

EXTRACT FROM THE MINUTES
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
AIRBUS GROUP N.V. (THE "COMPANY")
HELD IN AMSTERDAM ON 27 MAY 2015
(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 2014)

RESOLVED THAT the audited accounts for the accounting period from 1 January 2014 to 31 December 2014, 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 € 2,343 million, as shown in the income statement included in the audited accounts for the financial year 2014, shall be added to retained earnings and that a payment of a gross amount of € 1.20 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 2014, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2014 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 2014, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2014 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 2015)

RESOLVED THAT the Company's auditor for the accounting period being the financial year 2015 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 (CONVERSION OF THE COMPANY INTO A EUROPEAN COMPANY (SOCIETAS EUROPAEA – SE) AND AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION)

RESOLVED THAT the draft terms of conversion of the Company into an SE are approved, the Company shall be converted into an SE and the Company's Articles of Association are approved and shall be amended, all in accordance with the draft terms of conversion and draft Articles of Association dated as of the date of the convening notice of this General Meeting and as both made available for inspection by shareholders and holders of depository receipts at the Company's offices and on the Company's website, and that the Board of Directors, the Chief Executive Officer and the Company be and hereby are authorised, with powers of substitution, to implement this resolution.

The resolution was adopted with a majority of at least seventy-five percent of the votes cast.

EIGHTH RESOLUTION (APPOINTMENT OF MS. AMPARO MORALEDA MARTÍNEZ AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS REPLACING MR JOSEP PIQUÉ I CAMPS WHO RESIGNS)

RESOLVED THAT Ms. Amparo Moraleda Martínez 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 2018, in replacement of Mr Josep Piqué i Camps who resigns as of the close of this Annual General Meeting.

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 EMPLOYEE SHARE OWNERSHIP 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, provided that such powers shall be limited to an aggregate of 0.1% 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 2016.

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.

TENTH 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 2016.

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.

ELEVENTH 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 27 May 2014 in its tenth resolution.

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

TWELFTH RESOLUTION (AUTHORISATION FOR THE BOARD OF DIRECTORS TO REPURCHASE UP TO 10% OF THE COMPANY'S ISSUED SHARE CAPITAL FOR AN EXCEPTIONAL SHARE BUYBACK PROGRAMME)

RESOLVED THAT the Board of Directors be and hereby is authorised, for an 18-month period from the date of this Annual General Meeting, to repurchase up to 10% of the Company's issued share capital as of the date of this Annual General Meeting, by any means, including derivative products, on any stock exchange, in a private purchase, by way of a public purchase offer or otherwise, at a price not less than the nominal value and at most 85 euros per share. This authorisation is in addition, and without prejudice, to the authorisation pursuant to the eleventh resolution.

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

THIRTEENTH RESOLUTION (CANCELLATION OF SHARES REPURCHASED BY THE COMPANY)

RESOLVED THAT any or all of the shares held or repurchased by the Company pursuant to the eleventh and/or twelfth resolutions 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.

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



Mr. de Bausset, Secretary