

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation 1286/2014/EU, as amended (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Notification pursuant to Section 309B of the Securities and Futures Act 2001 of Singapore** – The Notes are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Final Terms dated 12 January 2023**

**AIR FRANCE-KLM  
Euro 4,500,000,000  
Euro Medium Term Note Programme**

**SERIES NO: 2  
TRANCHE NO: 1**

**€500,000,000 8.125 per cent. Sustainability-Linked Notes due 31 May 2028**

**CRÉDIT AGRICOLE CIB  
DEUTSCHE BANK  
HSBC  
NATIXIS  
SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING**

**PART A  
CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 December 2022 which received approval number 22-500 from the *Autorité des marchés financiers* ("AMF") in France on 21 December 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the "**Base Prospectus**"). The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 as amended.

This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms are available on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) Air France-KLM ("the Issuer") ([www.airfranceklm.com](http://www.airfranceklm.com)) and copies may be obtained from Air France-KLM, 7, rue du Cirque, 75008 Paris, France.

1.	(i)	Issuer:	Air France-KLM
2.	(i)	Series Number:	2
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro (€)
4.		Aggregate Nominal Amount:	
	(i)	Series:	€500,000,000
	(ii)	Tranche:	€500,000,000
5.	(i)	Issue Price:	99.547 per cent. of the Aggregate Nominal Amount
6.		Specified Denomination(s):	€100,000
7.	(i)	Issue Date:	16 January 2023
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	31 May 2028

9.	Interest Basis:	8.125 per cent. Fixed Rate, subject to any Step Up Trigger Event (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Put/Call Option:	Call Option  Make-Whole Redemption  Clean-up Call Option  Residual Maturity Call Option  (further particulars specified below)
12.	(i) Status of the Notes:	Unsubordinated Notes
	(ii) Dates of corporate authorisations for issuance of the Notes:	Resolutions of the <i>Conseil d'administration</i> of Air France-KLM dated 28 July 2022 and 8 December 2022 and decision of the <i>Directeur Général Adjoint Economie et Finances</i> dated 10 January 2023

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	8.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	31 May in each year
	(iii) Fixed Coupon Amount	€8,125 per €100,000 in nominal amount, subject to the Broken Amount provisions below
	(iv) Broken Amount:	€3,005.14 per €100,000 in nominal amount, for the period from, and including, the Interest Commencement Date to, but excluding, 31 May 2023
	(v) Day Count Fraction:	Actual/Actual – ICMA
	(vi) Determination Date(s):	31 May in each year
	(vii) Business Day Convention:	Following Business Day Convention
	(viii) Business Centre:	TARGET2
	(ix) Party responsible for calculating Interest Amounts (if not the Calculation Agent):	Not Applicable
14.	Floating Rate Note Provisions	Not Applicable
15.	Zero Coupon Note Provisions	Not Applicable
16.	Fixed/Floating Rate Notes Provisions:	Not Applicable
17.	Inflation Linked Notes – Provisions relating to CPI or HICP Linked Interest	Not Applicable

18.	Sustainability-Linked Notes Provisions - Step Up Option	Applicable
	(i) Sustainability Performance Target(s):	GHG emissions intensity KPI reduction by 10% from a 2019 baseline in respect of 31 December 2025
	(ii) External Verifier:	KPMG Audit as of the Issue Date
	(iii) Target Observation Date:	31 December 2025
	(iv) Initial Rate of Interest:	8.125 per cent. per annum
	(v) Step Up Margin:	0.375 per cent. <i>per annum</i> with respect to the Target Observation Date falling on 31 December 2025
	(vi) Interest Step Up Payment Dates:	Interest Payment Dates falling on 31 May 2027 and on 31 May 2028
	(vii) Sustainability Reporting Date:	As per Condition 6.5.4 ( <i>Sustainability Reporting</i> )
19.	Sustainability-Linked Notes Provisions – Premium Payment Option	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20.	Call Option	Not Applicable
21.	Make-Whole Redemption (Condition 7.2.2)	Applicable
	(i) Notice period:	As per Condition 7.2.2 ( <i>Make-whole redemption</i> )
	(ii) Parties to be notified (if other than set out in Condition 7.2.2):	Not Applicable
	(iii) Make-Whole Redemption Margin:	0.50 per cent. <i>per annum</i>
	(iv) Method of determination of the Make-Whole Redemption Rate:	Reference Dealer Quotation
	(v) Reference Screen Rate:	Not Applicable
	(vi) Reference Benchmark Security:	Euro 0.50 per cent. German Federal Government Bond due 15 February 2028 with ISIN DE0001102440
	(vii) If redeemable in part:	
	<ul style="list-style-type: none"> <li>• Minimum nominal amount to be redeemed:</li> </ul>	Not Applicable

	<ul style="list-style-type: none"> <li>• Maximum nominal amount to be redeemed:</li> </ul>	Not Applicable
22.	Clean-up Call Option (Condition 7.2.3)	Applicable
23.	Residual Maturity Call Option (Condition 7.2.4)	Applicable
	(i) Residual Maturity Call Option Date:	29 February 2028
	(ii) If redeemable in part:	
	<ul style="list-style-type: none"> <li>• Minimum nominal amount to be redeemed:</li> <li>• Maximum nominal amount to be redeemed:</li> </ul>	Not Applicable
	(iii) Notice period:	As per condition 7.2.4 ( <i>Residual Maturity Call Option</i> )
24.	Put Option	Not Applicable
25.	Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
26.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons, illegality or an event of default:	At par as per Condition 7.6 ( <i>Redemption for taxation reasons</i> ), Condition 7.9 ( <i>Illegality</i> ) and Condition 10 ( <i>Events of Default</i> )
	(ii) Redemption for taxation reasons permitted on calendar days other than Interest Payment Dates:	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only):	Not Applicable
	Inflation Linked Notes – Provisions relating to the Early Redemption Amount:	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Dematerialised Bearer Notes ( <i>au porteur</i> )
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Materialised Note Agent:	Not Applicable

- (v) Applicable TEFRA exemption: Not Applicable
28. Identification information of Noteholders as provided by Condition 2.1: Applicable
29. Financial Centre(s) relating to payment dates: TARGET2
30. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No.
31. Redenomination provisions: Not Applicable
32. Consolidation provisions: Not Applicable
33. Masse: Name and address of the Representative:

**Association de représentation des masses de  
titulaires de valeurs mobilières (ARM)**

Centre Jacques Ferronnière  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3  
France

The Representative will receive a remuneration of  
EUR 400 per year (VAT excluded)

## **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 4,500,000,000 Euro Medium Term Note Programme of the Issuer.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Air France-KLM:

Duly represented by: Steven Zaat

## **PART B OTHER INFORMATION**

### **1. Listing**

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and/or admitted to trading on Euronext Paris with effect from the Issue Date
- (ii) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: € 5,300

### **2. Ratings**

Not Applicable

### **3. Interests of natural and legal persons involved in the Issue offer**

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4. Third party information and statement by experts and declarations of any interest**

Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, the Issuer shall identify the source(s) of the information.

### **5. Use, and estimated net amount of the proceeds**

- (i) Use of proceeds: General corporate purposes, including partial redemption of the French State guaranteed senior bank loan granted in May 2020 ("PGE")
- (ii) Estimated net amount of proceeds: €495,985,000

### **6. Fixed Rate Notes Only - Yield**

Indication of yield: 8.250 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

If a Step Up Margin of 0.375 per cent. *per annum* is applied as from 31 May 2026 the yield in respect of the Notes, being calculated at the Issue Date on the basis of the Issue Price of the Notes, would be 8.372 per cent. *per annum*. It is not an indication of future yield.

7. **Operational Information**

ISIN Code: FR001400F2R8  
Common Code: 257626415  
Legal Entity Identifier (LEI): 969500AQW31GYO8JZD66

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common depository for Euroclear and Clearstream: No

Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Société Générale  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3  
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of: Not Applicable

8. **Distribution**

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: Crédit Agricole Corporate and Investment Bank  
Deutsche Bank Aktiengesellschaft  
HSBC Continental Europe  
Natixis  
Société Générale

(iii) Stabilisation Manager(s) (including addresses) (if any): Société Générale

If non-syndicated, name of Dealer: Not Applicable



9. **Other Markets**

All Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: None