Ireland	Other	100	100
TAKEOFF 12 LIMITED	Ireland	Other	100	100
TAKEOFF 13 LIMITED	Ireland	Other	100	100
TAKEOFF 14 LIMITED	Ireland	Other	100	100
TAKEOFF 15 LIMITED	Ireland	Other	100	100

Entity	Country	Segment	% interest	% control
TAKEOFF 16 LIMITED	Ireland	Other	100	100
TRANSAVIA AIRLINES B.V.	Netherlands	Other	99	49
TRANSAVIA AIRLINES C.V.	Netherlands	Other	99	49
TRANSAVIA AIRLINES LTD.	Bermuda	Other	99	49
TRANSAVIA FINANCE B.V.	Netherlands	Other	99	49
TRANSAVIA FRANCE S.A.S.	France	Other	100	100
TRAVEL INDUSTRY SYSTEMS B.V.	Netherlands	Other	99	49
UILEAG HOLDING COMPANY LIMITED	Ireland	Other	100	100
WEBLOK B.V.	Netherlands	Other	99	49

40.2 Equity affiliates

Entity	Country	Segment	% interest	% control
AIR COTE D'IVOIRE	Ivory Coast	Passenger	20	20
AEROLIS	France	Passenger	50	50
ALITALIA	Italy	Passenger	25	25
FINANCIERE LMP	France	Passenger	40	40
CARGO SERVICE CENTER INDIA PTV.	India	Cargo	49	49
HEATHROW CARGO HANDLING	United Kingdom	Cargo	50	50
SPAIRLINERS	Germany	Maintenance	50	50
AAF SPARES	Ireland	Maintenance	50	50
AEROSTRUCTURES MIDDLE EAST SERVICES	United Arab Emirates	Maintenance	50	50
AEROTECHNIC INDUSTRIES	Morocco	Maintenance	50	50
MAX MRO SERVICE	India	Maintenance	26	26
AIRCRAFT CAPITAL LTD	United Kingdom	Other	40	40
CITY LOUNGE SERVICES	France	Other	17	35
COTONOU CATERING	Benin	Other	24	49
DOUAL'AIR	Cameroon	Other	25	25
FLYING FOOD CATERING	United States	Other	48	49
FLYING FOOD JFK	United States	Other	48	49
FLYING FOOD MIAMI	United States	Other	48	49
FLYING FOOD SAN FRANCISCO	United States	Other	43	44
FLYING FOOD SERVICES	United States	Other	48	49
FLYING FOOD SERVICES USA	United States	Other	49	49
GUANGHOU NANLAND CATERING COMPANY	China	Other	24	25
GUEST LOUNGE SERVICES	France	Other	17	35
INTERNATIONAL AEROSPACE MANAGEMENT COMPANY S.C.R.L.	Italy	Other	20	20



Entity	Country	Segment	% interest	% control
KENYA AIRWAYS LIMITED	Kenya	Other	26	27
DUTYFLY SOLUTIONS	France	Other	49	50
LOME CATERING SA	Togo	Other	17	35
MACAU CATERING SERVICES	Macao	Other	17	34
MAINPORT INNOVATION FUND B.V.	Netherlands	Other	25	25
NEWREST SERVAIR UK LTD	United Kingdom	Other	39	40
NOSOPAL	Senegal	Other	34	35
PRIORIS	France	Other	33	34
SCHIPHOL LOGISTICS PARK B.V.	Netherlands	Other	45	45
SCHIPHOL LOGISTICS PARK C.V.	Netherlands	Other	52	45
SERVAIR CONGO	Congo	Other	49	50
SERVAIR EUREST	Spain	Other	34	35
SHELTAIR	France	Other	50	50
SKYENERGY B.V.	Netherlands	Other	30	30
TERMINAL ONE GROUP ASSOCIATION	United States	Other	25	25

5.7 Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2012

To the Shareholders,

In compliance with the assignment entrusted by your Annual General Meetings, we hereby report to you, for the year ended December 31, 2012, on:

- ◆ the audit of the accompanying consolidated financial statements of Air France-KLM S.A.;
- ◆ the justification of our assessments;
- ◆ the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2012 and of the results of its operations for the year then ended in accordance with IFRSs as adopted by the EU.

2 Justification of assessments

The accounting estimates used in the preparation of the consolidated financial statements were made in a context of an economic downturn and a liquidity crisis raising certain difficulties to apprehend future economic perspectives. These conditions are described in Note 4.2 to the consolidated financial statements. Such is the context in which we made our own assessments that we bring to your attention in accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*):

- ◆ Air France-KLM's management is required to adopt judgment and estimates concerning determination of the provisions for risk and charges which are described in Notes 3.1, 11, 30.2, 30.3 and 30.5 to the consolidated financial statements. We have examined particularly the estimates and the assumptions used regarding the restructuring provision booked in 2012 and linked to the Transform plan and the provisions accounted for the anti-trust litigations to which the Company is exposed. We have also verified that the information as disclosed in the Notes to the consolidated financial statements was appropriate;
- ◆ the company recognized deferred tax assets based on the future taxable income determined based on medium and long term business plans as described in Notes 4.2, 4.21 and 13 to the consolidated financial statements. Our procedures consisted in analyzing the data and assumptions used by Air France-KLM's management in order to verify the recoverability of these deferred tax assets;
- ◆ Notes 4.2, 4.14 and 18 to the consolidated financial statements describe the estimates and assumptions that Air France-KLM's management was required to make regarding the impairment tests of tangible and intangible assets. We have examined the data and assumptions on which these impairment tests were based as well as the procedures for implementing impairment tests, as described in the Notes;
- ◆ Air France-KLM's management is required to make estimates and assumptions relating to the recognition of revenue arising from issued but unused tickets and its Frequent Flyer Program, in accordance with the terms and conditions described in Notes 4.2, 4.6 and 4.7 to the consolidated financial statements. Our procedures consisted in analyzing the data used, assessing the assumptions made and reviewing the calculations performed;
- ◆ Notes 4.17 and 30.1 to the consolidated financial statements specify the accounting policies for employee benefits. These benefits and obligations were evaluated by external actuaries. Our procedures consisted in examining the data used, assessing the assumptions made and verifying that the information included in Note 30.1 to the consolidated financial statements was appropriate. In addition, we verified that the accounting policy used for the recognition of the pension fund surplus as outlined in Note 4.17 to the consolidated financial statements was appropriate.



These assessments were made as part of our audit of the consolidated financial statements taken as a whole and therefore contributed to the opinion we formed which is expressed in the first part of this report.

3 Specific procedures

As required by law we have also verified, in accordance with professional standards applicable in France, the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris-La Défense and Neuilly-sur-Seine, February 28, 2013

The Statutory Auditors

KPMG Audit

Division of KPMG S.A.

Valérie Besson

Partner

Michel Piette

Partner

Deloitte & Associés

Dominique Jumaucourt

Partner

This is a free translation into English of the statutory auditors' reports on the consolidated financial statements issued in the French language and is provided solely for the convenience of English speaking readers.

The statutory auditors' report includes information specifically required by French law in such report, whether qualified or not. This information is presented below the audit opinion on consolidated financial statements and includes explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report also includes information relating to the specific verification of information given in the Group's management report. This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

5.8 Statutory financial statements

Year ending December 31, 2012

5.8.1 Income statement and balance sheet

Income statement

<i>(In € millions)</i>	Notes	From January 1 st 2012 to December 31 2012 <i>(12 months)</i>	From April 1 st 2011 to December 31 2011 <i>(9 months)</i>
Operating income	2	19	14
External expenses	3	(13)	(10)
Salaries and related costs		(1)	(1)
Other expenses		(1)	(1)
Total operating expenses		(15)	(12)
<i>Income from current operations</i>		4	2
Financial income		45	36
Financial expenses		(172)	(153)
<i>Net financial income</i>	4	(127)	(117)
<i>Earnings before tax and non recurring items</i>		(123)	(115)
Non-recurring income		3	-
Non-recurring expenses		(1)	(1)
<i>Non recurring income (loss)</i>	5	2	(1)
Income tax	6	5	4
Net earnings		(116)	(112)



Balance sheet

Assets <i>(In € millions)</i>	Notes	December 31, 2012	December 31, 2011
Long-term investments	7	4,109	4,165
Loan & receivable related to long term investment	7-11	672	787
Fixed assets		4,781	4,952
Trade receivables	11	5	5
Other receivables	11	19	8
Marketable securities	8	1,189	622
Cash		1	1
Prepaid expenses		1	1
Current assets		1,215	637
Amortisation of capital expenses		8	8
Bond redemption premium		5	3
Total Assets		6,009	5,600

Liabilities & equity <i>(In € millions)</i>	Notes	December 31, 2012	December 31, 2011
Capital	9.1	300	300
Additional paid-in capital		2,971	2,971
Legal reserve		70	70
Reserves		851	963
Income for the year		(116)	(112)
Shareholders' equity	9.2	4,076	4,192
Financial debt	10	1,895	1,394
Trade payable:	11	25	12
Including trade payables and related accounts		25	11
Other trade payable			1
Other liabilities		13	2
Liabilities	11	1,933	1,408
Total Liabilities & equity		6,009	5,600

5.8.2 Notes

The information hereafter constitutes the notes to the financial statements for the year ended December 31, 2012.

It is an integral part of the financial statements.

Air France-KLM SA, Public Limited Company with head office at 2 Rue Robert Esnault Pelterie 75007 Paris, is the parent company of Air France-KLM group. It is listed in Paris (Euronext) and Amsterdam (Euronext).

1 Accounting policies and procedures

Generally accepted accounting policies were applied, consistent with the prudence principle and in accordance with the legal and regulatory provisions applicable in France and the basic assumptions in order to provide a true and faithful representation of the company:

- ♦ going concern;
- ♦ consistent accounting methods from year to year;
- ♦ independence of financial periods;

and in accordance with the general rules for establishing and presenting annual financial statements.

The basic method used to value items recorded in the financial statements is the historical cost method.

Main methods used are the following:

Long-term investments

Companies' equity investments are presented on the balance sheet at their acquisition cost net of impairment, if any. A provision for impairment is recorded as soon as the fair value is below the acquisition value. The fair value of securities corresponds to the value in use for the company. It is determined by taking into account the share of shareholders' equity, the outlook for profitability and the stock market values that can be used as a reference.

Transfer taxes, fees or commissions and legal fees related to the acquisition of securities are expensed, according to the option offered by the regulations.

Treasury shares not allocated to employees or to a capital decrease are booked in long-term investments. They are shown at the lower of their acquisition cost or fair value. The fair value is determined based on the last month average market price at the end of the financial year.

Trade receivable

Trade receivable are valued at their nominal value. They are valued on a case-by-case basis and a provision is set up as required based on the assessed risks.

Marketable securities

Marketable securities are shown on the balance sheet at the lower of their acquisition cost and their market value. In the case of listed shares, this market value is determined based on the market price at the end of the financial year.

Treasury shares invested as part of a liquidity agreement are valued at the lower of their acquisition price and fair value. The fair value is determined based on the last month average market price at the end of the financial year.

Negotiable debt securities (deposits, and financial companies Notes) are booked at acquisition price. Interests are booked -prorata temporis- in financial income.

Foreign currency transactions

Operating expense and income transactions in foreign currencies are recognised at the average exchange rate for each month concerned.

Trade payable and receivable in foreign currencies are valued at the exchange rate in effect at December 31, 2012.

Unrealised losses and gains are recognised as assets and liabilities on the balance sheet. Provisions are established for unrealised losses, except for the following cases:

- ♦ transactions where the currency and the term contribute to a global positive exchange position; and
- ♦ exchange hedging contracts involving the payment of future investment deliveries.

Debts

Debts are valued at their nominal amount.

Dividends received

Dividends are recognised when they are approved by the companies' competent bodies (*i.e.*: the Board of Directors or the General Shareholders' Meeting depending on the local regulations).

2 Other income

This primarily involves royalties of € 17 million paid by Air France and KLM at December 31, 2012 to use the "Air France-KLM" brand (€13 million at December 31, 2011).



3 External expenses

<i>(In € millions)</i>	From January 1, 2012 to December 31, 2012 <i>(12 months)</i>	From April 1, 2011 to December 31, 2011 <i>(9 months)</i>
Fees	2	2
Insurance	2	1
Subcontracting re-invoiced by Air France and KLM	5	3
Financial communication	3	3
Other	1	1
Total	13	10

4 Financial income

This section groups interest paid or received, exchange losses and gains, and allocations and write-backs of financial provisions. It breaks down as follows below.

<i>(In € millions)</i>	From January, 2012 to December 31, 2012 <i>(12 months)</i>	From April 1, 2011 to December 31, 2011 <i>(9 months)</i>
Interests on loans and other financial expenses ⁽¹⁾	(107)	(79)
<i>of which related companies</i>	(20)	(15)
Financial income from equity investment	1	9
<i>of which related companies</i>	1	9
Interests received on loans	20	11
<i>of which related companies</i>	20	11
Other financial income ⁽²⁾	14	16
<i>of which related companies</i>	6	5
Allocation to provisions ⁽³⁾	(65)	(74)
Reversal of provisions on treasury shares	10	-
Total	(127)	(117)

(1) Of which interests on OCÉANE € (33) million on December 31, 2012 and € (25) million on December 31, 2011 (9 months), on bond €(49) million on December 31, 2012 and € (35) million on December 31, 2011 (9 months), commission on guaranty delivered by Air France and KLM €(20) million on December 31, 2012 and € (15) on December 31, 2011(9 months).

(2) Of which € 8 million generated from the investment in mutual funds and deposit certificates on December 31, 2012 and €12 million on December 31, 2011(9 months) (See Note 8).

(3) Of which € (65) million on Compagnia Aerea Italiana SpA shares on December 31, 2012 and (48) million on Compagnia Aerea Italiana SpA shares and € (26) million on treasury shares on December 31, 2011(9 months).

5 Non recurring income

Net loss, after reversal of provisions, on treasury shares sale in the liquidity agreement (See note 8).

6 Income tax

Air France-KLM has benefited from the tax consolidation scheme since April 1, 2002.

The consolidation scope, where Air France-KLM is the parent company, primarily includes Air France-KLM, Air France, regional

French companies and, since January 1, 2005, Servair and its subsidiaries.

The tax consolidation agreement is based on the so-called neutrality method and puts each member company of the tax group in the situation that it would have been in without consolidation.

The tax consolidation group benefits from tax losses that can be infinitely carried forward.

The subsidiaries that are beneficiaries of the tax consolidation scope paid Air France-KLM a tax consolidation bonus of € 5 million for this financial year (€ 4 million on former financial year).

7 Long-term investments

7.1 Net book value

<i>(In € millions)</i>	Beginning of year	Acquisitions Capital increases	Reimbursements	Provision Variation	End of year
Equity investments	4,200				4,200
Loan & receivable related to long term investment	787		(115) ^(a)		672
Other long term investments	75				75
Gross amount	5,062		(115)		4,947
Depreciation	(110)			(56)	(166)
Net amount	4,952		(115)	(56)	4,781

(a) Net amount of increases and reimbursements of loan & receivable related to long term investment with Air France and KLM.

7.2 Equity investments

<i>Companies (In € millions)</i>	Gross value at beginning of year	Acquisitions	Transfers or Sales	Gross value at end of year
Air France	3,060	-	-	3,060
KLM	817		-	817
Compagnia Aerea Italiana SpA	323			323
Total	4,200			4,200

<i>Companies (In € millions)</i>	Provisions at beginning of year	Allocations	Reversal	Provisions at end of year
Compagnia Aerea Italiana SpA	(48)	(65)		(113)
Impairment	(48)	(65)		(113)
Net Value	4,152	(65)		4,087



7.3 Other financial investments

<i>(In € millions)</i>	Gross value at beginning of year	Acquisitions	Sales	Gross value at end of year
Treasury shares	75	-	-	75
	Provision at beginning of year	Allocation	Reversal	Provision at end of year
Impairment on treasury shares	(62)		9	(53)
Net Value	13		9	22

8 Marketable securities

<i>(In € millions)</i>	December 31, 2012 Net carrying amount	December 31, 2011 Net carrying amount
Treasury shares invested as part of the liquidity agreement subscribed with a bank	-	6
Mutual funds, deposit certificates & marketable term Notes	1,188	605
Money market fund ⁽¹⁾	1	11
Total	1,189	622

(1) Cash invested as part of a liquidity agreement, subscribed with a bank.

Net carrying amount of mutual funds and deposit certificates is market value.

9 Shareholders' equity

9.1 Distribution of share capital and voting rights

Fully paid capital comprises 300,219,278 shares with a € 1 nominal value. Each share confers one voting right.

	% of capital		% of voting rights	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
French government	16%	16%	16%	16%
Employees and former employees ⁽¹⁾	10%	10%	10%	10%
Shares held by the Group	1%	2%		-
Public	73%	72%	74%	74%
Total	100%	100%	100%	100%

(1) Personnel and former employees identified in the fund or by a Sicovam code.

In April 2005, Air France issued a 15 years - €450 million « Bond with an option of conversion and /or exchange for new or existing Air France-KLM shares » (OCÉANE). Between April 2007 and March 2008 only 595 OCÉANE were converted, including 510 converted into 525 new shares. From January 1st until December 31, 2012 3 OCÉANE were converted into existing shares with a conversion ratio of 1.03 Air France-KLM shares for one bond.

Furthermore on December 6, 2011, Air France signed a Swap contract with Natixis. This transaction postpones until April 2016 the repayment option potentially exercisable on April 1, 2012.

As of June 26, 2009, Air France-KLM issued a bond with an option of conversion and/or exchange for new or existing Air France-KLM shares (OCÉANE) with a maturity date fixed at April 1, 2015. 56,016,949 bonds were issued for a total amount of €661 million (See also Note 11). As of December 31, 2012, 8,984 OCÉANE were converted into 8,984 existing shares, including 68 regarding fiscal year January 1st-December 31 2012. The conversion ratio is one Air France-KLM share for one bond.

9.2 Statement of changes in shareholders' equity

<i>(In € millions)</i>	Capital	Additional paid-in capital	Reserves	Earnings for the year	Shareholders' equity
At March 31, 2011	300	2,971	1,102	(69)	4,304
Allocation of earnings			(69)	69	-
Earnings for the period				(112)	(112)
At December 31, 2011	300	2,971	1,033	(112)	4,192
Allocation of earnings	-	-	(112)	112	-
Earnings for the period	-	-	-	(116)	(116)
At December 31, 2012	300	2,971	921	(116)	4,076

10 Financial debt

<i>(In € millions)</i>	December 31, 2012	December 31, 2011
Non current financial debt		
OCÉANE (convertible bond)	661	661
Bond	1,200	700
Total non current debt	1,861	1,361
Current Financial debt		
Accrued interest	34	33
Total current debt	34	33
Total	1,895	1,394

As of June 26, 2009, Air France-KLM issued a bond with an option of conversion and/or exchange for new or existing Air France-KLM shares (OCÉANE) with a maturity date fixed at April 1, 2015. 56,016,949 bonds were issued for a total amount of € 661 million. Each bond has a nominal value of €11.80. The annual coupon amounts to 4.97%.

As of October 27, 2009, Air France-KLM issued bonds for a total amount of €700 million, maturing on October 27, 2016 and with an interest rate of 6.75%.

A portion of the proceeds amounting to €386 million was loaned to KLM at the end of March 2010. Short terms loans were also granted to Air France and KLM (See Note 7.1).

On December 14, 2012 Air France-KLM issued a €500 million bond with a maturity on January 18, 2018 at an interest rate of 6.25%.

A part of this bond has been lent on December 20, 2012 to Air France for €135 million and to KLM for €90 million.



11 Maturity of trade receivable and trade payable

At December 31, 2012 (In € millions)	Gross amount	Up to one year	More than one year	Related companies
Trade receivable				
Non current assets				
Loans and receivable related to long term investment	672	61	611	672
Current assets				
Trade receivables and related accounts	5	5		5
Other receivables (including tax receivables) ⁽¹⁾	19	19		8
Total	696	85	611	685

(1) Of which € 6 million as accrued income with related companies and € 5 million on December 31, 2011.

At December 31, 2012 (In € millions)	Gross amount	Up to one year	More than one year	Related companies
Trade payable				
Financial debt ⁽¹⁾	1,895	34	1,861	
Trade payables and related accounts	25	25		22
Other payables	13	13		11
Total	1,933	72	1,861	33

(1) See note 10.

This amount includes € 34 million of accrued interests (€33 million at December 31, 2011).

12 List of subsidiaries and equity investments

Companies or Groups of companies (In € millions)	Shareholders' equity		Share of capital held	Carrying amount of shares held		Loans & advances granted and not reimbursed	Amount of security and guarantees given	Revenues (excl. tax) for last financial year	Net profit or loss for last financial year	Dividends cashed during the past financial year
	Capital	after earnings		Gross	Net					
<i>Detailed information about each investment whose gross value exceeds € 15 million</i>										
1. Subsidiaries (held at more than 50%)										
Société Air France (France) ⁽¹⁾	127	4	100%	3,060	3,060	135	18	15,093	(137)	
KLM (Netherlands) ⁽¹⁾	94	2,347	99.1%	817	817	536	-	9,473	(46)	1
2. Equity investments (held at less than 50%)										
Compagnia Aerea Italiana SpA ⁽²⁾	668	(467)	25%	323	210			3,594	(280)	

(1) Statutory financial statements at December 31, 2012.

(2) Consolidated financial statements in Italian Gaap at December 31, 2012.

13 Estimated value of the portfolio

(In € millions)	Amount at beginning of year			Amount at end of year		
	gross carrying amount	net carrying amount	estimated value	gross carrying amount	net carrying amount	estimated value ⁽¹⁾
Portfolio fractions valued						
Air France	3,060	3,060	2,827	3,060	3,060	3,060
KLM	817	817	2,556	817	817	2,438
Compagnia Aerea Italiana SpA	323	275	124	323	210	59

(1) Base IFRS equity or five-year profitability outlook.

14 Items concerning related companies

(In € millions)	Amount
Trade receivables & related accounts	
of which Air France	3
KLM	2
Other receivables	
Air France	6
SIA	1
Other	1
Trade payables and related accounts	
of which Air France	11
KLM	11
Other payables	
of which Air France	10
Other	1

15 Commitments

KLM shares

During the business combination of the Air France and KLM groups, the Dutch government undertook to reduce its stake in KLM proportionally to any reduction by the French government of its stake in Air France-KLM's capital. To this end, the Dutch government will sell its cumulative A preferred shares to Air France-KLM or to a Dutch foundation in the name of and on behalf of Air France-KLM, if the transfer occurs during the first three years following the business combination.

In the latter case, the foundation will issue, to the benefit of Air France-KLM, share certificates corresponding to the cumulative A preferred shares transferred to the foundation. These share certificates will confer to Air France-KLM all of the economic rights attached to

the said shares, the voting rights attached to the said shares being exercised by the foundation until Air France exchanges the share certificates against the said shares.

At the end of the initial three-year period, Air France-KM had the option to exchange the share certificates against the cumulative A preferred shares, which it could hold directly. As Air France-KLM decided in 2007 to maintain SAK I and SAK II foundations, Air France-KLM did not carry out this exchange.

Moreover, the Dutch government has the right to sell to Air France-KLM at any time as many cumulative A preferred shares as it wants.

After the sale of 5,103,885 shares to Air France-KLM in April 2005 for € 11.6 million, the acquisition price of the 3,708,615 cumulative A preferred shares still held by the Dutch government amounts to €8.4 million (for a unit price of €2.27 per cumulative A preferred share, which has to be paid pro rata during any sale or transfer under the conditions above).



Other

Since January 2009, Air France-KLM guarantees Société Air France commitments towards Aéroport de Paris regarding civil leases.

The guaranty has an absolute limitation of € 18 million.

16 Litigation

Litigation concerning anti-trust laws

■ *In the air-freight industry*

a) Investigation of the anti-trust authorities

Air France, KLM and Martinair, a wholly-owned subsidiary of KLM since January 1, 2009, have been involved, since February 2006, with up to twenty-five other airlines in investigations initiated by the anti-trust authorities in several countries, with respect to allegations of anti-competitive agreements or concerted action in the air-freight industry.

The proceedings initiated in the United States, Australia and Canada resulted in Plea Agreements made by Air France, KLM and Martinair with the appropriate agencies, and the payment of settlement amounts putting an end to those proceedings. As of July, 2012, a settlement negotiations were finalized between the Competition Commission of South Africa and Air France and KLM resulting in a total settlement amount of €1.8 million, which the Competition Tribunal has confirmed as a consent order on October 17, 2012.

In Europe, the European Commission announced, on November 9, 2010, its decision to impose fines on 14 airlines including Air France, KLM and Martinair related to anti-competition practices - mainly concerning fuel surcharges. The Commission imposed an overall fine of €340 million on the Air France-KLM group companies.

As the Group's parent company, Air France-KLM was considered by the European Commission to be jointly and severally liable for the anti-competitive practices of which the Group companies were found guilty.

On January 24 and 25, 2011, the Group companies filed an appeal against the decision before the General Court of the European Union.

Since the appeal does not suspend the payment of the fines, the Group companies chose not to pay the fine immediately, but to provide bank guarantees until a definitive ruling by the European Courts.

In South Korea on November 29, 2010, the Korean antitrust authority (KFTC) imposed on Air France-KLM, Air France and KLM a total fine of €8.8 million already paid, for anti-competitive practices prior to September 2004. The Group companies filed an appeal before the competent Seoul High Court in December 2010.

On 16 May, 2012 the 6th chamber of the Seoul High Court vacated the KFTC's decision against Air France-KLM on the ground that Air France-KLM was not engaged in the air freight transportation business after it converted in a holding company on September 15, 2004. With regard to the appeals of Air France and KLM, the Court found in favour of the KFTC. Appeal filings against the Court decisions were submitted to the Supreme Court by both Air France and KLM. Generally, the Supreme Court appeal process will take 1-2 years to conclude.

As of 31 December 2012, two antitrust investigations are still pending, one in Brazil and one in Switzerland. Provisions are recorded in the financial accounts of Air France and KLM for both procedures.

b) Civil actions

On September 19, 2011 the Group companies entered into a Settlement agreement with the Canadian plaintiffs achieving a final resolution of all claims in Canada. Under the settlement agreement the Group companies have paid an amount of CAD 6.5 million (€4.6 million).

The total amount of provisions as of December 31, 2012 amounts to €391 million for the whole proceedings.

17 Contingent liabilities

The Group is involved in a number of governmental, legal and arbitrage procedures for which provisions have not been recorded in the financial statements of the subsidiaries of Air France-KLM.

Litigations concerning anti-trust laws

These litigations have not been provisioned given that the Group is unable, given the current status of proceedings, to evaluate its exposure.

■ a) *Civil Suits in the air freight industry*

Pursuant to the initiation in February 2006 of the various competition authority investigations, class actions were brought by forwarding agents and air-freight shippers in several countries against Air France, KLM and Martinair, and the other freight carriers. In addition, civil suits have been filed in Europe by shippers following the European Commission's decision of November 9, 2010. The Group companies intend to vigorously oppose all such civil actions.

United States

In the United States, the Group concluded a Settlement Agreement with the representatives of the class action in July 2010. The Settlement Agreement, under which the Group accepted to pay USD 87 million, brings to a close all claims, lawsuits and legal proceedings in the past, present or future by plaintiffs seeking to obtain financial compensation from the Air France-KLM group for unlawful practices in freight transportation to, from or within the United States.

On March 14, 2011, the Court issued an order granting final approval of the Air France-KLM settlement with the class action plaintiffs. Prior to that date, pursuant to procedures established by the Court, 36 entities elected to be excluded from the settlement, which permits them to separately pursue claims.

With respect to those Air France and KLM customers who have chosen to be excluded, a portion of the settlement proportional to the revenue Air France and KLM received from those parties for a specified period as compared with Air France and KLM's overall revenue for that period will be segregated in a separate escrow. The parties who opted out are free to sue Air France, KLM and Martinair individually.

In 2011, written demands were made to Air France and KLM by two customers. Consequently a portion of the escrow amount attributable to those customers was transferred to Air France and KLM and the repaid amount was included as a provision.

Netherlands

In the Netherlands, KLM, Martinair and Air France were summoned on September 30, 2010, to appear before the District Court of Amsterdam in a civil suit brought by a company named Equilib.

Equilib currently states that it has purchased claims from 175 indirect purchasers of airfreight services who allegedly suffered losses as a result of an anti-trust infringement in the European market between 2000 and 2006.

Equilib is seeking to obtain a declaratory judgment confirming that the Group companies have been guilty of unlawful conduct and are jointly and severally liable, along with other carriers, for the losses suffered by the airfreight purchasers. Equilib initially estimates its claims at €400 million. So far it has not substantiated its claim.

The proceedings are still in a preliminary stages and it is not expected that the matter will soon be dealt with in substance as the Amsterdam District Court ruled on March 7, 2012 that the proceedings should be stayed until the pending appeals against the European Commission's decision of 9 November 2010 have fully run their course.

Equilib appealed this judgment and proceedings are currently pending before the Amsterdam Court of Appeal.

The Group companies served a contribution writ of summons on the other airlines fined by the European Commission on November 9, 2010 and simultaneously a claim to make these airlines join the proceedings to ensure that if the Amsterdam Court ultimately decides that the Group companies are liable, the burden will be shared amongst all responsible parties.

Air France and KLM, as well as other airlines, have also been summoned on February 2012 to appear before the District Court of Amsterdam in a similar civil suit by a company named East West debt BV. In its writ, East West Debt claims to represent eight recipients of airfreight services that allegedly suffered loss in relation to an anti-trust infringement in the European market between 2000 and 2006.

East West debt currently estimates its claim at 27.9 million euros. So far however its claim is not substantiated.

On 7 November 2012, the Amsterdam Court issued a similar ruling as that on Equilib and stayed the proceedings. The Group companies have filed contribution proceedings against the other addressees of the European Commission decision to ensure that if the Amsterdam Court ultimately decides that the Group companies are liable, the burden will be shared amongst all responsible parties. In the contribution proceedings, the Amsterdam Court has not yet decided on whether to stay the proceedings.

United Kingdom

In the United Kingdom, a civil suit has been filed with the competent court in the UK against British Airways by two flower importers. British Airways issued contribution proceedings against all the airlines fined by the European Commission including entities of the Group. To date, British Airways has neither quantified nor substantiated its purported claims. These contribution proceedings have been stayed. In the main proceedings, the plaintiffs were granted permission to add parties to the proceedings, resulting in 267 plaintiffs.

Australia

Within the context of ongoing class action proceedings instituted in 2007 against seven airlines (excluding the Air France-KLM group) in the Australian Federal Court, cross claims have been filed against Air France, KLM and Martinair by Singapore Airlines (August 15, 2011), Cathay Pacific (August 15, 2011), Lufthansa (November 4, 2011), Air New Zealand (December 5, 2011) and British Airways (December 19, 2011). In the cross claims, the respondent airlines claim that if, despite their denial of the claims of wrongdoing in the class action, they are ordered to pay damages, they will seek contribution from the cross respondents. The Group companies have filed defences to these cross claims in which they deny that the respondent airlines are entitled to any contribution from them, particularly since they did not operate direct flights to or from Australia during the relevant period. It is unlikely that any trial in the class action proceeding will occur during 2013.

Norway

On 25 May 2012, Marine Harvest had a writ of summons served on KLM and Air France at the Norwegian court. Marine Harvest, in its writ of summons, indicated that the court should stay the proceedings pending the appeal against the Commission decision.

■ *b) In the air transport industry (passengers)*

During 2009, Air France and KLM were subpoenaed in a class action involving all the airlines operating transpacific routes between the United States and Asia/Oceania, on the basis of allegations of price-fixing on such routes.

To terminate the case, Air France has accepted to pay an amount of USD 0.9 million without any admission of liability. The settlement agreement has been concluded on 15 November 2012. KLM also terminated the case on the basis of a non-monetary settlement.

Other litigations

■ *a) KLM minority shareholders*

On January 2008, the association Vereniging van Effectenbezitters (VEB) served KLM and Air France-KLM before the Amsterdam Civil Court claiming that KLM and Air France-KLM be ordered to pay to minority shareholders a higher dividend than the €0.58 per ordinary share paid for fiscal year 2007-2008.

On September 1, 2010 the Court dismissed the case on the grounds that the dividend resolution met the test of reasonableness and fairness. VEB have appealed the Amsterdam Court decision.

On November 15, 2011 the Amsterdam Court of appeals upheld the decision. Claimants have filed for cassation with the Netherlands Supreme Court on February 15, 2012.

■ *b) Rio-Paris AF447 flight*

Following to the crash of the Rio-Paris AF447 flight in the South Atlantic, a number of legal actions have been brought in the United States and Brazil and, more recently, in France by the victims' heirs.

All these proceedings are aimed at receiving damages as reparation for the losses suffered by the heirs of the passengers who died in the crash.



In the United States, all the proceedings have been consolidated in California before the Northern District Court.

On October 4, 2010, the District judge granted the defendants' motion for dismissal on grounds of "forum non convenience" and suggested that they pursue their claim in France.

On March 17 and 18, 2011 respectively, Airbus and Air France were indicted for manslaughter by the investigating magistrate and incur the penalties of fines prescribed by law. Air France intends to challenge its implication in this case.

These penalties should not have a material effect on the financial situation of Air France.

The damages as reparation for the losses suffered by the heirs of the passengers who died in the crash are covered by Air France's third-party liability insurance policy.

Except for the matters specified under the above paragraphs, the company is not aware of any dispute or governmental, judicial and arbitration proceedings (including any proceedings of which the issuer is aware, or that are pending or threatened against it) that could have or have recently had a significant impact on the Group's financial position, earnings, assets, liabilities or profitability, during a period including at least the past twelve months.

18 Subsequent events

The Board of Directors of Alitalia (Compagnia Aerea Italiana), which took place on February 14, 2013, approved the implementation of a convertible shareholder loan amounting to €150 million. Air France-KLM will contribute in accordance with its 25% stake, i.e. €37.5 million.

5.9 Five-year results summary

Year ended 31	December 2012 12 months	December 2011 9 months	March 2011 12 months	March 2010 12 months	March 2009 12 months
1. Share capital at year end					
Share capital (In €)	300,219,278	300,219,278	300,219,278	2,551,863,863	2,551,863,863
Number of ordinary shares outstanding	300,219,278	300,219,278	300,219,278	300,219,278	300,219,278
Number of shares with a priority dividend	-	-	-	-	-
Maximum number of shares that may be created:					
♦ by bond conversion	77,070,585	78,617,176	78,617,611	78,619,501	22,609,143
♦ by exercise of subscription rights	-	-	-	-	-
2. Transactions and results for the year (In € thousand)					
Net revenues	-	-	-	-	-
Net income/(loss) before income tax, employee profit-sharing, net depreciation, amortization and provisions	(67,637)	(41,836)	(116,649)	(56,167)	105,885
Income tax	(4,947)	(3,938)	(3,712)	(5,601)	(6,767)
Employee profit-sharing for the year	-	-	-	-	-
Net income/(loss) after income tax, employee profit-sharing, net depreciation, amortization and provisions	(116,429)	(111,893)	(69,343)	(32,671)	62,639
Distributed net income	-	-	-	-	-
3. Per share data (In €)					
Net income/(loss) after income tax and employee profit-sharing but before net depreciation, amortization and provisions	(0.23)	(0.13)	(0.39)	(0.17)	0.37
Net income/(loss) after income tax, employee profit-sharing, net depreciation, amortization and provisions	(0.39)	(0.37)	(0.23)	(0.11)	0.21
Dividend per share	-	-	-	-	-
4. Employees					
Average number of employees during the year					
Total payroll costs					
Employee welfare contributions and similar charges (Social Security, employee organizations, etc.)					



5.10 Statutory Auditor's report on the financial statements

Year ended December 31, 2012

To the shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you, for the year ended December 31, 2012, on:

- ♦ the audit of the accompanying financial statements of Air France-KLM S.A.;
- ♦ the justification of our assessments;
- ♦ the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities, and of the financial position of the company as at December 31, 2012 and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

2 Justification of our assessments

The accounting estimates used in the preparation of the financial statements were made in a context of an economic downturn and a liquidity crisis raising certain difficulties to apprehend future economic perspectives. Such is the context in which we made our own assessments that we bring to your attention in accordance with

the requirements of Article L. 823-9 of the French commercial Code ("Code de commerce"):

- ♦ Note 1 to the financial statements outlines the accounting rules and methods relating to the recognition and measurement of long-term investments. As part of our assessment of the company's accounting policies, we verified the appropriateness of the aforementioned accounting methods and the information provided in Notes 7, 12 and 13 to the financial statements and satisfied ourselves as to their correct application;
- ♦ Notes 16 and 17 to the financial statements describes the nature of the anti-trust litigations to which Air France-KLM is exposed. Our work consisted in verifying that the information disclosed in these Notes was appropriate.

These assessments were made as part of our audit of the financial statements, taken as a whole and therefore contributed to the opinion we formed which is expressed in the first part of this report.

3 Specific verifications and information

We have also performed the specific verifications required by French law, in accordance with professional standards applicable in France.

We have no matters to report regarding the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French commercial Code ("Code de commerce") relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements and, when applicable, with the information obtained by your Company from companies controlling your Company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Paris-La Défense and Neuilly-sur-Seine, February 28, 2013

The Statutory Auditors

KPMG Audit
Division of KPMG S.A.

Valérie Besson
Partner

Michel Piette
Partner

Deloitte & Associés

Dominique Jumaucourt
Partner

This is a free translation into English of the Statutory Auditors' report on the financial statements issued in the French language and is provided solely for the convenience of English speaking user. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verifications of information given in the management report and in the document addressed to the shareholders. This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

5.11 Statutory Auditors' special report on regulated agreements and commitments

Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2012.

To the shareholders,

In our capacity as Statutory Auditors of your company, we hereby present to you our report on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (Code de commerce), to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux comptes) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements and commitments submitted to the approval of the shareholders' meeting

Agreements and commitments authorized during the year

Pursuant to Article L 225-40 of the French Commercial Code, we have been informed that the following agreements and commitments were previously authorized by your Board of Directors.

Agreement relating to the issuance by Air France-KLM of bonds

■ Director concerned:

Mutual executive directors to Air France-KLM, Société Air France and KLM (Mr de Juniac and Mr Hartman)

■ Nature, purpose and terms and conditions:

Pursuant to the authorization granted by your Board of Directors, in its meeting on October 30, 2012, Air France-KLM launched on

October 6, 2012, a five-year €500 million bond issue. To this effect, the Board of Directors approved the signature of:

- ◆ an agreement under the terms of which Société Air France and KLM jointly, unconditionally and irrevocably guarantee the payment of 60% and 40% respectively, of all monetary amounts due by Air France-KLM in relation to these bonds;
- ◆ a secondary agreement organizing the terms of remuneration paid by Air France-KLM to Société Air France and KLM in consideration for the grant of this guarantee;
- ◆ a secondary agreement organizing the terms and conditions of the credit facility granted by Air France-KLM to Société Air France and KLM;
- ◆ an underwriting agreement covering the aforementioned issue, between Air France-KLM, Société Air France, KLM and a banking syndicate.

During the year ended December 31, 2012, Société Air France and KLM did not invoice Air France-KLM in respect to the guaranteed commission, contractually the invoicing is scheduled to occur in December 2013. However, Air France-KLM recorded accrued expenses of €155,352 for Société Air France and €103,561 for KLM.

With regards to the collateral agreement for the credit facilities, Société Air France and KLM withdrew €135 million and €90 million respectively on December 20, 2012. No interest charges were invoiced to Société Air France and KLM in relation to this transaction, contractually the invoicing is scheduled to occur in January 2014. However, Air France-KLM recorded accrued interest income of €366,166 and €244,110 with Société Air France and KLM respectively.

Agreements and commitments previously approved by the Shareholders' Meeting

Agreements and commitments approved in prior years which remained current during the year

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements and commitments, previously approved by Shareholders' Meetings of prior years, have remained current during the year.

a) Agreement relating to the issuance by Air France-KLM of bonds convertible and/or exchangeable for new or existing Air France-KLM shares

Pursuant to the authorization granted by your Board of Directors, in its meeting on June 17, 2009, Air France-KLM launched on June 18, 2009, an issuance of bonds convertible and/or exchangeable for new or existing Air France-KLM shares (OCÉANES) for a nominal amount of €.661 million, maturing on April 1, 2015.



To this effect, the Board of Directors approved the signature of:

- ♦ an agreement under the terms of which Société Air France and KLM jointly, unconditionally and irrevocably guarantee the payment of all monetary amounts due by Air France-KLM in respect of these bonds;
- ♦ a secondary agreement organizing the terms of remuneration paid by Air France-KLM to Société Air France and KLM in consideration for the grant of this guarantee;
- ♦ a secondary agreement organizing the terms and conditions of the credit facility granted by Air France-KLM to Société Air France and KLM;
- ♦ an underwriting agreement covering the aforementioned issue, between Air France-KLM, Société Air France, KLM and a banking syndicate.

During the financial year ended December 31, 2012, Société Air France invoiced your Company €6,153,994 in regards to the guaranteed commission.

With regards to the collateral agreement for the credit facilities, Société Air France withdrew €250 million in December 2011. This amount was repaid in May 2012, for an amount of €100 million and June 2012, for an amount of €150 million. During the financial year ended December 31, 2012, Air France-KLM invoiced Société Air France interest in the amount of €2,459,451.39, with regards to the collateral agreement.

b) Agreement relating to the issuance by Air France-KLM of bonds

Pursuant to the authorization granted by your Board of Directors, in its meeting on September 24, 2009, Air France-KLM launched on October 14, 2009, a seven-year €.700 million bond issue.

To this effect, the Board of Directors approved the signature of:

- ♦ an agreement under the terms of which Société Air France and KLM severally, unconditionally and irrevocably guarantee the payment of half of all monetary amounts due by Air France-KLM in respect of these bonds;
- ♦ a secondary agreement organizing the terms of remuneration paid by Air France-KLM to Société Air France and KLM in consideration for the grant of this guarantee;
- ♦ a secondary agreement organizing the terms and conditions of the credit facility granted by Air France-KLM to Société Air France and KLM;

- ♦ an underwriting agreement covering the aforementioned issue, between Air France-KLM, Société Air France, KLM and a banking syndicate.

During the financial year ended December 31, 2012, Société Air France invoiced your Company €3,713,165 in regards to the guaranteed commission.

c) Agreement between Air France-KLM and Société Air France (Aéroports de Paris guarantee)

On November 21, 2007, your Board of Directors authorized an agreement under which Société Air France agreed to compensate Air France-KLM for guaranteeing rental payments granted by the latter to Aéroport de Paris for the benefit of Société Air France.

On November 19, 2008, your Board of Directors renewed the authorization of this agreement which was agreed on March 30, 2009.

For the financial year December 31, 2012, Air France-KLM recorded accrued income of €50,860 with Société Air France, which is scheduled be invoiced in 2013.

d) Agreement entered into by Air France-KLM and Société Air France with respect to the issuance by Air France of bonds convertible and/or exchangeable for new or existing Air France-KLM shares

Air France-KLM and its subsidiary Société Air France entered into an agreement in 2005 for the purpose of organizing the financial and legal relations between the two companies with respect to the issuance by Société Air France of bonds convertible and/or exchangeable for new or existing Air France-KLM shares.

The terms of this agreement stipulate:

- ♦ the remuneration paid by Société Air France to Air France-KLM in consideration for the option granted to bondholders to request the conversion of their bonds into Air France-KLM shares;
- ♦ should this option be exercised by a bondholder, the conditions in which Air France-KLM shall hand over new or existing shares (or a combination of both), and deliver to the centralizing agent the corresponding number of shares;
- ♦ the terms and conditions covering the payment by Société Air France to Air France-KLM of the amount corresponding to the value of the bonds that are to be converted or exchanged.



This agreement was authorized by your Board of Directors on April 13, 2005.

For the financial year ended December 31, 2012, Air France-KLM invoiced Société Air France for an amount of €1,600,888.97 and recorded additional accrued income of €4,536,792 with Société Air France, which is scheduled to be invoiced in 2013.

e) Trademark licensing agreement between Air France-KLM and Société Air France

Air France-KLM and its subsidiary Société Air France entered into a licensing agreement for the "Air France-KLM" trademark.

This agreement was authorized by your Board of Directors on September 1, 2005.

During the financial year ended December 31, 2012, your Company invoiced Société Air France for an amount of €11,260,883 with respect to this agreement.

Paris-La Défense and Neuilly-sur-Seine, February 28, 2013

The Statutory Auditors

KPMG Audit

Division of KPMG S.A.

Valérie Besson
Partner

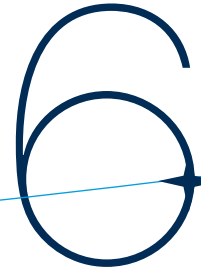
Michel Piette
Partner

Deloitte & Associés

Dominique Jumaucourt
Partner

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments with third parties that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

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Other information

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6.1 History

Two companies born on the same day

October 7, 1919

KLM, Koninklijke Luchtvaartmaatschappij, is founded, Royal Dutch Airline for the Netherlands and its colonies.

October 7, 1933

Air France is born from the combination of five French airlines (Air Union, Air Orient, Société Générale de Transport Aérien (SGTA), CIDNA and Aéropostale).

Air France and KLM jointly operate the Amsterdam-Rotterdam-Paris route within the framework of a commercial agreement.

1934

First KLM trans-Atlantic flight from Amsterdam to Curaçao in a Fokker F-XVIII Snip.

Air transportation and the two companies take off

1945-46

Air France is nationalized.

KLM flights, interrupted by the war, resume service.

Introduction of scheduled flights to New York in DC-4s, from Paris with Air France and from Amsterdam with KLM. At this time, the flight takes nearly 24 hours.

Air France and KLM are equipped with Constellations and engage in mutual assistance.

1958

Air France and KLM inaugurate the polar route, flying from Paris and Amsterdam to Tokyo via the North Pole.

1959-60

Arrival of the jet era: Air France brings the first Caravelles and Boeing 707s into service, reducing the duration of the Paris-New

York flight to eight hours. KLM brings its first Douglas DC-8 aircraft into service.

1961

Air France bases its operations and maintenance at Orly Sud.

1967

First KLM flight takes off from the new Schiphol airport.

1970-71

The Boeing B747 is first used on long-haul routes by Air France in 1970 and by KLM in 1971.

1974-82

Air France operations move, in 1974, to the new Terminal 1 at Roissy-Charles de Gaulle, then to CDG 2 in 1982.

1976

The supersonic airplane, Concorde, is brought into service, first on the Paris-Rio, Paris-Caracas and Paris-Washington routes then, in 1977, on Paris-New York, connecting the two cities in 3 hours 45 minutes.

Development of the two majors

1989

Conclusion of an alliance, the first in the history of air transportation, between KLM and the US company Northwest Airlines.

1990

Air France acquires UTA (*Union des Transports Aériens*), founded in 1963.

1991

KLM founds a regional company, KLM Cityhopper, by merging NLM Cityhopper and Netherlines, and reinforces its shareholding in Transavia from 40% to 80%.



1992

Air France and UTA merge, giving Air France a 72% stake in Air Inter after combining its own shareholding in that company with that of UTA.

KLM establishes the first European medium-haul/long-haul transfer platform at Schiphol airport.

First Open Sky agreement between the Netherlands and the United States.

1993

All KLM and Northwest Airlines flights between Europe and the United States are operated within a joint-venture.

1996

Air Inter becomes Air France Europe.

Establishment of Air France's medium-haul/long-haul transfer platform at Roissy-Charles de Gaulle.

1997

Air France Europe is merged with Air France.

1999

Air France is listed for trading on the Monthly Settlement Market of the Paris Stock Exchange for the first time on February 22, 1999.

2000

Air France, Aeromexico, Delta Airlines and Korean Air found the SkyTeam and SkyTeam Cargo alliances.

Creation of the Air France regional division following the acquisition of Régional Airlines, Flandre Air, Proteus, Brit Air and CityJet.

2001

Open Sky agreement signed between France and the United States.

Alitalia and CSA Czech Airlines join SkyTeam.

2002

SkyTeam is the only alliance in the world to benefit from antitrust immunity on its trans-Atlantic and trans-Pacific routes.

Creation of Air France-KLM, the leading European air transport group

2003

September 30: Air France and KLM announce their intention to merge through a public exchange offer.

2004

April 5: Air France launches its public exchange offer for KLM shares.

May 5: Air France-KLM shares are listed for trading on the Euronext Paris and Amsterdam markets as well as on the New York Stock Exchange.

May 6: Privatization of Air France with the transfer of the majority of its shares to the private sector involving the dilution of the French State's shareholding.

September 15: Finalization of the Group's organizational structure with the creation of the Air France-KLM holding company, regrouping the two airline subsidiaries, Air France and KLM.

KLM and its US partners Northwest Airlines and Continental join the SkyTeam alliance.

December 9: The French State reduces its shareholding from 44% to 23% by selling shares in the market.

2005-06

The French State reduces its shareholding in Air France-KLM from 23% to 18.6% by selling shares within the framework of the share offer reserved to Air France employees.

2006-07

Signature of the Open Skies agreement between Europe and the United States to come into force in March 2008.

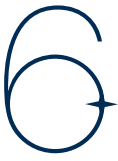
2007-08

Air France-KLM is delisted from the New York Stock Exchange and trading in its ADR program transfers to the OTC Market (OTCQX).

2008-09

The US Department of Transportation grants Air France, KLM, Delta and Northwest anti-trust immunity with the obligation to establish a single trans-Atlantic joint-venture between these four airlines before the end of 2009.

Air France-KLM acquires a 25% equity interest in Alitalia.



Other information

History

2009-10

On June 1, the Group suffers the tragic loss of Air France flight AF447 over the Atlantic between Rio de Janeiro and Paris with 216 passengers and 12 crew members on board.

In April, Air France, KLM and Delta implement the joint-venture on the North Atlantic joined, in July 2010, by Alitalia.

2010-11

In April 2010, the eruption of the Icelandic volcano leads to the shut-down of the European air space, grounding most European airlines for a period averaging six days.

SkyTeam is strengthened by the announcement that the Taiwanese carrier China Airlines, Aerolineas Argentinas, Garuda Indonesia, Saudi Arabian Airlines and Middle-East Airlines all plan to join the alliance.

The political crises in the Middle East and Africa, together with the earthquake followed by a tsunami in Japan weigh significantly on the Group's activity to and from these regions where it has a strong commercial presence.

2011

Change in governance with the reunification of the functions of Chairman and Chief Executive Officer at the level of both the Air France-KLM holding company and Air France.

2012

Launch of the Transform 2015 plan targeting a €2 billion reduction in net debt between 2011 and 2014, the restoration of the Group's competitiveness and the restructuring of the short- and medium-haul network.

During 2012, the Group renegotiates revised working conditions with the signature of new collective labor agreements, establishes action plans for each of its businesses and defines new governance.



6.2 General information

Corporate name

Air France-KLM

Registered office

2, rue Robert-Esnault-Pelterie, 75007 Paris

Mailing address

Immeuble Altaï
10-14 rue de Rome
93290 Tremblay-en-France

Legal status

French public company (*société anonyme*) with a Board of Directors

Legislation

French law.

Air France-KLM is governed by the French Commercial Code and the provisions of the Civil Aviation Code as amended by the law of April 9, 2003, relating to air transport companies and notably Air France. The law of April 9, 2003 introduced a provision in the Civil Aviation Code designed to safeguard the nationality of air transport companies whose shares are listed for trading on a regulated market.

Incorporation and expiry dates

Incorporated on: April 23, 1947.

Due to expire on: July 3, 2045 barring early liquidation or extension.

Corporate purpose (Article 2 of the bylaws)

The primary purpose of Air France-KLM is to hold direct or indirect interests in the capital of air transport companies and, more generally, in any companies in France or elsewhere whose purpose is related to the air transport business.

Trade register

Paris Trade and Company Register: 552,043,002

APE Code: 6420Z

Consultation of legal documents

The legal and corporate documents relating to Air France-KLM may be consulted at the company's head office situated at 45, rue de Paris, 95747 Roissy-CDG Cedex.

Financial year

The financial year begins on January 1 and ends on December 31.

Appropriation of income

After approving the financial statements and taking due note of the income available for distribution, the shareholders vote in the General Shareholders' Meeting on the total or partial distribution of such income (with, in the latter case, the appropriation of the undistributed balance to one or more reserve accounts), or the appropriation of all distributable income to one or more reserve accounts.

Relations between Air France-KLM and its subsidiaries

Air France-KLM and its subsidiaries Air France and KLM have signed agreements whose aim is to define the conditions under which Air France and KLM, at the request of Air France-KLM, will provide technical and administrative support services to Air France-KLM. These accounting, administrative, legal, financial and IT services are invoiced at cost price. These agreements were approved by previous Shareholders' Meetings (See also Section 1 – Corporate Governance, page 27 and Section 5 – Statutory Auditors' special report on regulated agreements and commitments, page 262).



Other information

Information relating to the share capital

6.3 Information relating to the share capital

6.3.1 Share capital

At December 31, 2012, the share capital of Air France-KLM comprised 300,219,278 fully paid-up shares with a nominal value of one euro, held in registered or bearer form according to shareholder preference. Each share has one voting right attached and there are no specific rights attached to the shares. There are no securities not representing the share capital.

Evolution of the share capital over the last three financial years

The evolution of the share capital over the last three financial years is as follows:

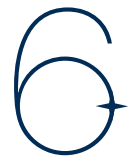
Financial year ended	Total capital (in €)	Number of shares
March 31, 2011	300,219,278	300,219,278
December 31, 2011	300,219,278	300,219,278
December 31, 2012	300,219,278	300,219,278

Authorizations to increase the capital

The Combined Ordinary and Extraordinary Shareholders' Meeting of July 7, 2011 authorized the Board of Directors, for a period of 26 months from the date of the Meeting, to issue shares and/or other securities conferring immediate or future rights to Air France-KLM's capital. At December 31, 2012, the company had not used these authorizations. On March 18, 2013, the Board of Directors decided to make use of the delegation of authority granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of July 7, 2011 in its ninth resolution. Pursuant to this delegation, the Board of Directors

decided to proceed, without preferential subscription rights but with a priority subscription period, with a public offering of 53.4 million bonds convertible and/or exchangeable for new and/or existing Air France-KLM shares for a total nominal amount of €550 million. The bonds will confer the right to one new and/or existing Air France-KLM share per bond, subject to any future adjustments. The increase in the share capital resulting from the possible conversion of the bonds into the Company's ordinary shares will be charged against the €75 million maximum foreseen by the aforementioned resolution.

Nature of the operation	Maximum amount of issuance	Balance available at December 31, 2012
Capital increase via the issue of shares and other securities conferring rights to the capital with preferential subscription rights	€120 million	€120 million
Capital increase via the issue of shares or other securities conferring rights to the capital without preferential subscription rights but with an obligatory priority subscription period	€75 million	€75 million
Capital increase via the issue of shares or other securities conferring rights to the capital without preferential subscription rights but with an optional priority subscription period. This authorization is limited to issuance by the company or one of its subsidiaries of securities conferring rights to the share capital and issuance of shares within the framework of public exchange offers	€45 million	€45 million
Issue of bonds or other related securities conferring rights to the capital with and without preferential subscription rights	€1 billion	€1 billion
Capital increase through capitalization of reserves and/or additional paid-in capital	€120 million	€120 million
Capital increase reserved for members of a company or Group savings scheme	3% of the capital at the time of each issue	3% of the capital at the time of each issue



6.3.2 Securities conferring entitlement to shares

Bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCÉANEs) 2.75% 2020

In April 2005, Air France issued 21,951,219 bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCÉANEs), with a 15-year maturity, for a total amount of €450 million. These bonds have a nominal unit value of €20.50 and mature on April 1, 2020. The annual coupon is 2.75% paid annually in arrears on April 1. The conversion period for these bonds runs from June 1, 2005 to March 23, 2020.

Further to the payment of dividends from the *other reserves* account in respect of the financial year ended March 31, 2006, and in order to maintain the rights of bond holders, an adjustment was made pursuant to the stipulations of the OCÉANE 2.75% 2005-20 issue contract. The allocation ratio for holders of bonds convertible and/or exchangeable into Air France-KLM new or existing shares was thus changed to 1.03 shares for each 2.75% 2005-20 bond.

On December 6, 2011, Air France signed a swap agreement with Natixis for a period of four years. To cover this agreement, between December 7 and December 13, 2011, Natixis acquired 18,692,474 OCÉANEs, i.e. some 85.16% of the initial issue, enabling Air France to defer, until April 2016 at the earliest, the €383.2 million repayment. Of the 3,258,150 OCÉANEs not having been tendered to Natixis within the framework of the transaction, 1,501,475 were the subject of a €31.6 million reimbursement.

The number of convertible bonds remaining outstanding as of December 31, 2012 stood at 20,449,146 after the conversion of three bonds during 2012.

Bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCÉANEs) 4.97% 2015

In June 2009, Air France-KLM issued 56,016,949 bonds convertible and/or exchangeable into Air France-KLM new or existing shares (OCÉANEs) for a total of €661 million. These bonds have a nominal unit value of €11.80, a conversion/exchange ratio of one share for one bond and mature on April 1, 2015. The annual coupon is 4.97% paid annually in arrears on April 1. At December 31, 2012, 8,984 bonds had been converted into existing shares, of which 68 during 2012, reducing the outstanding number of bonds to 56,007,965.

6.3.3 Authorization to buy back Air France-KLM's own shares

Every year, the Air France-KLM Board of Directors asks the Shareholders' Meeting for authorization to trade in the company's own shares subject to a number of conditions.

The aims of the buyback program are to stimulate trading activity in the secondary market or stock liquidity within the framework of the liquidity agreement signed with Rothschild & Cie Banque, the delivery of these shares to satisfy rights attached to securities, the sale of the shares to the Group's employees or senior executives and, lastly, the retention and future allocation of these shares in an exchange or in payment for an acquisition.

On March 1, 2012, given the trading activity in the secondary market and the good stock liquidity, Air France-KLM suspended its buyback contract authorized by the Shareholders' Meeting of July 7, 2011. Were the market trading conditions or stock liquidity to require this, the company could re-launch the share buyback program under the conditions approved by the Ordinary Shareholders' Meeting of May 31, 2012, i.e. up to a maximum of 5% of the share capital for a period of eighteen months at a maximum purchase price of €15 and, as of May 17, 2013, under the conditions authorized by the Shareholders' Meeting of May 16, 2013.

As a result, between January 1 and March 1, 2012, pursuant to the program authorized by the Shareholders' Meeting of July 7, 2011, the company purchased 100,000 shares at an average price of €3.85 and sold 1,550,000 shares at an average price of €5.04. Since March 1, 2012, the Group has neither purchased nor sold Air France-KLM shares within the framework of these authorizations.

At December 31, 2012, Air France-KLM held 4,189,405 of its own shares, i.e. 1.4% of the share capital, including 1,116,420 shares held by KLM in respect of its various stock option plans. The valuation of the portfolio stood at €29.3 million at December 31, 2012.



Other information

Information relating to the share capital

Transactions realized between January 1 and December 31, 2012 by purpose

	Liquidity agreement	Shares held for future allocation	Total
Number of shares at December 31, 2011	1,450,000	2,958,876	4,408,876
Shares purchased			
Number of shares	100,000	-	100,000
Average purchase price (In €)	3.854	-	3.854
Use			
Number of shares	1,550,000	72	1,550,000
Average sale price (In €)	5.049	5.052	5.049
Number of shares at December 31, 2012	-	2,958,804	2,958,804

6.3.4 Shareholder structure

Changes in the shareholder structure

Financial year ended	% of share capital			% of voting rights		
	December 31, 2012	December 31, 2011	March 31, 2011	December 31, 2012	December 31, 2011	March 31, 2011
Number of shares and voting rights	300,219,278	300,219,278	300,219,278	296,029,873	294,579,801	295,669,366
French State	15.9	15.8	15.7	16.1	16.1	16.0
Employees						
♦ Of which FCPE	7.6	7.7	7.8	7.7	7.8	7.9
♦ Of which held directly	1.9	1.9	2.0	2.0	2.0	2.0
Treasury stock	1.4	1.9	1.4	-	-	-
Others	73.1	72.6	73.1	74.2	74.0	74.0

The number of shares has not changed since March 31, 2011.

Shareholder analysis

Pursuant to the obligation for air transport companies to monitor and control their shareholders, Air France-KLM has implemented a procedure for their identification on a quarterly basis.

The TPI (identifiable bearer shares) analysis as at December 31, 2012, was carried out on the basis of the following thresholds: intermediaries holding a minimum of 200,000 shares and shareholders holding a minimum of 100 shares. Including the registered shares, the holders

of 97.7% of the capital were identified and 96,835 shareholders listed including 81,999 individual shareholders. Based on the TPI analysis of December 31, 2012, restated pursuant to Article 14 of the bylaws which defines French nationality, Air France-KLM is more than 50% held by French shareholders and, consequently, the conditions for the exercise of Air France's traffic rights are met. The conditions for the exercise of KLM's traffic rights are also met with the majority of the company's voting rights being held by shareholders and foundations subject to Dutch law.



Financial year ended	Number of shares			% of the share capital		
	December 31, 2012	December 31, 2011	March 31, 2011	December 31, 2012	December 31, 2011	March 31, 2011
French State	47,665,899	47,563,745	47,247,967	15.9	15.8	15.7
Employees	28,698,231	29,178,372	29,570,185	9.6	9.7	9.8
♦ Of which FCPE	22,856,906	23,194,020	23,502,602	7.6	7.7	7.8
♦ Of which directly held	5,841,325	5,984,352	6,067,583	2.0	2.0	2.0
Individuals	53,379,067	64,594,419	45,603,974	17.7	21.5	15.2
Resident institutions	55,182,528	68,363,254	73,419,348	18.4	22.8	24.5
Non-resident institutions	115,293,553	90,519,488	104,377,804	38.4	30.2	34.8

At December 31, 2012, Air France-KLM was 61.6% owned by French interests (69.8% at December 31, 2011) and more than 75% by European institutions (as at December 31, 2011). The principal European countries are the United Kingdom (5.9%), the Netherlands

(3.5%), Germany (1.6%), Norway (1.2%) and Switzerland (0.9%). North American institutions hold 14.5% of the share capital (11.6% at December 31, 2011) of which 15.3 million in ADR form (13.2 million at December 31, 2011).

Shareholder pacts

Air France-KLM is not aware of the existence of any shareholder pacts or agreements whose implementation could lead to a change of control.

Dividend policy

Over the last three financial years, Air France-KLM made no dividend distributions.

Financial year	Earnings per share (in €)	Dividend paid (in €)
2009-10	(5.30)	-
2010-11	2.08	-
2011 (12 months to December 31)	(2.73)	-

The Group's objective is to have a sustained dividend policy, subject to the growth in net income excluding exceptional items. The dividend is paid on the fifth trading day after the General Shareholders' Meeting approving the dividend.

Given the difficult economic environment in recent years, the Board of Directors decided not to propose a dividend payment in respect of the last three financial years. For the 2012 financial year, the Board of Directors also opted not to propose a dividend payment.

6.3.5 A regular dialogue with individual shareholders and investors

The Air France-KLM group keeps the market informed on its activity through monthly traffic figures and quarterly updates on the trend in its results and strategic orientations. While the Group adapts its communication to the profile of its shareholders and investors, all the information is available on the financial website www.airfranceklm-finance.com in both French and English.

Relations with investors

The Investor Relations Department maintains a regular dialogue with financial analysts and institutional investors. In addition to conference calls and information meetings scheduled to coincide with results announcements, the Group's management remains in regular contact with financial analysts and institutional investors through road-shows

and transport conferences in Europe and the United States. The Investor Day is also an opportunity for the latter to meet the Group's operational management.

Relations with individual shareholders

The department dedicated to relations with individual shareholders has a pro-active approach towards engaging with private shareholders. Each quarter, a financial notice on the results is published in a wide range of press and internet-based media in France. Every three months, the ACTION'air newsletter, containing information on the Group's business activity and current issues, is sent by email or mail to the 6,000 members of the Shareholders' Club. This newsletter is also available in French and English on the website.



Other information

Information relating to the share capital

The Group regularly participates, in partnership with the business press, in information meetings exclusively for individual shareholders in the French regions. These are an opportunity for the Group to update them on its strategy, results and issues in the airline sector and to address shareholder concerns. During the last twelve months, the Group thus met with its shareholders based in Lille, Bordeaux and Nice. Site visits are also organized for members of the Shareholders' Club.

The Shareholder Relations Department can be reached by email at mail.actionnaires@airfranceklm.com.

Lastly, the Individual Shareholders' Committee (ISC), established in 2000, constitutes a forum for discussion and proposing ideas on Air France-KLM communication aimed at individual shareholders. Comprising 12 members, the committee meets five times a year including one meeting devoted to planning the Shareholders' Meeting.

6.3.6 Legal and statutory investment thresholds

Pursuant to the option provided in Article L. 233-7 of the French Commercial Code, Article 13 of the Air France-KLM bylaws stipulates that any private individual or corporate body, acting alone or in concert, acquiring directly or indirectly at least 0.5% of Air France-KLM's capital or voting rights or any multiple thereof, must notify Air France-KLM by registered mail with acknowledgement of receipt within 15 days of the date on which the threshold is exceeded.

Notice must be given under the same conditions each time a further 0.5% of the capital or voting rights is acquired or disposed up to 50%.

In the event of failure to comply with this notification obligation and at the request of one or more shareholders holding at least 0.5% of the capital or voting rights, the shares exceeding the reporting thresholds will be stripped of their voting rights at all Shareholders' Meetings for a period of two years following compliance with notification procedures.

Furthermore, any shareholder (whether acting alone or in concert) acquiring more than 2% of Air France-KLM's share capital or voting rights is required to transfer these securities to registered form within 15 days of the date on which the threshold is exceeded (Extraordinary Shareholders' Meeting of September 25, 1998).

The aforementioned obligations under the bylaws do not replace the legal obligation to inform Air France-KLM and the French securities regulator, the *Autorité des marchés financiers* (AMF), no later than four trading days after the capital and voting right thresholds stipulated by law are exceeded.

Furthermore, if the 10%, 15%, 20% and 25% capital and voting right thresholds are exceeded, the shareholder must notify Air France-KLM and the AMF within five stock market trading days of its intentions for the next six months. This notification is subject to the conditions and sanctions set forth in Article L. 233-14 of the French Commercial Code.

Based on the latest declarations, the following shareholders hold at least 0.5% of Air France-KLM's share capital.

Shareholders	Declaration date	Number of shares	% of the share capital	Increase or reduction
Amundi Asset Management	October 10, 2012	3,091,236	1.03	I
AXA IM	January 10, 2013	1,701,826	0.56	I
BNP Paribas AM	October 1, 2012	2,221,708	0.74	I
BNP Paribas Assurances	December 19, 2012	1,005,373	0.33	R
Capital Research & Mgt	December 31, 2012	8,160,720	2.72	-
Crédit Suisse	November 26, 2012	3,226,243	1.07	I
Dimensional Fund Advisors	September 15, 2012	4,889,810	1.63	I
DNCA	October 11, 2012	4,959,000	1.63	I
Donald Smith	December 31, 2012	12,727,091	4.24	I
Groupama AM	June 7, 2012	399,692	0.13	R
HSBC AM	November 30, 2012	2,872,519	0.95	I
HSBC Holding	November 30, 2012	464,876	0.15	R
Natixis Asset Management	September 11, 2012	1,294,244	0.43	R
Norges Bank Investment Management	September 5, 2011	3,055,759	1.02	I
Prigest	November 15, 2012	1,000,000	0.33	R
UBS Londres	January 3, 2013	3,259,705	1.08	R



6.3.7 Identification of shareholders and statutory provisions concerning shareholders

Identification of holders of bearer shares

The Shareholders' Meeting of September 25, 1998 authorized Air France-KLM to make use of the legal provisions concerning the identification of holders of securities conferring immediate or future entitlements to vote at Shareholders' Meetings. Pursuant to Articles L. 6411-2 to 5 and L. 6411-8 of the Code of Transport, as amended by the French law of April 9, 2003, listed French air transport companies are authorized to include a provision in their bylaws allowing them to monitor and control their shareholders and to require certain shareholders to sell all or part of their interests in the event of a risk relating to their nationality. This is because, over time, changes in the shareholder structure of an air transport company whose shares are listed for trading on a regulated market could jeopardize its operating license as an EU air transport carrier, the retention thereof being conditional on EU interests holding a majority of the shares and maintaining effective control, or the traffic rights held by the company as a French air transport company, pursuant to bilateral international agreements concluded between France and other States outside the European Union.

Identification and monitoring of shareholders

Articles 9 and following of the Air France-KLM bylaws set the conditions under which the Board of Directors can or must decide either to reduce the 2% threshold (the current threshold) above which shares must be held in registered form to 10,000 shares, or to require all shares in Air France-KLM to be held in registered form. Thus, when

the 40% share capital or voting right threshold has been passed by non-French shareholders, the Board of Directors can decide to reduce this 2% threshold to 10,000 shares.

Air France-KLM publishes a notice informing the shareholders and the public that non-French shareholders as defined by Article 14 of the bylaws own, directly or indirectly, 45% of Air France-KLM's share capital or voting rights. If it appears that non-French shareholders as defined by Article 14 of the bylaws represent, directly or indirectly, more than 45% of Air France-KLM's capital or voting rights on a long-term basis, the Board of Directors must decide to make it mandatory for all Air France-KLM shares to be held in registered form.

Article 10 of the Air France-KLM bylaws specifies the information that must be provided to Air France-KLM by shareholders, whether they are private individuals or corporate bodies, subject to the obligation to hold their shares in registered form. This information includes the nationality of the shareholder. Article 11 of the bylaws specifies the conditions under which the Board of Directors may exercise its right to approve new shareholders.

Formal notice to sell and mandatory sale of shares

Article 15 of the Air France-KLM bylaws stipulates the information that Air France-KLM must publish and circulate to inform the public that over 45% of the capital or voting rights is held by shareholders who are not of French nationality. Based on this threshold, Air France-KLM will be entitled to launch procedures requiring the sale of shares in order to safeguard its nationality. Articles 15 and 16, respectively, concern formal notices to sell and the mandatory sale of shares held in breach of regulations pursuant to the Civil Aviation Code. The terms for setting the sale price (market price) are foreseen by this same Code.



Other information

Information on trading in the stock

6.4 Information on trading in the stock

6.4.1 Air France-KLM in the stock market

Air France-KLM is listed for trading on the Paris and Amsterdam Stock Markets (Euronext Paris and Amsterdam) under the ISIN Code FR0000031122. It is a CACmid60 component.

Since February 2008, Air France-KLM's ADR program (American Depositary Receipt) has been traded on the OTC Market (OTCQX) under the ticker AFLYY.

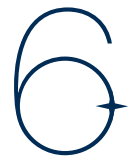
The Reuters Code for the stock is AIRF.PA or AIRF.AS and the Bloomberg Code AF PA.

The OCÉANE 2.75% 2020 is listed for trading under the ISIN Code FR0010185975 and the OCÉANE 4.97% 2015 is listed for trading under the ISIN Code FR0010771766 on Euronext Paris.

6.4.2 Stock market performance

As a cyclical stock positioned in an extremely volatile market under the influence of the crisis in the euro zone in particular, the Air France-KLM share price declined by 5% during the 2012 first half and increased by 87% in the second half, resulting in an overall rise of 76% for 2012 compared with a 15% increase in the CAC 40. During the first two months of 2013, the Air France-KLM stock gained 16% (+2% for the CAC 40).

	2012	2011	2010
Share price high (ln €)	7.596	15.300	14.600
Share price low (ln €)	3.011	3.414	8.610
Number of shares in circulation	300,219,278	300,219,278	300,219,278
Market capitalization at December 31 (ln €bn)	2.1	1.2	4.1



6.4.3 Transactions in Air France-KLM shares in the past eighteen months

Air France-KLM share

Euronext Paris Shares	Trading days	Average price (In €)	Trading range (In €)		Volume	Amount (In €m)
			High	Low		
2011						
September	22	5.878	6.940	5.017	104,092,592	616.8
October	21	5.457	6.098	4.707	96,505,602	523.3
November	22	4.409	5.490	3.414	107,598,289	465.1
December	21	4.077	4.577	3.800	63,767,366	273.8
2012						
January	22	4.466	5.189	3.791	92,703,474	413.9
February	21	4.801	5.358	4.250	83,030,131	396.7
March	22	4.352	4.638	4.062	90,870,678	401.9
April	19	3.701	4.316	3.250	81,525,630	305.2
May	22	3.542	3.824	3.340	66,306,917	235.1
June	21	3.398	3.800	3.011	100,797,934	345.6
July	22	3.970	4.618	3.580	101,083,558	410.0
August	23	4.233	4.545	3.965	61,438,391	260.8
September	20	4.580	5.180	3.970	89,851,538	420.0
October	23	5.640	6.500	5.050	112,867,465	646.3
November	22	6.952	7.596	6.324	115,719,138	803.8
December	19	7.145	7.315	6.875	53,647,051	375.3
2013						
January	22	8.093	8.950	7.113	90,401,600	732.2
February	20	8.197	8.755	7.503	76,965,851	625.6

Source: NYSE Euronext.



Other information

Information on trading in the stock

Bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCÉANES) 2.75% 2020

	Trading days	Average price (In €)	Trading range (In €)		Volume
			High	Low	
2011					
September	22	20.500	20.500	20.500	99
October	21	20.500	20.600	20.400	1,080
November	22	20.470	20.470	20.470	50
December	21	20.791	21.000	19.800	460,572
2012					
January	22	19.800	19.800	19.800	820
February	21	-	-	-	-
March	22	-	-	-	-
April	19	-	-	-	-
May	22	19.760	19.760	19.760	2,000
June	21	-	-	-	-
July	22	-	-	-	-
August	23	-	-	-	-
September	20	-	-	-	-
October	23	-	-	-	-
November	22	-	-	-	-
December	19	-	-	-	-
2013					
January	22	-	-	-	-
February	20	19.000	19.000	19.000	75

Source: Market Map.



**Bonds convertible and/or exchangeable into new or existing Air France-KLM shares (OCÉANE)
4.97% 2015**

	Trading days	Average price (In €)	Trading range (In €)		Volume
			High	Low	
2011					
September	22	11.701	12.400	11.400	38,220
October	21	11.419	11.790	11.000	65,072
November	22	11.098	11.890	10.000	42,261
December	21	10.858	11.490	10.450	69,798
2012					
January	22	10.794	11.290	10.420	170,827
February	21	11.447	11.900	11.060	128,942
March	22	11.855	12.180	11.550	101,457
April	19	10.768	11.580	10.520	107,253
May	22	10.857	11.550	10.600	62,127
June	21	10.791	11.100	10.600	54,797
July	22	11.026	11.500	10.890	95,076
August	23	11.721	12.000	11.250	126,083
September	20	11.895	12.000	11.750	64,041
October	23	11.995	12.710	11.850	169,627
November	22	12.406	12.650	12.000	191,937
December	19	12.700	13.000	12.380	115,393
2013					
January	22	12.858	13.140	12.500	87,313
February	20	12.805	13.000	12.660	46,302

Source: Market Map.



Other information

Information on the agreements concluded in connection with the business combination between Air France and KLM

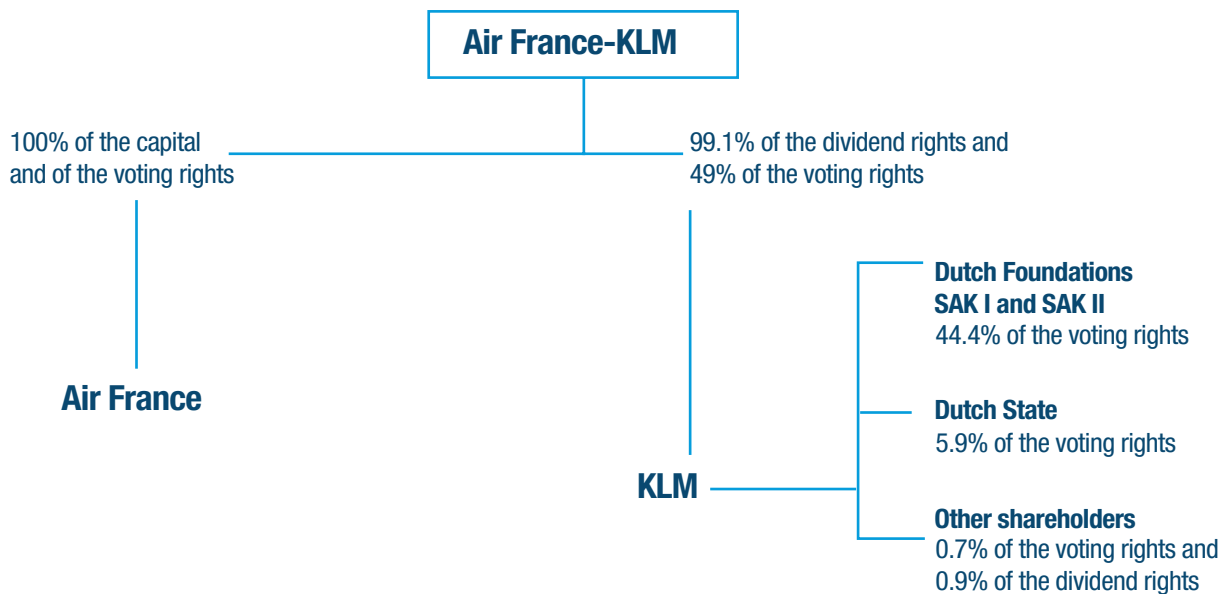
6.5 Information on the agreements concluded in connection with the business combination between Air France and KLM

In connection with the agreements concluded between Air France and KLM for the creation of the Air France-KLM holding company, various agreements were concluded with KLM's existing shareholders on the date on which the global agreement between Air France and KLM was signed.

6.5.1 Agreements relating to the KLM shareholding structure

At December 31, 2012, Air France-KLM held 93.4% of the economic rights and 49% of the voting rights, the Dutch foundations 44.4% of the voting rights and the minorities 0.7% of the voting rights and 0.9%

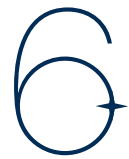
of the dividend rights of KLM. Air France-KLM is entitled to 99.1% of any dividend paid on KLM's ordinary shares.



KLM set up two Dutch foundations, SAK I and SAK II, to handle the administration of KLM shares transferred as part of the business combination operations together with the KLM shares acquired by Air France-KLM. SAK I and SAK II are each managed by Boards of Directors comprised of three members. One member is appointed by Air France-KLM, one by KLM and the third, acting as Chairman, is appointed by the first two. The majority of the members of the Boards of Directors of each of the foundations, including the Chairman, must be Dutch nationals and reside in the Netherlands. Board decisions are taken unanimously. In return for the shares transferred to SAK I and SAK II, Air France-KLM received share certificates enabling it to benefit from all the economic rights associated with the underlying shares. SAK I and SAK II, however, retain the voting rights attached

to these shares. These voting rights are exercised by the members of the SAK I and SAK II Boards of Directors in accordance with the corporate governance principles defined in the agreements for the combination between KLM and Air France, in the best interests of KLM, Air France-KLM and its shareholders.

Initially established for a three-year period, further to an agreement of April 2, 2007 between Air France-KLM and KLM, the two foundations SAK I and SAK II were maintained for an unspecified period with the same purpose. However, this agreement stipulates that Air France-KLM may, at any time after May 6, 2007, end this administered shareholding structure for the KLM shares held by SAK I and SAK II and proceed to consolidate the economic rights and voting rights on the shares.



6.5.2 Agreements with the Dutch State

In order to allow the combination to go ahead and safeguard KLM's traffic rights, Air France and KLM concluded the following agreements with the Dutch State.

Agreement for the acquisition of cumulative preference A shares held by the Dutch State

On October 16, 2003, Air France, KLM and the Dutch State signed an agreement under which the Dutch State will scale down its interest in KLM in proportion to any reduction by the French State of its stake in Air France-KLM. As such, the Dutch State will sell its cumulative preferential A shares to Air France-KLM or to SAK I in the name and for the account of Air France-KLM as long as this foundation is maintained. In the second case, SAK I will issue share certificates for Air France-KLM corresponding to the cumulative preferential A shares transferred to SAK I. These share certificates confer to Air France-KLM the economic right attached to these shares, i.e. a right to a dividend, the corresponding voting rights being exercised by SAK I until the share certificates have been exchanged by Air France-KLM against the said shares.

In March 2005, pursuant to the agreement, 5,103,885 cumulative preference A shares were sold by the Dutch State to SAK I for the account of Air France-KLM, which received, in return, SAK I share certificates.

At the end of the initial three-year period, Air France-KLM had the right to exchange the share certificates for the cumulative preferential A shares, and hold the shares directly. Having decided, in 2007, to maintain the SAK I and SAK II foundations, Air France-KLM did not proceed with such an exchange.

The Dutch State also benefits from the right to sell as many cumulative preferential A shares as it wishes to Air France-KLM at any time.

Option for the Dutch State to subscribe for preferential KLM B shares and the related agreements

This option granted to the Dutch State lapsed in May 2010.

6.5.3 Assurances given to KLM and the Dutch State

Assurances given to the Dutch State

On October 16, 2003, Air France and KLM gave the Dutch State the following assurances with a view to maintaining the quality of KLM's network at Schiphol airport which, according to the Dutch State, is of public interest, while at the same time taking into account the interests of the Air France-KLM group and its shareholders.

In return for these assurances, the Dutch State undertook to take the importance of KLM's activities at Schiphol into consideration when defining its civil aviation policy. Furthermore, the Dutch State agreed to:

- ◆ maintain the existing portfolio of traffic rights granted to KLM, other than those that have not been used by KLM over a cumulative period of twelve months;
- ◆ continue to review any future request submitted by KLM for the allocation of new traffic rights on a fair and non-discriminatory basis.

According to the terms of the assurances given to the Dutch State, Air France and KLM will continue to be air transport companies and will maintain their operational activities in France and the Netherlands respectively. Air France and KLM will keep their air transport and operating licenses, and will continue to fulfil all of the conditions required for the maintenance of these licenses.

In cooperation with the competent Civil Aviation Authorities, Air France and KLM will both make every effort to keep all the authorizations and respective rights granted by the said authorities that are required to operate international lines.

To this end, if an economic decision to shut a service down were likely to result in the partial loss of these authorizations, all the parties concerned will make every effort to safeguard the authorizations and rights concerned without compromising the underlying economic decision.

Air France and KLM confirmed that passenger traffic on flights departing from Roissy-CDG and Schiphol and the potential for growth in this traffic are vital to the success of the Group and that Air France-KLM will operate a multi-hub system in Europe based on these two airports.



Other information

Information on the agreements concluded in connection with the business combination between Air France and KLM

Air France and KLM agreed that the cargo activities at the Roissy-CDG and Schiphol hubs and the potential for growth in this business are vital to the success of the Air France-KLM group. Air France and KLM agreed that the potential for synergies identified with regard to the cargo business will open up development opportunities for the Air France-KLM group at Schiphol and Roissy-CDG.

Pursuant to an agreement concluded on May 25, 2010, the Dutch State, Air France-KLM and KLM agreed to extend the assurances given to the Dutch State beyond May 5, 2012 and for an indefinite period, subject to Air France-KLM's right to terminate this with nine months' notice.

Assurances given to KLM

The assurances given to KLM have been null and void since May 6, 2009.

6.5.4 Mechanism to ensure compliance with the assurances given

Air France and KLM set up a Dutch foundation, the Fondation des Assurances KLM, in order to facilitate the formation of binding advices on the interpretation of the assurances given to the Dutch State. The Fondation des Assurances KLM comprises one committee, which issues binding advices if any decisions taken by the KLM Supervisory Board, KLM Management Board or Air France-KLM Board of Directors appear to contravene the assurances given to the Dutch State. The Fondation des Assurances KLM was extended for an indeterminate period.

When giving its opinions, the Fondation des Assurances KLM must act in the best interests of KLM, the Air France-KLM group and its shareholders. The Fondation is managed by a Board of four independent directors:

- ♦ one appointed by Air France-KLM;
- ♦ one appointed by KLM;
- ♦ one appointed by the Dutch State; and
- ♦ one appointed by the other three directors.

The director appointed by Air France-KLM has double voting rights with regard to the appointment of the fourth director.

Since May 6, 2009, the date on which the assurances given to KLM became null and void, there has been only one committee within the foundation which is responsible for the respect of the assurances given to the Dutch State.

This Committee comprises three members of the Board with the exclusion of the director appointed by KLM.

The submission of a case to the Fondation's Committee relating to a decision taken by the KLM Supervisory Board, the KLM Management Board or the Air France-KLM Board of Directors may be made by the Dutch State with regard to the assurances given to it.

If the Committee of the Fondation des Assurances KLM issues a mandatory notice indicating that the decision submitted to it contravenes the assurances given, the KLM Supervisory Board, the KLM Management Board or the Air France-KLM Board of Directors will be required to cancel or amend its decision as soon as possible and cancel the effects of any actions taken in connection with the said decision, in accordance with the notice issued. The committee takes decisions based on a majority vote.

At December 31, 2012, no cases had been submitted to the Fondation's Committee.



6.6 Information relating to the agreements concluded with Alitalia-Compagnia Aerea Italiana (Alitalia-CAI)

Alitalia-Compagnia Aerea Italiana (Alitalia-CAI) is a new legal entity incorporated under Italian law, established by some twenty Italian corporate bodies and individual shareholders to acquire part of the aviation activities of Alitalia Linee Aeree Italiane (Alitalia-LAI), a company in legal liquidation since September 2008.

In December 2008, Alitalia-CAI acquired, from the liquidator, a portion of Alitalia-LAI's airline and non-airline assets and recruited some of this company's workforce. In addition, at the end of December 2008, Alitalia-CAI acquired the airline Air One, the number two operator in the Italian domestic market.

Pursuant to a series of agreements concluded on January 12, 2009, within the framework of a reserved capital increase, Air France-KLM acquired a 25% shareholding in Alitalia-CAI in return for an investment of €323 million, a sum which was paid in full on March 25, 2009 after the fulfilment of the conditions precedent.

In addition to the investment agreement, four additional agreements were concluded between Air France-KLM and Alitalia-CAI:

- ◆ an industrial and commercial agreement known as the Partnership Agreement;
- ◆ an agreement relating to Alitalia-CAI's membership of the SkyTeam alliance;
- ◆ an agreement relating to the change in Alitalia-CAI's bylaws notably in terms of governance and shareholders' rights;
- ◆ a call option agreement in addition to the aforementioned changes in the bylaws.

Partnership agreement

Under the terms of this eight-year agreement, Air France-KLM and Alitalia-CAI agreed to maximize the synergies that they have identified in the different areas, particularly in terms of cooperation on the routes between France and Italy, the feeding of their respective hubs, intercontinental routes, frequent flyer programs and sales and distribution.

In order to ensure the full effectiveness of the agreement, the companies have established governance bodies and appointed a Partnership Manager to be responsible for preparing the annual or multi-year actions plans, establishing the monthly reports and, more generally, for monitoring the implementation of the decisions taken by the governance bodies.

The first Partnership Manager, who is a senior executive of Air France-KLM, was appointed in January 2009 for a three-year period, renewable once, and is based in Italy.

Agreement covering the change in the Alitalia-CAI bylaws

Governance

Since March 26, 2012, Air France-KLM's representation has been proportional to its shareholding in Alitalia-CAI with four of the company's Board directors (three previously) out of a total of 19 members of the Board.

In addition, Air France-KLM is represented by two out of a total of nine members of the Alitalia-CAI Executive Committee, the body to which the Board of Directors has delegated part of its powers in line with Italian law.

Ordinary shares and B shares

Only the company Air France-KLM holds B shares which carry the same economic and voting rights as the ordinary shares held by the Italian shareholders. Furthermore, the B shares give their holders a number of specific rights, notably in terms of representation on the Board of Directors and a right to withdraw from the company.

Pre-emption right

The bylaws provide for a four-year lock-up period for the shares. Until January 12, 2013, holders of the ordinary shares were not authorized to sell their shares to third-parties or to Air France-KLM.

Between January 13, 2013 and October 28, 2013, the sale of the ordinary shares and the B shares is authorized between shareholders or to a third-party subject to the pre-emption right and, in the event of a sale to a third party, prior approval by the Board of Directors. After October 28, 2013, the shares may be sold with a pre-emption right for all shareholders.



Other information

Information relating to the agreements concluded with Alitalia-Compagnia Aerea Italiana (Alitalia-CAI)

Withdrawal right and redemption of the B shares

Air France-KLM benefits from a withdrawal right from Alitalia-CAI particularly if, on its own initiative, Alitalia-CAI terminates the partnership agreement. Symmetrically, Alitalia-CAI is entitled to redeem the B shares held by Air France-KLM, particularly were the level of synergies anticipated within the framework of the partnership agreement not to be achieved at the end of three years.

Mandatory tender offer

If a shareholder reaches more than 50% of the Alitalia-CAI share capital, the other shareholders have a put option at a market price to be established by an expert appraiser and payable in cash.

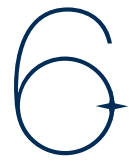
However, this put option is not exercisable in the event that one shareholder, holding less than 50% of the share capital, were to launch

a purchase offer (in shares or in cash) open to all shareholders. In this case, the offer must be accepted by at least 51% of the Alitalia-CAI shareholders each owning more than two million shares and holding, in aggregate, at least 51% of the company's shares, excluding the initiator of the offer.

The initiator of the offer may decide not to proceed with the offer if the percentage of the shares tendered does not amount to at least 67% of the total number of shares, including the shares already held by the initiator.

Voting in the Shareholders' Meeting

It is stipulated in the bylaws that, for the adoption of the most important resolutions, an 80% majority is required.



6.7 Legislative and regulatory environment for the air transport industry

Commercial air transport is governed by eight freedoms, national and supranational legislation, and various international conventions that each State undertakes to apply in its air space after ratification.

6.7.1 Freedoms

Under a bilateral treaty, an air carrier has freedoms that allow it to operate in the air space and the territory of a State other than its State of origin. These eight freedoms are as follows:

- ◆ 1st freedom – A carrier that leaves from its State of origin has the right to overfly the air space of a foreign State;
- ◆ 2nd freedom – A carrier that leaves from its State of origin has the right to make a technical layover without unloading or loading passengers in a foreign State. This freedom is the “transit right”;
- ◆ 3rd freedom – A carrier that leaves from its State of origin has the right to unload passengers from its State of origin in a foreign State;
- ◆ 4th freedom – A carrier that leaves from a foreign State has the right to load passengers in this foreign State and unload them in its State of origin;
- ◆ 5th freedom – A carrier that leaves from its State of origin has the right to unload and load passengers in two successive foreign States;
- ◆ 6th freedom – A carrier that leaves from a foreign State has the right to load passengers in that State and unload them in its State of origin, then in another foreign State;
- ◆ 7th freedom – A carrier that leaves from a foreign State has the right to load passengers in that State to unload them in another foreign State, without going through its State of origin;
- ◆ 8th freedom – A carrier that leaves from its State of origin has the right to load passengers in a foreign State, to unload them in another city in this same foreign State.

6.7.2 European legislation

Single European air space

Within the European Union, these eight freedoms have been supplemented, since April 1, 1997, by common legislation that creates a homogeneous regulatory situation for all European carriers. All European airlines may freely operate and, in particular, perform cabotage operations within a single European air space. Furthermore, any resident of an EU Member State may hold a stake in the shares of any EU-registered airline, without limit, provided that the shareholder is not acting as a front for a beneficial owner who is not a citizen of an EU Member State. This framework eliminates the need for bilateral agreements between EU Member States and does not prevent them from participating in the ICAO, nor does it conflict with the principles and regulations of the Chicago Convention.

Open Skies agreement between Europe and the United States

On March 22, 2007, the European Union Council of Ministers unanimously approved the air transport agreement established on March 2 between the European and US negotiators. This agreement, which introduces a broad degree of liberalization in air services between the European Union and the United States, offering numerous commercial opportunities to US and EU carriers, was signed on April 30, 2007 at the summit between the European Union and the United States. It came into force on March 30, 2008. The agreement replaces the so-called Open Skies bilateral agreements, signed by the majority of EU Member States with the United States, certain provisions of which the European Court of Justice had deemed contrary to Community law. The authorized agreement thus constitutes the recognition by the EU's major aviation partner of the concept of an EU airline.

A second phase of negotiations opened in May 2008 to cover, notably, a new liberalization of access to the market, the definition of a new policy in terms of ownership and control of the US carriers, issues relating to the environment as well as limitations which could exist in terms of access to airport infrastructure.

At the end of eight rounds of negotiations between the representatives of the European Commission and the United States a so-called second stage agreement was reached between the European and US negotiators on March 25, 2010 that was signed on June 24, 2010 in Luxembourg. With this new agreement, European Union airlines can now:

- ◆ operate flights to the United States from any European airport, irrespective of their nationality (the United States recognizes their European nature);
- ◆ operate an unrestricted number of flights, aircraft and routes;
- ◆ set prices as a function of the market;
- ◆ sign cooperation agreements.

At the level of investment in third-party countries by Europeans, the airlines of some third-party countries (European countries outside the European Union and 18 African countries) can also be the subject of European Community investment with no risk to their traffic rights towards the United States. Similarly, the United States will not call into question the flights of European Community airlines if European countries outside the European Union invest in their share capital.

The agreement also enables closer US-EU cooperation on aviation safety, security, competition policy, State aid, consumer protection and the environment.



In terms of airline ownership, the new agreement enables Europeans to hold more than 50% of the total share capital of US airlines but does not, however, allow them to take control. Pursuant to US law, the voting rights on the shares of a foreign investor in a US airline are capped at 25% and control over the latter is not permitted. The European carriers thus reserved the right to cap US investment in European airlines at the same level.

Passenger rights

Passenger rights in the European Union relating to flight delays, cancellation and refused boarding are defined by EC Regulation no. 261/2004 which came into force in 2005 and applies to all flights, whether scheduled or unscheduled, departing from an airport located in a Member State of the European Union. The Regulation establishes common rules for compensation and assistance upon refusal or substantial delay in embarkation, flight cancellation or class downgrading. A new version of the Regulation which is currently in the revision phase is expected by the end of 2014 aimed at enabling a uniform application of the legislation within the European Union, clarifying a number of grey areas – particularly so-called “extraordinary” circumstances – and including different precedent cases of the Court of Justice of the European Union.

If a flight is overbooked, air carriers are encouraged to develop policies based on calling for volunteers to take a different flight. If this policy does not prevent boarding refusals, the passengers affected receive compensation of between €250 and €600, calculated based on the final destination mileage zone and the delay in terms of the initial arrival time.

If a flight is cancelled, the air carrier's obligations are based on their ability to adequately inform their passengers. The earlier the passenger is informed, the fewer the constraints for the carrier. If these obligations are not met (and in the absence of extraordinary circumstances), the passenger may claim compensation varying from €250 to €600, on the basis of the final destination mileage zone and the time period in which he or she was rescheduled.

A passenger who is seated in a class lower than the reservation class benefits from a partial reimbursement of the trip in question equal to 30%, 50% or 75% based on the destination mileage zone. Note that the US authorities have adopted a Regulation reinforcing passenger rights in this area. This Regulation came into force on May 19, 2008, doubling the compensation to between US\$400 and US\$800.

If a flight is delayed for at least five hours, passengers may request the reimbursement of their ticket (including for the legs of the trip already completed) if no replacement solution is possible or if they believe that their trip has become pointless. On November 19, 2009, the European Court of Justice ruled (Sturgeon ruling) that passengers on delayed flights could be assimilated with those on cancelled flights for the purposes of the application of the right to financial compensation. They can thus invoke the right to financial compensation provided in Article 7 of this Regulation when arrival at their final destination is subject to a delay of at least three hours relative to the scheduled arrival time.

At the request of IATA and three airlines (British Airways, easyJet and TUI) who are challenging the application of this ruling by the UK Civil Aviation Authority, the UK High Court of Justice asked that a series of questions be referred back to the European Court of Justice aimed at clarifying the application of the compensation in the event of substantial delay. The latter has since upheld this ruling.

French jurisprudence, which had to date been clear in this regard (EC Regulation no. 261/2004 provides for no financial compensation in the event of a flight delay), is starting to move towards adopting the position of the European Court of Justice (whose Nelson ruling upheld the Sturgeon ruling). Thus only a legislative redrafting of the current economics of the Regulation would be liable to make such financial compensation mandatory in the event of delay.

On March 13, 2013, the European Commission presented a proposed revision to Regulation no. 261/2004.

This proposal represents a move towards the reinforcement of passenger rights and notably provides that:

- ✦ air carriers would be obliged to inform passengers of the reasons for delayed or cancelled flights and contingency planning within 30 minutes of the scheduled departure time;
- ✦ if air carriers cannot ensure re-routing within 12 hours on their own services, they must offer re-routing solutions with other air carriers or modes of transportation;
- ✦ care and assistance must be given to passengers after a two-hour delay, whatever the flight distance.

On the other hand, the deadline for compensation would increase from three to five hours for all intra-EU flights and short-haul international flights (encouraging air carriers to operate the flight rather than just cancel it). For the remaining international flights, these deadlines would range from nine to 12 hours.

The proposal also specifies the extraordinary circumstances which are liable to exonerate the air carrier from having to pay the compensation foreseen (but not care for passengers):

- ✦ deemed to be extraordinary circumstances: natural disasters and strikes by air traffic controllers;
- ✦ no longer deemed to be extraordinary circumstances: technical problems identified during routine aircraft maintenance.

In the United States, a new airline passenger protections Regulation came into force on August 23, 2011 and has been fully applicable since January 24, 2012. This Regulation provides for compensation for passengers involuntarily bumped off over-booked flights which is proportional to the price of the ticket and the final delay on arrival. Only the reimbursement of the ticket is mentioned in the event of flight cancellation or a major delay. This Regulation also aims to strengthen the disclosure requirements from carriers, particularly in terms of advertised fares and baggage policy, but also covers the banning of any post-purchase price increases, the option to cancel a reservation with no penalty for 24 hours after the reservation is made and passenger notification of any changes in flight status.

Within the European Union, the rights of air passengers with reduced mobility are defined by EC Regulation no. 1107/2006 “concerning the



rights of disabled persons and persons with reduced mobility when travelling by air”, which has been fully applicable since July 2008.

This Regulation establishes the rules aimed at protecting disabled persons and persons with reduced mobility from discrimination and providing them with the appropriate assistance. Its provisions require the entity managing an airport to ensure that assistance is provided on the ground either by itself or by a third-party service provider. Pursuant to this regulation, air carriers are also required to provide assistance on board aircraft.

Lastly, passenger rights relating to the identity of the effective carrier are set forth in EC Regulation no. 2111/2005 of December 14, 2005. This Regulation foresees the establishment of a list within each Member State indicating the identity of air carriers that are banned from operating flights in this State or whose traffic rights are subject to restrictions (so-called black list). It also makes it mandatory for carriers to inform passengers of the identity of the effective air carrier for the relevant flight.

6.7.3 International conventions

In addition to the eight freedoms and legislation, three main treaties establish the legal and regulatory framework governing commercial air transportation: the Montreal Convention, the Chicago Convention and the Rome Convention.

A fourth treaty, the Tokyo Convention (1963), plays a particular role in combating safety offences committed on board aircraft.

The Montreal Convention (1999)

The Montreal Convention of May 1999, ratified to date by 103 States, aims to provide better protection for victims suffering damages. This convention entered into force on June 28, 2004. It is based on several fundamental provisions, notably the principle of the unlimited liability of air transport companies in the event of physical injury with the implementation of a two-tier system:

- ◆ a first tier that sets an objective liability for the air transport company of up to 113,100 Special Drawing Rights (SDR);
- ◆ a second tier, based on a presumption of fault for the air transport company, for which the airline may be exempt if it proves that it or its agents or officials have not been negligent in any way or that the damages are exclusively a result of the acts of a third party.

Furthermore, with regard to compensation, the rule relating to the regional authority of courts has been extended.

The Chicago Convention (1944)

The Convention relating to international civil aviation, known as the Chicago Convention, sets out the legal, regulatory and technical rules governing commercial aviation and its Member State signatories are required to implement a common legal framework governing their domestic airspace and their relations with one another.

Signed in December 1944, the Chicago Convention established the International Civil Aviation Organization (ICAO) as the instrument of cooperation between the 191 signatory States in all areas of civil aviation.

The Rome Convention (1952)

The Rome Convention, signed in 1952, covers damages caused to third parties on the ground by foreign aircraft. This convention has not been ratified by France, the Netherlands or the United States. The ICAO's legal commission is currently involved in a major initiative to redraft the wording which would facilitate its ratification by making a distinction between everyday risk and terrorist risk.

The Tokyo Convention (1963)

The Tokyo Convention, in force since December 4, 1969, sets out the principles and establishes the procedures for handling offences against penal law (except those of a political nature and based on racial or religious discrimination) and acts endangering the safety of the aircraft or that of the persons and property on board.

One of the specific characteristics of this Tokyo Convention is that it recognizes certain powers and immunities of aircraft commanders, exonerating them, under certain conditions, from responsibility for any harm potentially caused to individuals committing such unlawful acts.

This Tokyo Convention (ratified by France in 1970) is currently the subject of a revision process within the ICAO.

6.7.4 Other legal aspects of Air France-KLM's activities

Allocation of slots

Access to the main international airports is regulated by the allocation of time slots. A European regulation covers access to most so-called coordinated European airports (London, Paris, Frankfurt, Milan, Madrid, Amsterdam, etc.). In Asia, the allocation of slots is generally done on the basis of recommendations made by IATA (Bangkok, Tokyo, Hong Kong, Singapore, etc.). In the United States, with the exception of New York and O'Hare Airport (Chicago) this procedure is replaced with a system based on the assignment of boarding gates.

For airports within the European Union, each Member State with coordinated airports under its responsibility, and after consulting the airlines that regularly use the airports concerned, their representative organisations and the airport authorities, designates a coordinator or an entity to be responsible for the allocation of slots and the monitoring



Other information

Legislative and regulatory environment for the air transport industry

of their use. Such individuals or entities must have specialized knowledge in the area of coordinating aircraft routes for air transport companies.

Slots are allotted twice a year by the designated airport coordinator, at the same time as the airline flight schedules for the relevant IATA season.

The allocation procedure is as follows:

- ♦ airlines file their slot applications with the coordinator five months prior to the beginning of each season;
- ♦ the coordinator first allocates slots to airlines that already had slots the previous season (known as grandfather rights) for past operations;
- ♦ once the slots have been allocated, the coordinator gives all the interested parties certain details about the slots requested: slots subject to grandfather rights and slots allocated, with a breakdown by airline and ranking in chronological order for all carriers, as well as information on which slots are on hold and which may still be available;

- ♦ a pool is created that includes, for each coordination period, all the available slots, whether they are newly created, unused, abandoned by a carrier or have become available for any other reason;
- ♦ finally, the coordinator allocates half of the pooled slots to newcomers and the other half to long-standing operators.

Since slots are first allocated to existing long-standing operators, and given the expansion plans of most airlines, requests for new slots are rarely satisfied at saturated airports.

At the end of this preliminary allocation (pre-coordination) process, a conference attended by virtually all airport coordinators and airlines is organized in order to enable the airlines to:

- ♦ simultaneously coordinate the slots they are allocated on different airports so that when they operate flights between two coordinated airports they are granted compatible slots by each of them; and
- ♦ exchange slots among themselves in the event that the slots originally allocated by the airport coordinators are unsatisfactory.



6.8 Information and control

6.8.1 Person responsible for the Registration Document and for the annual financial report

Jean-Cyril Spinetta, Chairman and Chief Executive Officer.

6.8.2 Certification by the person responsible for the Registration Document

I hereby declare that, to the best of my knowledge and having taken all reasonable precautions to this effect, the information contained in this Registration Document reflects reality and that nothing has been omitted that would be likely to change the significance thereof.

I further declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the company and all the companies within the consolidation scope, and that the information contained in the management report figuring on page 4, on pages 6 to 32 on pages 34 to 44, on pages 50 to 52, on pages 55 and 56, on page 61, on pages 62 and 63, on pages 64 to 71, on pages 74 to 95, on pages 99 to 135, on pages 146 to 149, on pages 150 to 153, and on pages 270 to 274 provides a true and fair view of the changes in the business, results and financial position of the company and all the companies within the consolidation scope, together with a description of the principal risks and uncertainties that they face.

I have obtained a completion letter from the Statutory Auditors confirming that they have verified the information regarding the financial position and the financial statements contained herein and reviewed the entire Registration Document.

The consolidated financial statements for the financial year ended December 31, 2012 (12 months) included in this Registration Document were the subject of a Statutory Auditors' report figuring on pages 245 and 246.

The consolidated financial statements for the nine-month financial year ended December 31, 2011 included in the Registration Document filed with the AMF on April 19, 2012 under registration number D.12-0367 were the subject of a Statutory Auditors' report figuring on pages 245 and 246.

The consolidated financial statements for the year ended March 31, 2011 included in the Registration Document filed with the AMF on June 15, 2011 under registration number D.11-0579 were the subject of a Statutory Auditors' report figuring on pages 224 and 225 which contains an observation relating to the existence of new IFRS standards and interpretations applied by the company Air France-KLM S.A. since April 1, 2010.

Jean-Cyril Spinetta
Chairman and Chief Executive Officer

6.8.3 Statutory auditors

Incumbent Statutory Auditors

Deloitte et Associés

185, avenue Charles-de-Gaulle – 92200 Neuilly-sur-Seine
represented by Dominique Jumaucourt

Starting date of first mandate: September 25, 1998

Renewed for a six-year period by the Shareholders' Meeting of July 8, 2010.

KPMG Audit

A division of KPMG S.A.
1, cours Valmy – 92923 Paris-La Défense
represented by Valérie Besson and Michel Piette

Starting date of first mandate: September 25, 2002

Renewed for a six-year period at the Shareholders' Meeting of July 10, 2008.

Deputy Statutory Auditors

BEAS

7/9, Villa Houssaye – 92200 Neuilly-sur-Seine
represented by William Di Cicco

Starting date of first mandate: September 25, 1998

Renewed for a six-year period by the Shareholders' Meeting of July 8, 2010.

Denis Marangé

1, cours Valmy – 92923 Paris-La Défense

Starting date of first mandate: July 10, 2008

Appointed for a six-year period at the Shareholders' Meeting of July 10, 2008.

6.8.4 Person responsible for financial information

Dominique Barbarin

Financial communication department

Tel: +33 (0)1 49 89 52 60

6.8.5 Documents available to the public

Amongst the documents available on the company's website (www.airfranceklm-finance.com) figure, notably:

- ♦ the 2012, 2011, 2010-11, 2009-10 and 2008-09 Registration Documents filed with the Autorité des marchés financiers;
- ♦ the financial press releases (traffic, quarterly, half-year and annual results);
- ♦ the offering memoranda;
- ♦ the financial presentations;
- ♦ the company bylaws.

Glossaries

Air transport glossary

AEA

Association of European Airlines. Created in 1952, notably by Air France and KLM, the AEA represents the interests of its members within the European Union institutions, the European Civil Aviation Conference and other organizations and associations.

Available seat-kilometers (ASK)

Total number of seats available for the transportation of passengers multiplied by the number of kilometres traveled.

Available ton-kilometers (ATK)

Total number of tons available for the transportation of cargo, multiplied by the number of kilometres traveled.

Biometry

Technique enabling the identity of an individual to be verified, while crossing a national border for example, through the automatic recognition of certain pre-recorded physical characteristics.

Coordinated airport

Airport where a coordinator has been appointed to allocate landing and take off slots according to rules established in advance. All large European Union airports are coordinated.

Cabotage

Airline cabotage is the carriage of air traffic that originates and terminates within the boundaries of a given country by an air carrier of another country.

Capacity

Capacity is measured in available seat-kilometers.

Catering

In-flight catering involves the planning and preparation of meals and the assembly of meal trays destined to be served on board an aircraft.

Code share

In accordance with a code share agreement, two partner airlines offer services on the same aircraft, each under their own brand, their own IATA code and their own flight number. Code sharing may take two forms. In the first case, the two airlines purchase and sell seats to and from each other at an agreed price. The airline which has purchased the seats then markets them under its brand and at its fares. In the second case, under the system known as free flow, the two airlines are allowed to sell all the seats on the flights involved. Each airline retains the revenues generated on the flight it operates and remunerates the other airline for the number of seats the latter has sold on its aircraft.

Combi

Aircraft whose main deck is equipped for the transportation of both passengers and cargo. The freight is stored at the back of the aircraft and is accessed by a specially-fitted cargo door.

Connecting traffic

Traffic between two destinations which are not linked by a direct flight.

DGAC

Direction Générale de l'Aviation Civile. Under the authority of the French Ministry of Transport, the DGAC is in charge of the security of air transport and of air space in France.

DGTL

Directoraat-Generaal Transport en Luchtvaart. Under the authority of the Dutch Ministry of Traffic and Public Works, the DGTL is in charge of the security of air transport and of air space in the Netherlands.

E-services

Range of ground services offered by Air France and KLM to their passengers, based on the new information technologies. E-services notably enable passengers to check in using self-service kiosks or *via* the airlines' websites as well as the use of electronic tickets.

EASA

European Aviation Safety Agency. EASA develops safety and environmental protection expertise in civil aviation in order to assist the European institutions to establish legislation and implement measures regarding aircraft security, organizations and associated staff.

Electronic ticket

All the journey information for one or several passengers which, instead of being printed, is recorded in an airline's IT database, once the reservation has been made and paid for. An electronic or e-ticket replaces a traditional paper ticket.

Equivalent available seat-kilometer (EASK)

Overall measure of production for the Air France-KLM group after conversion of cargo tons into equivalent available seats.

Equivalent revenue passenger-kilometers (ERPK)

Overall measure of the Air France-KLM group's traffic after conversion of cargo tons into equivalent revenue passenger-kilometers.

Fare combinability

System which, on destinations served by both Air France and KLM, enables customers to choose between a journey with an onward flight connection at KLM's Schiphol hub and a journey with an onward flight connection at Air France's Roissy-Charles de Gaulle hub. With fare combinability, customers benefit from a choice of more frequencies *via* one or other of the hubs, for both the inbound and outbound trips. The fare is based on two half return tickets.

FAA

Federal Aviation Administration. Body responsible for civil aviation security in the United States.

Handling

Preparation of the aircraft, involving loading and unloading, as well as the associated logistics such as management and storage of hotel products.

High contribution

Fare classes corresponding to business or first class.

Hub

Term used for a transfer platform where departures and arrivals are scheduled to minimize transit times. Air France-KLM disposes of two of the four major European hubs: Roissy-Charles de Gaulle and Amsterdam-Schiphol. The Air France and KLM hubs are organized into successive waves for arrivals and departures each day in order to increase the transfer opportunities for customers.

IATA

International Air Transport Association. Created in 1945, IATA establishes regulations for the air transport industry and provides its members with a framework for the coordination and proper implementation of tariffs, together with various commercial and financial support services.

IATA year

Financial year which runs from April 1 to March 31 of the following year.

ICAO

The International Civil Aviation Organisation, a UN Specialized Agency, promotes the safe, secure and sustainable development of civil aviation world-wide. It establishes the standards and regulations required to ensure the safety, security, efficiency and continuity of aviation operations as well as the protection of the environment.

Joint-venture

Joint company with two partners, often held equally with 50% each. This type of shareholder structure notably allows the implementation of technological or industrial alliances in order to undertake specific projects common to both partner companies.

Load factor

Revenue passenger-kilometers (RPK) divided by available seat-kilometers (ASK). In the cargo activity this is revenue ton-kilometers (RTK) divided by available ton-kilometers (ATK).

Multi-hub

System linking several hubs, allowing customers to access the networks developed from each hub, thus multiplying the round-trip offer to and from world-wide destinations.

Over-reservation or over-booking

Over-reservation or over-booking consists of accepting more bookings than seats available. Practiced by all airline companies and permitted by European legislation, this allows many passengers per year to find a seat on board aircraft by freeing up additional seats. Airlines usually have a passenger compensation policy.

Point-to-point traffic

Traffic between two airports, excluding passengers prolonging their trip with a connecting flight.

Revenue management

Technique designed to optimize revenue on flights, by constantly seeking a better balance between the load factor and the fares offered.

Revenue passenger-kilometer (RPK)

Total number of paying passengers carried multiplied by the number of kilometers traveled.

Revenue ton-kilometer (RTK)

Total number of tons of paid cargo multiplied by the number of kilometers that this cargo is carried.

Safety and security

Airline safety includes all the measures implemented by air transport professionals aimed at ensuring the reliable operation and maintenance of aircraft.

Airline security involves all the measures taken by air transport professionals to prevent any illicit or malicious act. Air transport is particularly exposed to terrorist acts due to the considerable media impact offered by such activity. Airline security notably includes baggage screening, and the screening and questioning of passengers.

Summer season

Defined by IATA as the period running from the last Saturday in March to the last Saturday in October. The summer season corresponds to a schedule of summer flights over a period of seven months.

Self-service check-in kiosk

Self-service check-in kiosks, available in airport departure halls, allow passengers to check in and print their own boarding cards, without having to go to a check-in counter.

Segment

Section of a flight between two destinations. The number of passengers is calculated by segment carried.

Slot

A slot represents clearance given for a carrier to land at or take off from an airport at a specified time and date.

Sub-fleet

All the aircraft of the same type, with identical technical and commercial characteristics (engines, cabin configuration, etc.).

Ton-kilometers transported

Total number of tons transported multiplied by the number of kilometer covered.

Traffic

Traffic is measured in revenue passenger-kilometers.

Unit revenue

In the passenger business, corresponds to the revenue for one available seat or for one paying passenger transported over one kilometer. In the cargo business, corresponds to the revenue for one available ton or one ton transported over one kilometer.

Winter season

Defined by IATA as the period running from the first Sunday following the last Saturday in October to the Friday before the last Saturday in March. The winter season corresponds to a schedule of winter flights over five months.

Financial Glossary

Adjusted operating income

Adjusted operating income corresponds to income from current operations increased for the portion of operating leases deemed to be interest charges.

Adjusted operating margin

The adjusted operating margin is the percentage of revenues represented by operating income adjusted for the portion of operating leases (34%) deemed to be financial charges.

Adjusted net debt

Adjusted net debt comprises net debt and the amount resulting from the capitalization of operating leases (7x the annual charge).

ADR

American Depositary Receipt. ADRs are negotiable certificates representing a specific number of shares with a nominal value in dollars. The Air France-KLM level 1 ADR program is traded on the OTCQX Market.

Earnings per share

Net income divided by the average number of shares for the period.

EASK (revenue and expense)

The EASK or equivalent available seat-kilometer is an overall indicator of the Group's air transport activity. Given the weight of the passenger business (including the leisure business), the metrics for the cargo business (ATK and RTK) are converted into the ASK and RPK metrics used in the passenger business. Unit revenue per EASK corresponds to the revenues generated by the passenger and cargo businesses divided by the number of EASK. Unit cost per EASK corresponds to the net costs divided by the number of EASK. The net costs correspond to the difference between the revenues from transportation and the adjusted operating result.

EBITDA

Earnings before interest, taxation, depreciation and amortization.

EBITDAR

Earnings before interest, taxation, depreciation, amortization and operating leases. This metric facilitates comparison between companies with different aircraft financing policies.

Fuel hedging

Financial mechanism aimed at protecting Air France-KLM from the risk of a rise in the fuel price. Involves purchasing a fixed quantity of fuel on a certain date and at a pre-determined price. Two types of financial products, options and swaps, are used in this type of mechanism.

Gearing ratio

The gearing ratio reflects the respective proportions of Group net debt and stockholders' equity at a given time. This ratio gives a measure of the company's financial independence: the lower it is, the greater the company's room for manoeuvre.

IFRS

International Financial Reporting Standards. International accounting standards used by European Union listed companies to establish their consolidated financial statements. Adopted on January 1, 2005, they allow investors to compare European companies more easily.

ISIN

International Securities Identification Number. Attributed to securities listed for trading on the Euronext market.

Market capitalization

The market capitalization corresponds to the share price multiplied by the number of shares comprising the company's capital.

Net adjusted interest costs

Net interest costs are adjusted for the portion (34%) of operating leases deemed to be financial costs.

Net income, Group share

Corresponds to net income, minus the share reverting to the minority shareholders in fully consolidated subsidiaries.

OCÉANE

Bonds convertible and/or exchangeable into new or existing shares.

OPE

Offre Publique d'Échange. A public exchange offer (PEO) is an offer to purchase shares in a target company in exchange for shares in the company initiating the offer.

Operating income

Operating income is the amount remaining after operating expenses (external expenses, payroll costs, amortization and provisions) have been deducted from revenues. It shows what the company earns from its principal activity before the impact of financial and exceptional items.

ORS

Offre Réservee aux Salariés or offer reserved for employees. Within the context of privatizations, the State sells a tranche of shares to employees of the company at preferential conditions.

Return on capital employed (RoCE)

A measure of the returns that a company is making on its capital employed and thus of its profitability.

Revenues

Revenues corresponds to the total sales generated by the Air France-KLM group in its three core businesses (passenger, cargo, maintenance) and in its ancillary activities. The revenues from airline operations are recognized on realization of the transportation, net of any potential discounts granted. Consequently, when passenger and cargo tickets are issued, they are recorded in balance sheet liabilities under deferred revenue on ticket sales.

Share capital

Corresponds to the total contributions either financial or in kind made by the shareholders either at the time the company is created or during capital increases. It is equal to the number of shares multiplied by the nominal value of the share.

SSE

Shares-for-Salary Exchange. In connection with the French State's sale of Air France-KLM shares, employees were offered shares in exchange for a salary reduction over a six-year period.

Stockholders' equity

Stockholders' equity represents the capital contributed by the shareholders to establish the company or subsequently, or left at the disposal of the company as income not distributed in the form of dividends. Corresponds to total balance sheet assets, net of total debt.

TPI

Titre au Porteur Identifiable or identifiable bearer shares. TPI analysis enables a company to identify its shareholders holding stock in bearer form.

Tables of concordance

This concordance table uses the sections required by European Commission Regulation (EC) no. 809/2004 (“the Regulation”) of April 29, 2004 and provides the page numbers in this document for the information relating to each of these sections.

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Information included by reference

Pursuant to article 28 (EC) no.809/2004, the following information is included by reference in this Registration Document:

2011 Financial Year

The Registration Document for the 2011 financial year was filed with the *Autorité des marchés financiers* on April 19, 2012 under the registration number D.12-0367. The consolidated financial statements are presented on pages 148 to 244 and the related Statutory Auditors' report on pages 245 and 246. The full statutory financial statements can be found on pages 247 to 259 and the related Statutory Auditors' certification on page 261. The selected financial information is presented on pages 2 and 3 of the Registration Document. The Management Report figures on pages 6 to 34, 36 to 41, 51 to 53, 56 to 57, 62 to 64, 66 to 72, 74 to 94, 98 to 127, 138 to 147 and 270 to 274.

2010-11 Financial Year

The Registration Document for the 2010-11 financial year was filed with the *Autorité des marchés financiers* on June 15, 2011 under the registration number D.11-0579. The consolidated financial statements are presented on pages 138 to 223 and the related Statutory Auditors' report on pages 224 and 225. The full statutory financial statements can be found on pages 226 to 238 and the related Statutory Auditors' certification on page 240. The key figures are presented on pages 2 and 3 of the Registration Document. The Management Report figures on pages 6 to 29, 32 to 38, 44 to 46, 48 to 50, 55 to 57, 59 to 65, 68 to 79, 90 to 119, 129 to 132, 133 to 135 and 249 to 253.

Table of concordance for the annual financial report

This Registration Document contains all the elements of the financial report as referred to in articles L. 451-1-2 of the Monetary and Financial Code and required by article 222-3 of the AMF's General Regulation. The table below resumes the elements of the financial report.

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