

**EXTRACT FROM THE MINUTES**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**OF EUROPEAN AERONAUTIC DEFENCE AND SPACE COMPANY EADS N.V.**  
**(THE "COMPANY")**

**HELD IN AMSTERDAM ON 27 MAY 2014**  
**(THE "MEETING")**

**OPENING AND SECRETARY**

The Company's Chairman, Mr. Ranque, was appointed chairman of the Meeting (the "**Chairman**"), and the Company's secretary, Mr. de Bausset, was appointed secretary of the meeting (the "**Secretary**"), in each case pursuant to article 27 of the Company's articles of association (the "**Articles**").

**VALIDITY OF THE MEETING**

It was noted that the formalities of notice set out in articles 21 and 22 of the Articles had been complied with and that all documentation had been made available in accordance with article 22.1 of the Articles.

**VOTING ON RESOLUTIONS**

In the Meeting each of the following resolutions were adopted:

**FIRST RESOLUTION (ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2013)**

**RESOLVED THAT** the audited accounts for the accounting period from 1 January 2013 to 31 December 2013, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

The resolution was adopted with at least a simple majority of the votes cast.

**SECOND RESOLUTION (APPROVAL OF THE RESULT ALLOCATION AND DISTRIBUTION)**

**RESOLVED THAT** the net profit of € 1,465 million, as shown in the income statement included in the audited accounts for the financial year 2013, shall be added to retained earnings and that a payment of a gross amount of € 0.75 per share shall be made to the shareholders from distributable reserves.

The resolution was adopted with at least a simple majority of the votes cast.

**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 2013, to the extent that their activity has been reflected in the audited

annual accounts for the financial year 2013 or in the Report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

The resolution was adopted with at least a simple majority of the votes cast.

**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 2013, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2013 or in the Report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

The resolution was adopted with at least a simple majority of the votes cast.

**FIFTH RESOLUTION (APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS AUDITOR FOR THE FINANCIAL YEAR 2014)**

**RESOLVED THAT** the Company's auditor for the accounting period being the financial year 2014 shall be KPMG Accountants N.V., whose registered office is at Laan van Langerhuize 1, 1186 DS Amstelveen, The Netherlands.

The resolution was adopted with at least a simple majority of the votes cast.

**SIXTH RESOLUTION (ADOPTION OF THE AMENDMENTS TO THE COMPENSATION AND REMUNERATION POLICY OF THE BOARD OF DIRECTORS)**

**RESOLVED THAT** the proposed amendments to the compensation and remuneration policy of the Board of Directors, including the rights to subscribe for shares, as described in the Report of the Board of Directors, be and hereby are accepted and adopted.

The resolution was adopted with at least a simple majority of the votes cast.

**SEVENTH RESOLUTION (AMENDMENT OF ARTICLE 2 PARAGRAPH 1 OF THE COMPANY'S ARTICLES OF ASSOCIATION)**

**RESOLVED THAT** the following Article of the Company's Articles of Association shall be amended to change the name of the Company from European Aeronautic Defence and Space Company EADS N.V. into Airbus Group N.V. 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 Group N.V.”<sup>1</sup>

<sup>1</sup> In the original Dutch language:

“NAAM EN ZETEL

Artikel 2

2.1. De Vennootschap is genaamd: Airbus Group N.V.”.

The resolution was adopted with a majority of at least two third of the votes cast.

**EIGHTH 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 Articles, 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 stock option, performance and restricted share plans), provided that such powers shall be limited to an aggregate of 0.2% of the Company's authorised 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 2015.

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.

The resolution was adopted with at least a simple majority of the votes cast.

**NINTH 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 Articles, 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 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 2015.

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.

The resolution was adopted with at least a simple majority of the votes cast.

**TENTH RESOLUTION (RENEWAL OF THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO REPURCHASE SHARES OF THE COMPANY)**

**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 (i) supersedes and replaces the authorisation given by the Annual General Meeting of 29 May 2013 in its ninth resolution and (ii) is in addition, and without prejudice, to the repurchase authorisation granted by the Extraordinary General Meeting held on 27 March 2013.

The resolution was adopted with at least a simple majority of the votes cast.



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Mr. de Bausset, Secretary