

Information Notice 2017

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**Wednesday 12 April 2017
1:30 pm**

Hotel Okura Amsterdam
Ferdinand Bolstraat 333
1072 LH Amsterdam
The Netherlands



Agenda

1 • Opening and general introductory statements

2 • Presentation by the Chairman and the Chief Executive Officer, including the report by the Board of Directors in respect of the:

1. Corporate governance statement
2. Report on the business and financial results of 2016
3. Application of the remuneration policy in 2016
4. Policy on dividend

3 • Discussion of all Agenda items

4 • Vote on the resolutions in respect of the:

1. Adoption of the audited accounts for the financial year 2016
2. Approval of the result allocation and distribution
3. Release from liability of the non-Executive Members of the Board of Directors
4. Release from liability of the Executive Member of the Board of Directors
5. Appointment of Ernst & Young Accountants LLP as auditor for the financial year 2017
6. Renewal of the appointment of Mr. Denis Ranque as a non-Executive Member of the Board of Directors for a term of three years
7. Renewal of the appointment of Mr. Ralph D. Crosby, Jr. as a non-Executive Member of the Board of Directors for a term of three years
8. Renewal of the appointment of Mr. Hermann-Josef Lamberti as a non-Executive Member of the Board of Directors for a term of three years
9. Appointment of Lord Drayson (Paul) as a non-Executive Member of the Board of Directors for a term of three years in replacement of Mr. Lakshmi N. Mittal whose mandate expires
10. Amendment of Article 2 paragraph 1 (“Name”) of the Company’s Articles of Association
11. Delegation to the Board of Directors of powers to issue shares, to grant rights to subscribe for shares and to limit or exclude preferential subscription rights of existing shareholders for the purpose of employee share ownership plans and share-related long-term incentive plans
12. Delegation to the Board of Directors of powers to issue shares, to grant rights to subscribe for shares and to limit or exclude preferential subscription rights of existing shareholders for the purpose of funding the Company and its Group companies
13. Renewal of the authorisation for the Board of Directors to repurchase up to 10% of the Company’s issued share capital
14. Cancellation of shares repurchased by the Company

5 • Closing of the Meeting

Chairman's message



D

ear Shareholders,

I am pleased to invite you on behalf of Airbus and the Board of Directors to participate in this year's Annual General Meeting (AGM). As a shareholder, you are eligible to vote on each of the resolutions

explained in more detail in this document. I wholeheartedly encourage you to do so! Your vote counts and your opinion is important to us.

2016 was a significant year for your Company. To create a simpler, more streamlined organisation we decided to integrate the Group corporate structure and functions with those of Commercial Aircraft.

In terms of orders and deliveries, Airbus made good progress. Commercial Aircraft delivered a record number of aircraft despite some operational challenges, and its order backlog reached a new industry record. Despite a challenging market, Helicopters increased deliveries and orders slightly, strengthening its lead in the civil and parapublic sector. And Defence and Space booked healthy orders in Military Aircraft and Space Systems, although the A400M experienced further technical issues and charges. A digitalisation initiative was introduced to capitalise on innovative and transformational technologies and business models. At the same time, the technology function is being reorganised.

Turning to compliance, we are determined to ensure compliance standards and processes reach a "best in class" benchmark. Staff underwent training to raise awareness, reduce risks and reinforce the culture of integrity.

Similarly, our Corporate Social Responsibility strategy is being aligned with applicable UN Sustainable Development Goals.

The Board proposed a 2016 dividend of € 1.35 per share. We intend to honour our commitment of increasing dividend per share on a sustainable basis by proposing this payment, which is about four percent higher than in 2015. The value is outside the range of the dividend policy exceptionally. It is based on our 2016 underlying performance and it demonstrates our confidence in our future operational cash generation.

In terms of governance, we introduced 'staggered' Board terms with one third of the Directors being reappointed or replaced every year. The extension of the mandates of three Directors and the nomination of one new Director at today's AGM follows this principle.

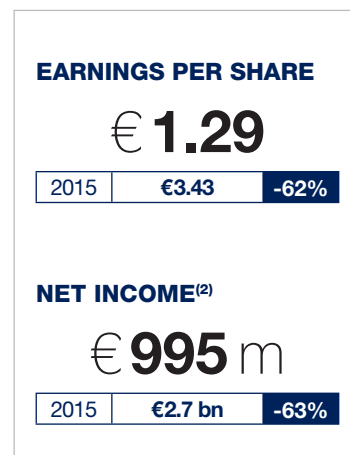
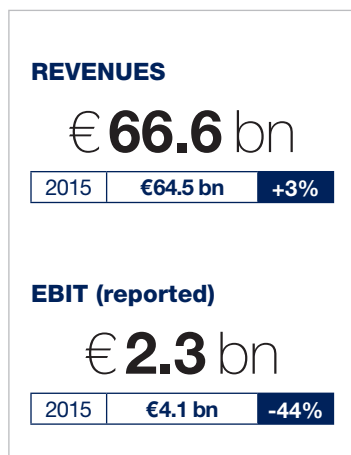
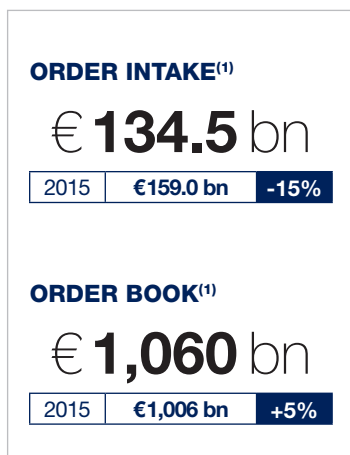
We welcome Lord Drayson (Paul) to the Board, subject to AGM's approval. As an engineer and entrepreneur, he brings the right expertise for our innovation focus and digital journey. We would also like to thank longstanding Board Member Lakshmi Mittal for 10 years of valuable counsel.

In summary, Airbus again made solid progress. I thank you for your support of the management and the Board. We are committed to continuing on this successful path – as one team governing an increasingly dynamic company.

Yours sincerely,

Denis RANQUE
Chairman of the Board

Key figures 2016

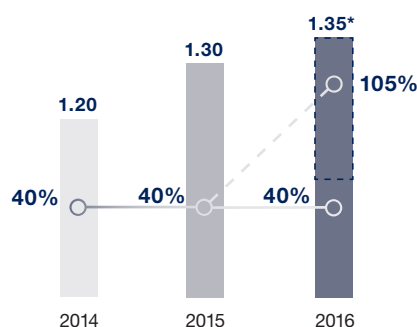


DIVIDEND POLICY

In € | Gross dividend per share

The Airbus dividend policy targets sustainable growth in the dividend within a payout ratio of 30%-40%.

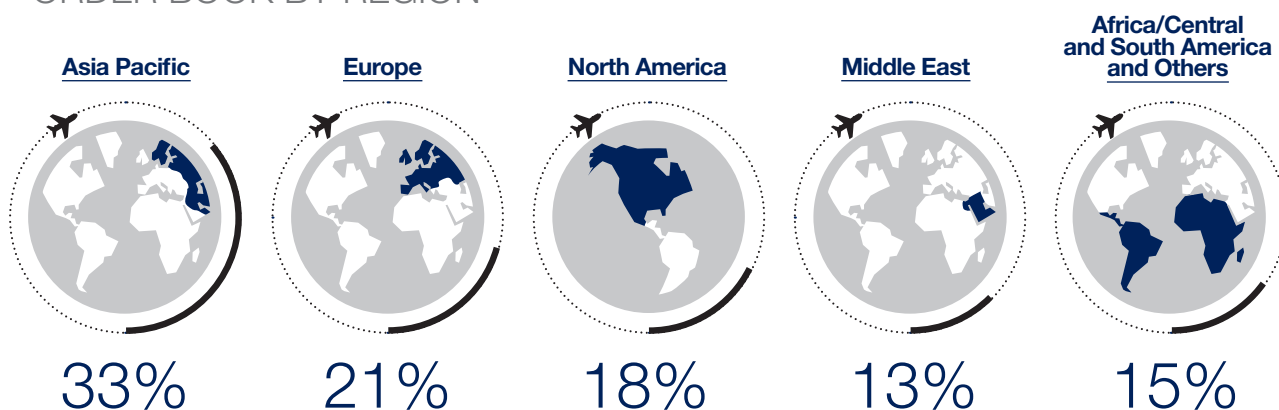
The 2016 dividend is outside the range of the dividend policy exceptionally. It is based on our 2016 underlying performance.



—● Payout ratio

* To be proposed to the Annual General Meeting 2017

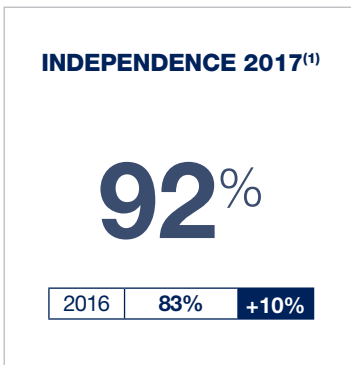
ORDER BOOK BY REGION⁽¹⁾



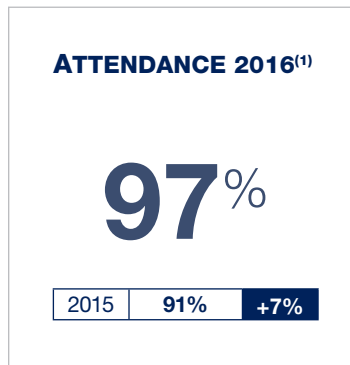
(1) Contributions from commercial aircraft activities to Order Intake and Order Book based on list prices.

(2) Airbus continues to use the term Net Income. It is identical to Profit for the period attributable to equity owners of the parent as defined by IFRS Rules.

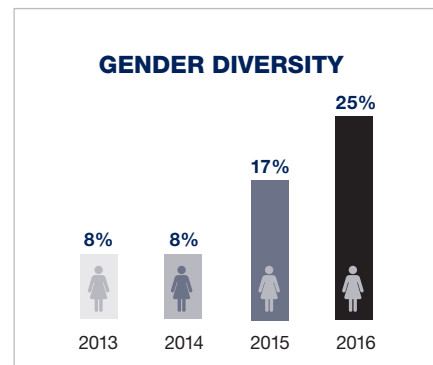
AIRBUS BOARD OF DIRECTORS



(1) Subject to AGM approval

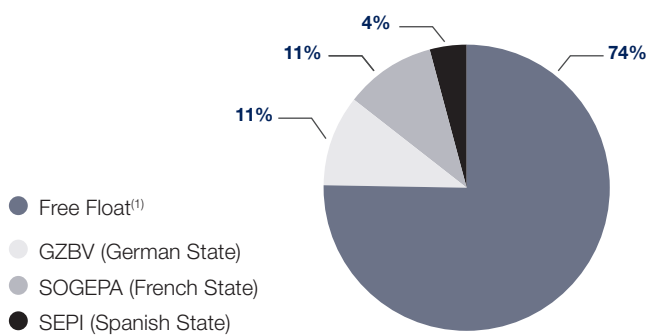


(1) To Board of Directors meetings



SHAREHOLDING STRUCTURE

as of 31 December 2016



(1) Include treasury shares without economic or voting rights (0.02%)

DIVERSIFIED BOARD SKILLS

Within the Company, each Member of the Board of Directors must have the required mix of qualifications, skills and industrial knowledge necessary to assist the Company in formulating and achieving its overall strategy, together with the specific expertise required to fulfil the duties assigned to him or her as Member of one of the Board of Directors' committees.

The Board of Directors also believes that a diverse composition among its Members with respect to gender, experience and national origin is valuable for the quality and efficiency of its work.

COMBATING CLIMATE CHANGE

Through aviation and Earth observation, Airbus is playing an important role in mitigating climate change. Airbus welcomed two historic ICAO agreements made in 2016: a carbon dioxide emissions certification standard established to encourage the integration of fuel efficient technologies into aircraft design and development; and the first-ever global carbon offsetting and reduction scheme for international aviation (CORSA).

Airbus is committed to supporting all pillars of aviation's climate action plan by delivering the most fuel efficient aircraft thanks to technology improvements and supporting improved air traffic management and enhanced aircraft operations.

More information on:
www.airbusgroup.com

Ways of participating

HOW TO QUALIFY FOR PARTICIPATION IN THE MEETING?

According to current Dutch law, your financial intermediary via Deutsche Bank AG will attest on your behalf your status as a holder of Airbus shares as of **Wednesday 15 March 2017 (Registration Date)** at close of markets, to qualify for participation in the Annual General Meeting. The shares will not be blocked from the Registration Date until the Meeting.

Any shareholder holding at least one Airbus share can participate or vote at the Meeting by using a voting form/attendance card in paper form or by Internet. If you have not received the necessary documents in paper form but you would like to participate or vote, please do contact your financial intermediary to obtain the details you may need.

HOW TO PARTICIPATE?

You can choose one of the following options:

- 1** To participate and to vote at the Annual General Meeting
- 2** To provide voting instructions to Euroclear France S.A.
- 3** To grant a power of attorney to the Chairman
- 4** To grant a power of attorney to a specified person
- 5** To express your choice via Internet

You can express your choice:

- A** by using the voting form/attendance card request (the “Form”) attached in paper form
- B** by Internet

A In paper Form

1. To participate and to vote at the Annual General Meeting

If you wish to participate and to vote at the Meeting, you must shade box **1** on the Form in order to receive an attendance card from Deutsche Bank AG.

In this case, you will be admitted to the Meeting only upon presentation of this attendance card and a valid proof of identity (e.g. ID card or driving licence including a photograph).

2. To provide voting instructions to Euroclear France S.A.

In order to provide voting instructions to Euroclear France S.A., in the name of which your shares are registered in the shareholders’ register of the Company, you must shade and fill out box **2** on the Form.

For each resolution, **you can express your choice as follows:**

- if you wish to vote **FOR**, shade the box **FOR**;
- if you wish to vote **AGAINST**, shade the box **AGAINST**;
- if you wish to vote **ABSTAIN**, shade the box **ABSTAIN**.

For amendments and new resolutions, if any, presented during this Meeting, **you can express your choice as follows:**

- if you wish to **appoint the Chairman to vote on your behalf**, shade the box “I appoint the Chairman to vote on my behalf”;
- if you wish to vote **ABSTAIN**, shade the box “I vote Abstain”
- if you **wish to appoint a specified person to vote on your behalf**, shade the box “I appoint Mr. or Ms., Corporate name to vote on my behalf”.

You must precise the name and address of the specified person. Only the specified person will be admitted to the meeting and only upon presentation of an attendance card and a valid proof of identity (e.g. ID card or driving licence including a photograph).

3. To grant a power of attorney to the Chairman

If you wish to grant to the Chairman a power of attorney to vote each resolution and amendments or new resolutions, if any, presented during this Meeting, you must shade box **3** on the Form.

4. To grant a power of attorney to a specified person

If you wish to grant a power of attorney to a specified person to vote each resolution, and amendments or new resolutions, if any, presented during this Meeting, you must shade box **4** on the Form.

In this case, only the specified person will be admitted to the Meeting and only upon presentation of an attendance card and a valid proof of identity (e.g. ID card or driving licence including a photograph).

5. To express your choice via Internet

If you wish to express choice via the Internet, you must shade box **5** on the Form and should follow the procedures described in the following section “Details on Internet voting”.

Whichever your choice is,

whether **1**, **2**, **3**, **4** or **5** just shade and fill out the appropriate items on the Form as indicated above. Then **date and sign** before returning it, as applicable, to your depository bank which will submit the relevant instruction to Deutsche Bank AG.

Your Form or Document must be received by your depository bank no later than the day indicated by your depository bank.

Any Form or Document received beyond the relevant date will be disregarded.

in the Meeting

B Internet voting

You will be offered the first four options as proposed in the paper Form if you choose to express your choice via the VOTACCESS secured website, available until **Monday 3 April 2017** (at Midnight).

The Internet procedure depends on the type of account in which you hold your Airbus shares (pure registered, administrated registered or bearer shares) as of **Wednesday 15 March 2017** (Registration Date) at close of markets:

I hold **pure registered** shares

You will have access to the VOTACCESS platform via the Planetshares website <https://planetshares.bnpparibas.com> using your usual login ID.

On the landing page, click on "Participate in the Shareholders' Meeting" to have access to the secured website VOTACCESS and follow the instructions on screen to express your choice.

If you forgot your login and/or your password, the login procedure will be identical to that provided for "I hold administrated registered shares", presented below.

I hold **administrated registered** shares

- **If you choose to receive by post the information from Airbus Securities Department:** you will find your login on the paper Form in the box at the top right. With this login, you can connect to the platform VOTACCESS via the website Planetshares <https://planetshares.bnpparibas.com>
- **If you choose to receive by email the information from Airbus Securities Department:** you will find your login on the "e-information" sent by Airbus Securities Department on Wednesday 1 March 2017. With this login, you can connect to the platform VOTACCESS via the website Planetshares <https://planetshares.bnpparibas.com>

On the landing page, click on "Participate in the Shareholders' Meeting" to have access to the secured website VOTACCESS and follow the instructions on screen to express your choice.

I hold **bearer** shares

Once you have shaded box **5** on the Form, you must write in your details and email address and sign it. Your depository bank must provide evidence of your status as a holder of Airbus shares* and send this along with the Form to Deutsche Bank AG which will submit these documents to the Airbus Securities Department. As soon as the documents are received and provided that it corresponds to the requirements, you will receive by email your login and password from Airbus Securities Department. With this login and password you will be able to connect to the VOTACCESS platform following the on-screen instructions.

If your request to vote via internet is registered before **Wednesday 15 March 2017** (Registration Date) at close of markets, your depository bank must further confirm your status as a holder of Airbus shares on this date.

The validity of the Form or the Shareholding Declaration relies solely on your depository bank, which shall be the entity exclusively responsible for the management of this operation in due time and in accordance with your request.

For any question related to the Internet voting, please contact +33 1 57 43 35 00 or send an email to airbus-register@bnpparibas.com

* The Form or the Shareholder declaration should be produced by a financial intermediary affiliated to Euroclear France S.A. and include the first name, surname, mailing address and email address of the shareholder as well as the number of shares held on **Wednesday 15 March 2017** (Registration date) at close of markets, on a headed paper of the depository bank. A special Form is available on our website www.airbusgroup.com (Investors & Shareholders > General Meetings).

Text and Presentation

proposed by the Board of Directors

1.

First resolution

ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2016

RESOLVED THAT the audited accounts for the accounting period from 1 January 2016 to 31 December 2016, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

Presentation of the first resolution

We recommend that this Annual General Meeting ("AGM") approves the audited accounts for 2016.

For more information on 2016 financial performances, see Section 5.1 of the report of the Board of Directors and the audited Financial Statements 2016.

2.

Second resolution

APPROVAL OF THE RESULT ALLOCATION AND DISTRIBUTION

RESOLVED THAT the net profit of €3,900 million, as shown in the income statement included in the audited accounts for the financial year 2016, shall be added to retained earnings and that a payment of a gross amount of €1.35 per share shall be made to the shareholders out of retained earnings.

Presentation of the second resolution

We recommend that this AGM resolves that the net profit of €3,900 million, as shown in the income statement included in the audited accounts for the financial year 2016, shall be added to retained earnings and that a payment of a gross amount of €1.35 per share shall be made to the shareholders out of retained earnings.

Pursuant to a decision by the Board of Directors, such dividend payment shall be made on Thursday 20 April 2017.

As from Tuesday 18 April 2017, the Company's shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made on Thursday 20 April 2017 to holders of the Company's shares on Wednesday 19 April 2017 (record date).

For more information on dividend policy, see "— Section 3.4 Dividend policy" of the report of the Board of Directors.

3.

Third resolution

RELEASE FROM LIABILITY OF THE NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

RESOLVED THAT the non-Executive Members of the Board of Directors be and hereby are granted a release from liability for the performance of their duties during and with respect to the financial year 2016, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2016 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

4.

Fourth resolution

RELEASE FROM LIABILITY OF THE EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS

RESOLVED THAT the Executive Member of the Board of Directors be and hereby is granted a release from liability for the performance of his duties during and with respect to the financial year 2016, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2016 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

Presentation of the third and fourth resolutions

We recommend that this AGM releases the current Members of the Board of Directors from liability for the performance of their duties during and with respect to the financial year 2016, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2016 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

of the Resolutions

5.

Fifth resolution

APPOINTMENT OF ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR FOR THE FINANCIAL YEAR 2017

RESOLVED THAT the Company's auditor for the accounting period being the financial year 2017 shall be Ernst & Young Accountants LLP at Amsterdam, The Netherlands, whose registered office is at 6 More London Place, London, United Kingdom.

Presentation of the fifth resolution

We recommend that the Company's auditor for the financial year 2017 should be Ernst & Young Accountants LLP at Amsterdam, The Netherlands, whose registered office is at 6 More London Place, London, United Kingdom, based on its qualifications, performance and independence as concluded by the Board of Directors and the Audit Committee.

6.

Sixth resolution

RENEWAL OF THE APPOINTMENT OF MR. DENIS RANQUE AS NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT Mr. Denis Ranque be renewed as non-Executive Member of the Board of Directors for a term of three years, ending at the close of the Annual General Meeting which shall be held in the year 2020.

7.

Seventh resolution

RENEWAL OF THE APPOINTMENT OF MR. RALPH D. CROSBY, JR. AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT Mr. Ralph D. Crosby, Jr. be renewed as non-Executive Member of the Board of Directors for a term of three years, ending at the close of the Annual General Meeting which shall be held in the year 2020.

8.

Eighth resolution

RENEWAL OF THE APPOINTMENT OF MR. HERMANN-JOSEF LAMBERTI AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT Mr. Hermann-Josef Lamberti be renewed as non-Executive Member of the Board of Directors for a term of three years, ending at the close of the Annual General Meeting which shall be held in the year 2020.

9.

Ninth resolution

APPOINTMENT OF LORD DRAYSON (PAUL) AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS IN REPLACEMENT OF MR. LAKSHMI N. MITTAL WHOSE MANDATE EXPIRES

RESOLVED THAT Lord Drayson (Paul) be appointed as a non-Executive Member of the Board of Directors for a term of three years, ending at the close of the Annual General Meeting which shall be held in the year 2020, in replacement of Mr. Lakshmi N. Mittal whose mandate expires as of the close of this Annual General Meeting.

Presentation of the sixth to ninth resolutions

As announced at the AGM held in 2016, Board mandates are to be renewed every year by blocks of four, for a term of three years in order to ensure a smooth transition of the Board composition now and in the future and to be in line with best practices. This is to avoid large block replacements of Directors at one single AGM, with the corresponding loss of experience and integration challenges.

Therefore, as anticipated at last year's AGM, we recommend that this AGM renews Mr. Denis Ranque as non-Executive Member of the Board of Directors for a term of three years, ending at the close of the Annual General Meeting which shall be held in the year 2020. Mr. Denis Ranque will therefore remain the non-Executive Chairman of the Board of Directors.

We also recommend that this AGM renews, as non-Executive Members of the Board of Directors, Messrs. Ralph D. Crosby, Jr. and Hermann-Josef Lamberti for a term of three years, ending at the close of the AGM which shall be held in the year 2020.

We further recommend that this AGM appoints Lord Drayson (Paul) as non-Executive Member of the Board of Directors for a term of three years, ending at the close of the AGM which shall be held in the year 2020, in replacement of Mr. Lakshmi N. Mittal whose mandate expires as of the close of this AGM.

The Company considers that with his experience and knowledge outlined in the chart next page Lord Drayson has the competencies and personal skills to fulfil this position in line with the Board's expectations and the evolution of the business within the Company. As an engineer and entrepreneur, he brings the right expertise for our innovation focus and digital journey.

The Company also believes that, in the case of any potential or perceived conflict of interest arising from Lord Drayson's position as a non-Executive Board Member of the Royal Navy, the Company has the adequate policies in place which would be applied to prevent him from participating in the relevant discussions or decisions. Please refer to the Board of Directors' Internal Rules (*Annex D – Article 8. Conflicts of interest*) available

on the Company's website www.airbusgroup.com (Group & Vision / Corporate Governance) and the related Dutch Corporate Governance Code (*Principle 2.7 Preventing conflicts of interest*) to which the Company complies.

The mandates of Mr. Thomas Enders, Ms. Catherine Guillouard, Mr. Hans-Peter Keitel, Ms. María Amparo Moraleda Martínez, Ms. Claudia Nemat, Sir John Parker, Mr. Carlos Tavares and Mr. Jean-Claude Trichet are not subject to any decision at this AGM.

The competencies of each one of our Board Members together with the excellent attendance rate at the Board and the Committees meetings show a great involvement and dedication of our Directors' to the Group's activities. The Board of Directors is therefore satisfied that all Members being proposed for (re-) appointment will demonstrate commitment to their roles and perform their duties diligently and effectively. They are each chosen for their broad and relevant experience and international outlook as outlined in the charts next pages.



Further information on the above-mentioned candidates is published on the Company's website at www.airbusgroup.com (Group & Vision > Governance > Board of Directors) and is also available at the Company's offices.



INFORMATION ON BOARD MEMBERS PROPOSED FOR (RE-) APPOINTMENT AT AGM 2017

Denis RANQUE
Re-appointment

65 years old
Director since 2013,
Re-election in 2016
Independent



Current Public Company Board:

- Chairman of the BoD of Airbus Group SE
- Member of the BoD of Saint Gobain

Profile:

From 1998 to 2009, Mr. Ranque was Chairman and CEO of Thales, the largest European defence electronics' company, where he had previously held various management positions. He started his career in the French Ministry for Industry. Since 2010, he holds various non-Executive Directorship positions in industrial companies and related non-profit organisations.

Hermann-Josef LAMBERTI
Re-appointment

61 years old
Director since 2007,
Last re-election in 2016
Independent



Current Public Company Board:

- Member of the BoD of Airbus Group SE
- Member of the Supervisory Board of ING Groep N.V.

Profile:

Mr. Lamberti was COO of Deutsche Bank AG from 1998 to 2012. He previously gained wide experience within IBM, in the fields of controlling, internal application development, sales, personal software, marketing and brand management.

Ralph D. CROSBY, Jr.
Re-appointment

69 years old
Director since 2013,
Re-election in 2016
Independent



Current Public Company Board:

- Member of the BoD of Airbus Group SE
- Member of the BoD of American Electric Power Company
- Member of the BoD of Serco Group plc

Profile:

Mr. Crosby has had thirty years of executive experience in the international aerospace and defence industry, including general management of major defence and commercial businesses for EADS N.V. and Northrop Grumman Corporation. He has served as an independent director of corporate boards in the United States, the United Kingdom and Europe.

Lord DRAYSON
Appointment

56 years old
New in 2017
Independent



Profile:

Lord Drayson is an engineer by background. From 1987 to 2014 he founded and led the business of several companies in different sectors such as the healthy snack food sector (The Lambourn Food Company Limited), the medical devices and vaccines sector (PowderJect Pharmaceuticals plc), the motorsport technology sector (Drayson Racing Technologies LLP) or the Internet of Things sector (Drayson Technologies Ltd).

Lord Drayson has also been a member of the House of Lords since 2004 and was appointed Minister of State for Defence Equipment & Support in 2006 and Minister of State for Science & Innovation in 2008.



BoD: Board of Directors



AIRBUS BOARD OF DIRECTORS SUBJECT TO AGM 2017 APPROVAL

Name	Age	Since	Term expires	Director expertise	Status	Primary occupation & Other mandates	2016 Board attendance
Denis RANQUE*	65	 2013, re-election in 2016	2020		Independent	Chairman of the Board of Directors of Airbus SE	6/6
Thomas ENDERS	58	 2012, last re-election in 2016	2019		Executive	Chief Executive Officer of Airbus SE	6/6
Ralph D. CROSBY, Jr.*	69	 2013, re-election in 2016	2020		Independent	Member of the Board of Directors of Serco Group plc and former Member of the Corporate Policy Council of Northrop Grumman Corporation	6/6
Lord DRAYSON (Paul)	56	 New in 2017	2020		Independent	Chairman and Chief Executive Officer of Drayson Technologies Ltd	Not applicable
Catherine GUILLOUARD	52	 2016	2019		Independent	Deputy Chief Executive Officer of Rexel** and Member of the Board of Directors of ENGIE	4/4 (from AGM 2016)
Hans-Peter KEITEL	69	 2013, re-election in 2016	2018		Independent	Vice President of the Federation of German Industry (BDI) and Member of the Supervisory Board of Thyssenkrupp AG	6/6
Hermann-Josef LAMBERTI*	61	 2007, last re-election in 2016	2020		Independent	Member of the Supervisory Board of ING Groep N.V. and former Member of the Management Board of Deutsche Bank AG	6/6
Amparo MORALEDA	52	 2015	2018		Independent	Member of the Board of Directors of Solvay and former General Manager of IBM South Region	6/6
Claudia NEMAT	48	 2016	2019		Independent	Member of the Board of Management of Deutsche Telekom AG	3/4 (from AGM 2016)
Sir John PARKER	74	 2007, last re-election in 2016	2018		Independent	Chairman of the Board of Anglo American plc	6/6
Carlos TAVARES	58	 2016	2019		Independent	Chairman of the Managing Board of Peugeot SA	3/4 (from AGM 2016)
Jean-Claude TRICHET	74	 2012, last re-election in 2016	2018		Independent	Honorary Governor of Banque de France and former President of the European Central Bank	6/6

The professional address of all Members of the Board of Directors for any matter relating to Airbus Group SE is Mendelweg 30, 2333 CS Leiden, The Netherlands.

* To be re-elected in 2017.

** Until 20 February 2017.



Global Business



Engineering & Technology



Manufacturing & Production



Aerospace Industry



Finance & Audit



Geopolitical Economics



Defence Industry



Information & Data Management



Asia

10.

Tenth resolution

AMENDMENT OF ARTICLE 2 PARAGRAPH 1 (“NAME”) OF THE COMPANY’S ARTICLES OF ASSOCIATION

RESOLVED THAT Article 2 paragraph 1 of the Company’s Articles of Association shall be amended to change the name of the Company from Airbus Group SE into Airbus SE and that both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution:

“NAME AND SEAT
ARTICLE 2

2.1 The name of the Company is: **Airbus SE**”⁽¹⁾

Presentation of the tenth resolution

We recommend that this AGM approves the amendment of the Company’s Articles of Association as to change the Company’s name from Airbus Group SE into Airbus SE in order to align its legal name with its trade name Airbus, as a single Airbus brand for the Group and all its entities was introduced per 2 January 2017 and, as such, effective since then.

11.

Eleventh resolution

DELEGATION TO THE BOARD OF DIRECTORS OF POWERS TO ISSUE SHARES, TO GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND TO LIMIT OR EXCLUDE PREFERENTIAL SUBSCRIPTION RIGHTS OF EXISTING SHAREHOLDERS FOR THE PURPOSE OF EMPLOYEE SHARE OWNERSHIP PLANS AND SHARE-RELATED LONG-TERM INCENTIVE PLANS

RESOLVED THAT in accordance with the Company’s Articles of Association, the Board of Directors be and hereby is designated, subject to revocation by the General Meeting, to have powers to issue shares and to grant rights to subscribe for shares in the Company’s share capital for the purpose of employee share ownership plans and share-related long-term incentive plans (such as performance share plans), provided that such powers shall be limited to an aggregate of 0.14% of the Company’s authorised share capital from time to time and to limit or exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2018. Such powers include the granting of rights to subscribe for shares which can be exercised at such time as may be specified in or pursuant to such plans and the issue of shares to be paid up from freely distributable reserves. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares (i) if there is no preferential subscription right (by virtue of Dutch law, or because it has been excluded by means of a resolution of the competent corporate body) and (ii) for an aggregate issue price in excess of €500 million per share issuance.

(1) In the original Dutch Language:

“NAAM EN ZETEL

Artikel 2

2.1 De Vennootschap is genaamd: **Airbus SE**”

Presentation of the eleventh resolution

We recommend that this AGM delegates to the Board of Directors the authorisation to issue shares and to grant rights to subscribe for shares of the Company up to an aggregate of 0.14% of the authorised share capital, i.e. 4 million shares equivalent to 0.51% of the Company’s issued share capital as at the date of convening the AGM, and to limit or exclude preferential subscription rights, for a period expiring at the AGM to be held in 2018, including for the purpose of employee share ownership plans (“ESOP”) and share-related long-term incentive plans (such as performance share plans “LTIP”), since the previous authorisation expires at the end of this AGM. The Company anticipates implementing a LTIP in 2017 and an ESOP in 2018, which would have to be approved by the Board of Directors.

12.

Twelfth resolution

DELEGATION TO THE BOARD OF DIRECTORS OF POWERS TO ISSUE SHARES, TO GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND TO LIMIT OR EXCLUDE PREFERENTIAL SUBSCRIPTION RIGHTS OF EXISTING SHAREHOLDERS FOR THE PURPOSE OF FUNDING THE COMPANY AND ITS GROUP COMPANIES

RESOLVED THAT in accordance with the Company’s Articles of Association, the Board of Directors be and hereby is designated, subject to revocation by the General Meeting, to have powers to issue shares and to grant rights to subscribe for shares in the Company’s share capital for the purpose of funding the Company and its Group companies, provided that such powers shall be limited to an aggregate of 0.3% of the Company’s authorised share capital from time to time and to limit or exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2018.

Such powers include the issue of financial instruments, including but not limited to convertible bonds, which instruments may grant the holders thereof rights to acquire shares in the capital of the Company, exercisable at such time as may be determined by the financial instrument, and the issue of shares to be paid up from freely distributable reserves. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares (i) if there is no preferential subscription right (by virtue of Dutch law, or because it has been excluded by means of a resolution of the competent corporate body) and (ii) for an aggregate issue price in excess of €500 million per share issuance.

Presentation of the twelfth resolution

In addition to the authorisation provided for in the abovementioned eleventh resolution, we recommend that this AGM delegates the authorisation to the Board of Directors to issue shares and to grant rights to subscribe for shares of the Company up to an aggregate of 0.3% of the authorised share capital, *i.e.* 9 million shares equivalent to 1.15% of the Company's issued share capital as at the date of convening the AGM for the purpose of funding the Company and its Group companies, and to limit or exclude preferential subscription rights, for a period expiring at the AGM to be held in 2018. This is in order to benefit from possible financial market opportunities and to provide flexibility to issue financial instruments, including but not limited to convertible bonds, which instruments may grant the holders thereof rights to acquire shares in the capital of the Company. This may involve one or more issues, each within the €500 million threshold per share issuance.

13.

Thirteenth resolution

RENEWAL OF THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO REPURCHASE UP TO 10% OF THE COMPANY'S ISSUED SHARE CAPITAL

RESOLVED THAT the Board of Directors be and hereby is authorised, for a new period of 18 months from the date of this Annual General Meeting, to repurchase shares of the Company, by any means, including derivative products, on any stock exchange or otherwise, as long as, upon such repurchase, the Company will not hold more than 10% of the Company's issued share capital, and at a price per share not less than the nominal value and not more than the higher of the price of the last independent trade and the highest current independent bid on the trading venues of the regulated market of the country in which the purchase is carried out. This authorisation supersedes and replaces the authorisation given by the Annual General Meeting of 28 April 2016 in its twentieth resolution.

Presentation of the thirteenth resolution

We recommend that this AGM approves the renewal of the authorisation to the Board of Directors to repurchase up to 10% of the Company's issued share capital, for a new 18-month period by any means, including derivative products, on any stock exchange or otherwise. This authorisation will supersede and replace the authorisation pursuant to the twentieth resolution granted by the AGM on 28 April 2016.

The share repurchase programmes to be implemented by the Company, if any, will be determined on a case-by-case basis by the Board of Directors.

It is important to note that the Board of Directors will only decide whether or not to proceed with any share buyback and determine its timetable, amount, method and pricing based on the market conditions at such time, and on other capital allocation considerations. The Board of Directors would be free to decide if and how the acquisition of shares takes place, within the framework of applicable law, and shall ensure that general principles of equal treatment of shareholders shall be complied with. The Board of Directors will also decide whether the shares acquired shall be cancelled or used for any other purpose.

As a reminder, the Company launched a €1 billion share buyback on 30 October 2015 which was completed by 30 June 2016. For further information on the Company's share buyback programmes including their purposes, characteristics and status, please refer to the Company's website at www.airbusgroup.com (Investors & Shareholders > Share Information).

14.

Fourteenth resolution

CANCELLATION OF SHARES REPURCHASED BY THE COMPANY

RESOLVED THAT any or all of the shares held or repurchased by the Company be cancelled (whether or not in tranches) and both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution (including the authorisation to establish the exact number of the relevant shares to be cancelled) in accordance with Dutch law.

Presentation of the fourteenth resolution

We recommend that this AGM approves the cancellation (whether or not in tranches) of any or all the shares held or repurchased by the Company and that both the Board of Directors and the Chief Executive Officer be authorised, with powers of substitution, to implement the cancellation (including the authorisation to establish the exact number of the relevant shares thus repurchased to be cancelled) in accordance with Dutch law.

Useful Information

ANNUAL GENERAL MEETING 2017 DOCUMENTATION



Agenda, Text and Presentation of the proposed resolutions

Included in the AGM 2017 Information Notice.
For information purposes, translations into French, German and Spanish are only available on our website.



Audited Financial Statements 2016

The financial information for 2016, as set forth below, forms part of the Documentation for the Annual General Meeting, and is incorporated by reference herein:

- Airbus Group SE IFRS Consolidated Financial Statements;
- Notes to the IFRS Consolidated Financial Statements;
- IFRS Company Financial Statements;
- Notes to the IFRS Company Financial Statements;
- Other supplementary Information including the Independent Auditor's report.



Report of the Board of Directors

Issued as of
21 February 2017



ONLINE

www.airbusgroup.com

Annual General Meeting 2017

The Annual General Meeting 2017 documentation is available on our website (*Investors & Shareholders > General Meetings*).

www.airbusgroup.com/general-meetings

Governance

More details on Airbus Governance structure, Board Members and rules and regulations are available on our website (*Group & Vision > Corporate Governance*).

www.airbusgroup.com/corporate-governance



PRINT

The AGM 2017 documentation is also available at the following addresses:

- in **The Netherlands**, Mendelweg 30, 2333 CS, Leiden;
- in **Germany**, Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn;
- in **France**, 2 rond-point Dewoitine, 31700 Blagnac;
- in **Spain**, Avenida de Aragón 404, 28022 Madrid;

or at:

- Deutsche Bank AG, Global Securities Services/Issuer Services, Post IPO Services, Taunusanlage 12, 60325 Frankfurt am Main, Germany;
- Airbus Securities Department.

Airbus Securities Department

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HOW TO ATTEND THE MEETING

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BY CAR

20 minutes by car from Schiphol International Airport.



BY PUBLIC TRANSPORT

20 minutes walk from Amsterdam Rai Station.

Shareholder Information

WEB www.airbusgroup.com

Investors & Shareholders > General Meetings

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