

# Information Notice

| ANNUAL GENERAL MEETING 2016 |

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**Thursday 28 April 2016**

at 2:30 p.m.

at Hotel Okura Amsterdam  
Ferdinand Bolstraat 333, 1072 LH Amsterdam,  
The Netherlands

# Agenda

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## **1** Opening and general introductory statements

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

1. Corporate governance statement
2. Report on the business and financial results of 2015
3. Application of the remuneration policy in 2015
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 of 2015
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 2016
6. Adoption of the amendments to the compensation and remuneration policy of the Board of Directors
7. Renewal of the appointment of Mr. Denis Ranque as a non-Executive Member of the Board of Directors
8. Renewal of the appointment of Mr. Thomas Enders as Executive Member of the Board of Directors
9. Renewal of the appointment of Mr. Ralph D. Crosby, Jr. as a non-Executive Member of the Board of Directors
10. Renewal of the appointment of Mr. Hans-Peter Keitel as a non-Executive Member of the Board of Directors
11. Renewal of the appointment of Mr. Hermann-Josef Lamberti as a non-Executive Member of the Board of Directors
12. Renewal of the appointment of Mr. Lakshmi N. Mittal as a non-Executive Member of the Board of Directors
13. Renewal of the appointment of Sir John Parker as a non-Executive Member of the Board of Directors
14. Renewal of the appointment of Mr. Jean-Claude Trichet as a non-Executive Member of the Board of Directors
15. Appointment of Ms. Catherine Guillouard as a non-Executive Member of the Board of Directors replacing Anne Lauvergeon whose mandate expires
16. Appointment of Ms. Claudia Nemat as a non-Executive Member of the Board of Directors replacing Mr. Manfred Bischoff whose mandate expires
17. Appointment of Mr. Carlos Tavares as a non-Executive Member of the Board of Directors replacing Mr. Michel Pébereau whose mandate expires
18. 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
19. 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
20. Renewal of the authorisation for the Board of Directors to repurchase up to 10% of the Company's issued share capital
21. Cancellation of shares repurchased by the Company

## **5** Closing of the Meeting

# Chairman's Message

Dear Shareholders,

I am pleased to invite you on behalf of Airbus Group and its Board of Directors to participate in this year's Annual General Meeting. As a shareholder, you are eligible to vote on each of the resolutions explained in more detail in this document. As outlined in the "Ways of Participating" section on page 6 you can do this in a number of different ways, such as via Internet or by post. I wholeheartedly encourage you to do so! Your vote counts and your opinion is important to us.

While financial markets over the past year have been volatile, our Company continues to make sound progress on numerous fronts, operational and strategic, but also from a governance perspective.

The Board of Directors is playing an active role in supporting management towards achieving Airbus Group goals and in steering our Company's strategic course in the best interest of its shareholders.

Throughout 2015, the Board closely monitored the technical and commercial progress of the Group's major programmes. It reviewed Enterprise Risk Management results, the internal audit plan and reoriented the Group's compliance programme by implementing a reinforced anti-corruption policy.

Thanks to the Group's continued financial success, we are able to propose a dividend increase for the sixth year in succession at €1.30 per share, an amount which, based on earnings per share of €3.43, is in line with our policy of a payout ratio of between 30% and 40%. The dividend, coupled with our ongoing €1 billion share buyback launched in November 2015, is a reflection of the Company's improving performance as well as of our commitment to delivering shareholder value.

Governance is another area where we continue to improve. The 2016 Annual General Meeting is rather special with many Board mandates up for renewal. In fact, only one mandate is not up for election, that of Amparo Moraleda. Our aim here is to transition towards a best practice governance model, combining annual election of Board members with the ability to retain and



build on members' experience. In the new staggered model, one third of the Board will either be replaced or reappointed every year; hence the different mandate lengths proposed this meeting. After this exceptional staggering exercise, future Board mandates will be of three years.

This year, we welcome three new Board members, Catherine Guillouard, Claudia Nemat and Carlos Tavares, who bring a fresh injection of highly relevant competences and skills. Overall, the new Board composition also reflects a more appropriate level of gender diversity, with now 25% women.

Three members are not seeking renewal of their mandates and stand down at the end of this meeting at their own request. I would like to thank Anne Lauvergeon for her valuable contribution to the Board over the last three years and Michel Pébereau for some nine years of outstanding service to the Company. A special word should be reserved for our third departing member, Manfred Bischoff, a true giant of the aerospace world by any standards. His contribution to the consolidation of the European aerospace industry and to the creation of EADS but also his continued dedication to Airbus Group cannot be overestimated. It is hard to imagine how Airbus Group could have come into existence, without the vision and tireless efforts of Manfred Bischoff. His foresight and convictions will continue to serve as a shining example to us all.

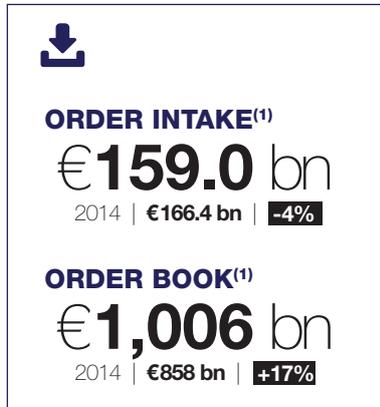
On that note, I would also like to thank you, our loyal shareholders, for the trust you bring to our Management and to the Board. Let me assure you that we are determined to repay that trust.

Yours Sincerely,

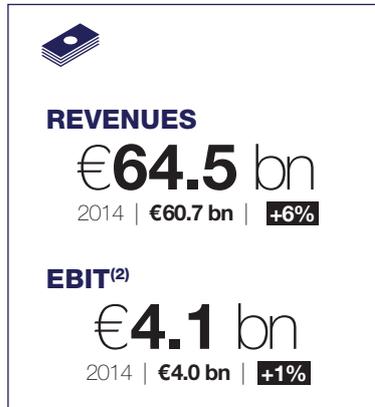
**Denis RANQUE**

*Chairman of the Board*

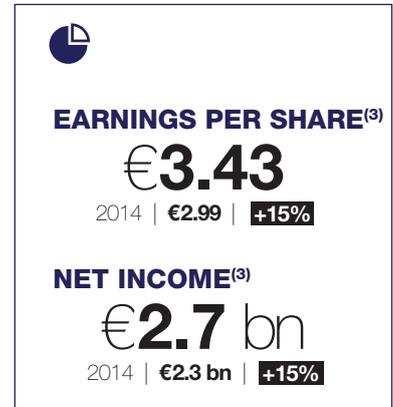
# Key figures 2015



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



(2) Earnings before interest and taxes, pre goodwill impairment and exceptionals.

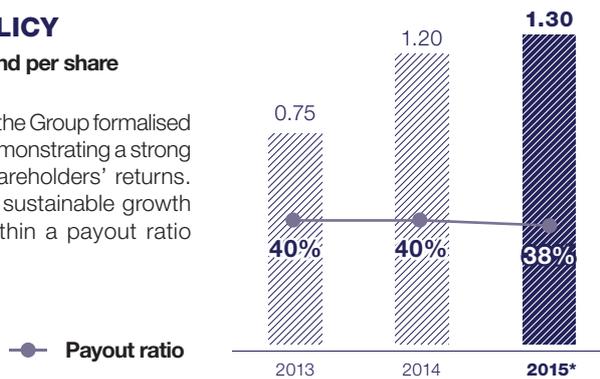


(3) Airbus Group continues to use the term Net Income. It is identical to Profit for the period attributable to equity owners of the parent as defined by IFRS Rules.

## DIVIDEND POLICY

In € | Gross dividend per share

In December 2013, the Group formalised a dividend policy demonstrating a strong commitment to shareholders' returns. This policy targets sustainable growth in the dividend within a payout ratio of 30%-40%.



## EMPLOYEES

**136,574**

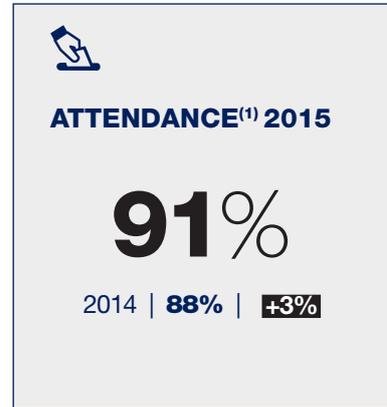
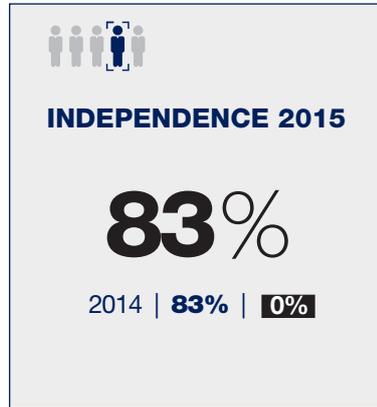
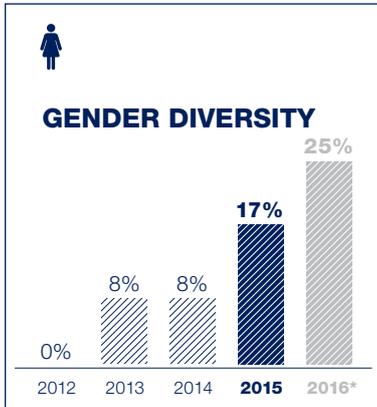
2014 | 138,622 | **-1%**

## ORDER BOOK 2015 BY REGION<sup>(1)</sup> | In %

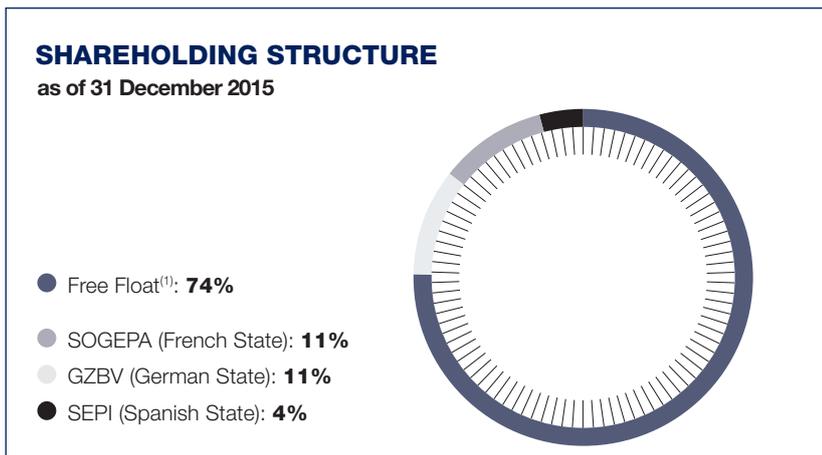


(1) Contributions from commercial aircraft activities to Order Intake and Order Book based on list prices.

## AIRBUS GROUP BOARD OF DIRECTORS



(1) To Board of Directors meetings



(1) Include treasury shares (0.2%) without economic or voting rights.

### 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.

### United Nations Global Compact

A signatory to the United Nations Global Compact since 2003, Airbus Group is committed to the UN Global Compact principles and has reached the "Advanced Level".

The Global Compact Office recognises companies that strive to be top reporters and declare that they have adopted and report on a broad range of best practices in sustainability governance and management.



More information on: [www.airbusgroup.com](http://www.airbusgroup.com)

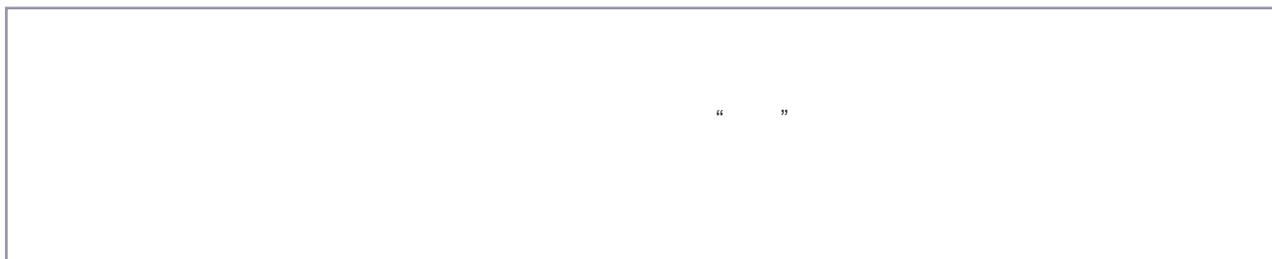
\* To be proposed to the Annual General Meeting 2016.

# Ways of **participating** in the Meeting

## HOW TO QUALIFY FOR PARTICIPATION IN THE MEETING?

According to current Dutch law, your financial intermediary via Deutsche Bank AG or Airbus Group Securities Department will attest on your behalf your status as a holder of Airbus Group shares as of **Thursday 31 March 2016 (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.

## HOW TO PARTICIPATE?



### **A** In paper Form

#### 1. To attend and to vote at the Annual General Meeting

If you wish to attend 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.

#### 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 amendment and new resolution, 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 abstain from voting";
- if you wish to **appoint Mr. or Ms. 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.

#### 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.

#### 5. To express your choice via **Internet**

- If you wish to express choice via the Internet, you must shade box **5** on the Form.
- In this case, you should follow the procedures described in the following section "Details on Internet voting".

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.

## **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 **Tuesday 19 April 2016**.

The Internet procedure depends on the type of account in which you hold your Airbus Group shares (pure registered, administrated registered or bearer shares) as of **Thursday 31 March 2016** (Registration Date) at close of markets:

### I hold **pure registered** shares

You will have access to 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 Group 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 Group Securities Department:** you will find your login on the “e-information” sent by Airbus Group Securities Department on Thursday 17 March 2016. 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 Group shares\* and send this along with the Form to Deutsche Bank AG which will submit these documents to the Airbus Group Securities Department (Tel: + 33 1 57 43 35 00). 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 Group 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 **Thursday 31 March 2016** (Registration Date) at close of markets, your depository bank must further confirm your status as a holder of Airbus Group 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 [airbusgroup\\_registre@bnpparibas.com](mailto:airbusgroup_registre@bnpparibas.com)

\* The Form or the Shareholder declaration should be produced by a financial intermediary affiliated to Euroclear France S.A. and includes the first name, surname, mailing address and email address of the shareholder as well as the number of shares held on **Thursday 31 March 2016** (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](http://www.airbusgroup.com) (Investors & Shareholders > General Meetings).

# Text and Presentation of the **Resolutions**

PROPOSED BY THE BOARD OF DIRECTORS

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## FIRST RESOLUTION

### **Adoption of the audited accounts for the financial year 2015**

RESOLVED THAT the audited accounts for the accounting period from 1 January 2015 to 31 December 2015, 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 2015.

For more information on the audited accounts for 2015, see Sections 5.1 to 5.2 of the report of the Board of Directors and the audited Financial Statements 2015.

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## SECOND RESOLUTION

### **Approval of the result allocation and distribution**

RESOLVED THAT the net profit of €54 million, as shown in the income statement included in the audited accounts for the financial year 2015, shall be added to retained earnings and that a payment of a gross amount of €1.30 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 €54 million, as shown in the income statement included in the audited accounts for the financial year 2015, shall be added to retained earnings and that a payment of a gross amount of €1.30 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 4 May 2016.

As from 2 May 2016, the Company’s shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made on 4 May 2016 to holders of the Company’s shares on 3 May 2016.

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

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## 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 2015, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2015 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

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## 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 2015, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2015 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 2015, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2015 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

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## FIFTH RESOLUTION

### Appointment of Ernst & Young Accountants LLP as auditor for the financial year 2016

RESOLVED THAT the Company's auditor for the accounting period being the financial year 2016 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 2016 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 and in compliance with European rules on the rotation of auditors.

## 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.

#### Presentation of the sixth resolution

We recommend that this AGM adopts the amendments to the compensation and remuneration policy of the Board of Directors, as described in the report of the Board of Directors (“– Section 4.4.3 Proposed Amendments of the Remuneration Policy”). The amendments would be effective as of 1 January 2016.

The proposed amendments of the remuneration policy are the following:

- **Chief Executive Officer (“CEO”) remuneration:** The remuneration of the CEO was not reviewed since 2012. Therefore, in the frame of the renewal of his mandate, the Company proposes to increase the remuneration of the CEO as described in the remuneration policy (“– Section 4.4.2.A – Executive Remuneration – Applicable to the CEO”). This increase takes into consideration the track record of the CEO and is in

line with the salary policy applied to employees across the Group over that period;

- **Non-executive remuneration:** In order to recognise the increase in responsibilities, greater time commitment and the continuous need to attract and retain highly competent Board members, a review of the Board remuneration policy was undertaken in 2015, the first comprehensive revision since 2007. As described in detail in the remuneration policy (“– Section 4.4.2.B – Non-Executive Remuneration – Applicable to non-Executive Members of the Board”), the Company proposes to increase the remuneration of the Chairman and that of the non-executive Board members to be in line with market practice, incentivise attendance and recognise the strategic role played by the Board of Directors in the Airbus Group's developments;

- **Long-Term Incentive Plan (“LTIP”):** In order to maintain the alignment with shareholders' interests, and to ensure both the Company and the beneficiaries benefit from new tax and social regimes (offered by the Macron Act in France in favour of French tax resident employees), the Company intends to replace all or part of future LTIP allocations with substantially similar instruments, such as performance shares or other equity-related allocations. As with the Performance Units, the value of the CEO's LTIP allocation would continue to be capped as a percentage of Base Salary at the date of grant and be subject to performance conditions. The other features would remain unchanged (performance conditions assessed over a 3 year period based on relevant financial criteria: average Earning Per Share and cumulated Free Cash Flow) with stringent targets set, as demonstrated by the past Group practice;

- **Employee Share Ownership Plan (“ESOP”):** The Company intends to implement an ESOP in 2017, subject to approval by the Board of Directors, open to all qualifying employees (including the CEO). The Company intends to replace future ESOP through the issuance of shares or free distribution of shares of other existing or new securities giving access to the capital as a matching contribution. This plan would aim at favouring the development of employee shareholding.

For any further information on the remuneration policy, please refer to “– Section 4.4 Remuneration report” of the report of the Board of Directors.

For a report on the remuneration of the Members of the Board of Directors during the year 2015, please see “– Section 4.4.4 Implementation of the Remuneration Policy in 2015: CEO” and “– Section 4.4.5 Implementation of the Remuneration Policy in 2015: Non Executive Fees” of the report of the Board of Directors.

#### SEVENTH RESOLUTION

##### **Renewal of the appointment of Mr. Denis Ranque as non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Denis Ranque be renewed as non-Executive Member of the Board of Directors for a term of one year, ending at the close of the Annual General Meeting which shall be held in the year 2017.

#### ELEVENTH RESOLUTION

##### **Renewal of the appointment of Mr. Hermann-Josef Lamberti as a non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Hermann-Josef Lamberti be renewed as non-Executive Member of the Board of Directors for a term of one year, ending at the close of the Annual General Meeting which shall be held in the year 2017.

#### EIGHT RESOLUTION

##### **Renewal of the appointment of Mr. Thomas Enders as Executive Member of the Board of Directors**

RESOLVED THAT Mr. Thomas Enders be renewed as 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 2019.

#### TWELFTH RESOLUTION

##### **Renewal of the appointment of Mr. Lakshmi N. Mittal as a non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Lakshmi N. Mittal be renewed as non-Executive Member of the Board of Directors for a term of one year, ending at the close of the Annual General Meeting which shall be held in the year 2017.

#### NINTH RESOLUTION

##### **Renewal of the appointment of Mr. Ralph D. Crosby, Jr. as a non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Ralph D. Crosby, Jr. be renewed as non-Executive Member of the Board of Directors for a term of one year, ending at the close of the Annual General Meeting which shall be held in the year 2017.

#### THIRTEENTH RESOLUTION

##### **Renewal of the appointment of Sir John Parker as a non-Executive Member of the Board of Directors**

RESOLVED THAT Sir John Parker be renewed as non-Executive Member of the Board of Directors for a term of two years, ending at the close of the Annual General Meeting which shall be held in the year 2018.

#### TENTH RESOLUTION

##### **Renewal of the appointment of Mr. Hans-Peter Keitel as a non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Hans-Peter Keitel be renewed as non-Executive Member of the Board of Directors for a term of two years, ending at the close of the Annual General Meeting which shall be held in the year 2018.

#### FOURTEENTH RESOLUTION

##### **Renewal of the appointment of Mr. Jean-Claude Trichet as a non-Executive Member of the Board of Directors**

RESOLVED THAT Mr. Jean-Claude Trichet be renewed as non-Executive Member of the Board of Directors for a term of two years, ending at the close of the Annual General Meeting which shall be held in the year 2018.

## FIFTEENTH RESOLUTION

### **Appointment of Ms. Catherine Guillouard as a non-Executive Member of the Board of Directors replacing Ms. Anne Lauvergeon whose mandate expires**

RESOLVED THAT Ms. Catherine Guillouard 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 2019, in replacement of Ms. Anne Lauvergeon whose mandate expires as of the close of this Annual General Meeting.

## SIXTEENTH RESOLUTION

### **Appointment of Ms. Claudia Nemat as a non-Executive Member of the Board of Directors replacing Mr. Manfred Bischoff whose mandate expires**

RESOLVED THAT Ms. Claudia Nemat 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 2019, in replacement of Mr. Manfred Bischoff whose mandate expires as of the close of this Annual General Meeting.

## SEVENTEENTH RESOLUTION

### **Appointment of Mr. Carlos Tavares as a non-Executive Member of the Board of Directors replacing Mr. Michel Pébereau whose mandate expires**

RESOLVED THAT Mr. Carlos Tavares 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 2019, in replacement of Mr. Michel Pébereau whose mandate expires as of the close of this Annual General Meeting.

#### **Presentation of the seventh to seventeenth resolutions**

We recommend that this AGM renews Mr. Thomas Enders as the 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 2019. Mr. Enders will therefore remain the Chief Executive Officer of the Group.

We further recommend that this AGM renews, as non-Executive Members of the Board of Directors, Messrs: Sir John Parker, Jean-Claude Trichet and Hans-Peter Keitel for a term of two years, ending at the close of the AGM which shall be held in the year 2018 and finally Messrs Denis Ranque, Ralph D. Crosby, Jr., Lakshmi N. Mittal and Hermann-Josef Lamberti for a term of one year, ending at the close of the AGM which shall be held in the year 2017.

We also recommend that this AGM appoints Ms. Catherine Guillouard, Ms. Claudia Nemat and Mr. Carlos Tavares as non-Executive Members 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 2019, in replacement of respectively Ms. Anne Lauvergeon, Mr. Manfred Bischoff and Mr. Michel Pébereau whose mandates expire as of the close of this AGM.

Ms. María Amparo Moraleda Martínez who was appointed at last year's AGM for a three year mandate is not subject to any decision at this AGM.

The renewal of the Members of the Board constituted in 2013 created a unique situation whereby the mandates all expire at the same time after a period of three years. Therefore, in order to ensure, a smoother transition of the Board composition in the future, it is envisaged that Board mandates are to be renewed every year by blocks of four, for a term of three years, in line with best practice.

The overriding objective of the Board staggering plan is to ensure that four out of twelve Directors are either renewed or replaced every year at each AGM after 2016, taking also into account the age limit prohibiting the nomination of Directors over 75 years of age, provided that exceptions to these rules may be agreed by the Board if specific circumstances provide an appropriate justification for such exceptions. This would avoid large bloc replacements of Directors at one single AGM, with the corresponding loss of experience and integration challenges.

Therefore, it is envisaged to set in motion the staggering structure at this AGM by renewing: (i) four Board Members for a mandate of one year, (ii) three Board Members for a mandate of two years, (iii) one Board Member for mandate of three years and by appointing three new Board Members for a mandate of three years.

It should be pointed out that Board Members nominated for less than a full year term are eligible (and it is planned) to serve for longer periods after the expiry of their short mandate. Indeed, it is foreseen on this that in particular Mr. Ranque be appointed for another three year term, after the expiry of his one year term, in 2017, so he can stay in his position as Chairman of the Board for at least the next four years.

After this second wave of appointments and renewals, the schedule of staggered retirements and inductions will follow its normal course at the AGM 2017, enabling in principle renewal or appointment of Board Members for three year mandates.

In the event Mr. Mittal and Sir John Parker are considered by stakeholders, including proxy advisors and certain investors, to be “over-boarded”, which means that, in their opinion, they serve on too many Boards of Directors of public companies, the Company has addressed this issue and considers that this does not prevent Mr. Mittal nor Sir John Parker from fulfilling their duties. The purpose of rules against ‘over-boarding’ is to ensure that Directors have sufficient time and energy to devote to their role as a Director.

In the cases of Mr. Mittal and Sir John Parker this has proven to be unsubstantiated and therefore this comment is of a theoretical nature in the actual circumstances: their commitment, availability and devotion to duty are evidenced by the fact that Mr. Mittal attended in 2015: 9/9 Board meetings and 6/6 Remuneration, Nomination and Governance Committee meetings and in 2014: 6/7 Board meetings and 3/3 Remuneration, Nomination and Governance Committee meetings whereas Sir John Parker attended in 2015: 8/9 Board meetings and 5/6 Remuneration, Nomination and Governance Committee meetings and in 2014: 7/7 Board meetings and 3/3 Remuneration, Nomination and Governance Committee meetings.

Moreover, we would like to highlight that Mr. Mittal and Sir John Parker are long-standing Directors of Airbus Group (with 9 years tenure on the Board), and have therefore gained in-depth knowledge of Airbus Group’s

businesses. Their presence at the Board is also beneficial as it balances the nationalities in the Board composition (being a dual British/Indian national; Mr. Mittal is the only Member of the Board with Asian origins; whereas Sir John is a British national). Moreover, the term of the proposed mandate should be taken into account as Mr. Mittal’s mandate is to be renewed for one year only and Sir John Parker’s mandate is to be renewed for two years enabling him to ensure Company knowledge transmission to his successor as Chairman of the Remuneration, Nomination and Governance Committee in 2018. Sir John Parker’s devotion is also demonstrated by his unlimited availability to meet on a regular basis with the Chairman of the Board, the Group Chief Executive Officer, the Group General Counsel and the Chief Human Resources Officer in preparation of work for the Committee meetings.

Consequently, the competencies of each one of our Board Members together with the excellent attendance rate at the Board and the Committees meetings are a perfect example of our Directors’ involvement and dedication 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 chart next page.

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## AIRBUS GROUP BOARD OF DIRECTORS SUBJECT TO AGM 2016 APPROVAL

Name	Age	Since	Term expires	Director expertise	Status	Primary Occupation	Attendance to the Board meetings 2015
 Denis RANQUE	64	2013	2017	    	Independent	Chairman of the Board of Directors of Airbus Group SE	9/9
 Thomas ENDERS	57	2012, re-elected in 2013	2019	    	Executive	Chief Executive Officer of Airbus Group SE	9/9
 Ralph D. CROSBY, Jr.	68	2013	2017	    	Non-Independent	Former Member of the Management Boards of Airbus Group SE and of Northrop Grumman	9/9
 Catherine GUILLOUARD	51	New in 2016	2019	    	Independent	Deputy Chief Executive Officer of Rexel	<i>Not applicable</i>
 Hans-Peter KEITEL	68	2013	2018	   	Independent	Vice President of the Federation of German Industry (BDI)	9/9
 Hermann-Josef LAMBERTI	60	2007, re-elected in 2013	2017	  	Independent	Former Member of the Management Board of Deutsche Bank AG	8/9
 Lakshmi N. MITTAL	65	2007, re-elected in 2013	2017	     	Independent	Chairman and Chief Executive Officer of ArcelorMittal	9/9
 María Amparo MORALEDA MARTÍNEZ	51	2015	2018	   	Independent	Former General Manager of IBM Spain and Portugal	5/5 (from AGM 2015)
 Claudia NEMAT	47	New in 2016	2019	   	Independent	Member of the Board of Management of Deutsche Telekom AG	<i>Not applicable</i>
 Sir John PARKER	73	2007, re-elected in 2013	2018	    	Independent	Chairman of Anglo American PLC	8/9
 Carlos TAVARES	57	New in 2016	2019	   	Independent	Chairman of the Managing Board of PSA Peugeot Citroën	<i>Not applicable</i>
 Jean-Claude TRICHET	73	2012, re-elected in 2013	2018	    	Independent	Honorary Governor of Banque de France and former President of the European Central Bank	9/9

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

 Global Industrial Business /  Engineering & Technology /  Manufacturing & Production /  Aerospace Industry /  Finance & Audit /  Geopolitical Economics /  Defence Industry /  Information & Data Management /  Asia

**INFORMATION ON BOARD MEMBERS PROPOSED FOR RENEWAL AT AGM 2016**



**Denis RANQUE**  
 64 years old  
 Director since 2013  
 Independent



**Current Public Company Board:**  
 - Chairman of Airbus Group SE  
 - Member of the BoD of Saint Gobain

**Other:**  
 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.



**Ralph D. CROSBY, Jr.**  
 68 years old  
 Director since 2013  
 Non-Independent



**Current Public Company Board:**  
 - Member of the BoD of Airbus Group SE  
 - Member of the BoD of American Electric Power Corporation  
 - Member of the BoD of Serco PLC

**Other:**  
 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.



**Tom ENDERS**  
 57 years old  
 Director since 2012,  
 re-elected in 2013  
 Executive



**Current Public Company Board:**  
 - CEO of Airbus Group SE  
 - Member of the BoD of Airbus Group SE

**Other:**  
 Mr. Enders chairs the Airbus Group Executive Committee, he answers to the Board of Directors, of which he is the only executive member, for delivering Group performance and executing its strategy.



**Hans-Peter KEITEL**  
 68 years old  
 Director since 2013  
 Independent



**Current Public Company Board:**  
 - Member of the BoD of Airbus Group SE  
 - Member of the SB of RWE AG  
 - Member of the SB of ThyssenKrupp AG

**Other:**  
 Mr. Keitel served as President of the Federation of German Industries (BDI) from 2009 to 2012. Prior to this he served nearly 20 years at Hochtief – first as Director for International Business and subsequently from 1992 to 2007 as Chief Executive Officer.

BoD: Board of Directors      SB: Supervisory Board



**Hermann-Josef LAMBERTI**

*60 years old*  
*Director since 2007,*  
*re-elected in 2013*  
*Independent*



**Current Public Company Board:**

- Member of the BoD of Airbus Group SE
- Member of the SB of ING Group N.V.



**Other:**

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.



**Sir John PARKER**

*73 years old*  
*Director since 2007,*  
*re-elected in 2013*  
*Independent*



**Current Public Company Board:**

- Member of the BoD of Airbus Group SE
- Chairman of Anglo American PLC
- Chairman of Pennon Group PLC
- Director of Carnival PLC and Carnival Corporation



**Other:**

Prior to his current position, Sir John Parker held several leadership positions in the engineering, shipbuilding and defence industries, including the chairmanship of National Grid until end 2011 and some 25 years' experience as a CEO including Harland & Wolff and the Babcock International Group.



**Lakshmi N. MITTAL**

*65 years old*  
*Director since 2007,*  
*re-elected in 2013*  
*Independent*



**Current Public Company Board:**

- Member of the BoD of Airbus Group SE
- Chairman and CEO of ArcelorMittal
- Chairman of Aperam S.A.
- Member of the BoD of Goldman Sachs



**Other:**

Mr. Mittal is an entrepreneur who founded Mittal Steel Company in 1976. The company has successfully grown over the years, is today known as ArcelorMittal, and has become the world's largest steelmaker. Mr. Mittal is recognised for his leadership in restructuring the global steel industry.



**Jean Claude TRICHET**

*73 years old*  
*Director since 2012,*  
*re-elected in 2013*  
*Independent*



**Current Public Company Board:**

- Member of the BoD of Airbus Group SE



**Other:**

Mr. Trichet served as President of the European Central Bank from 2003 to 2011. Formerly, he was appointed Governor of Banque de France, led the French Treasury and held various leading positions within the French Minister of Economy and Finance.

BoD: Board of Directors SB: Supervisory Board

**INFORMATION ON BOARD MEMBERS PROPOSED FOR APPOINTMENT AT AGM 2016**



**Catherine GUILLOUARD**  
*51 years old*  
*Independent*  
*New in 2016*

 **Current Public Company Board:**  
 - Deputy Chief Executive Officer of Rexel  
 - Member of the BoD of Engie

 **Other:**  
 Ms. Guillouard started her career in 1993 at the French Ministry of Economy and Finance and, since 1997, she moved into the private sector where she held various executive positions at Air France and Eutelsat. Since May 2014, she is Deputy CEO at Rexel. Since February 2010, she held various non-Executive Directorship positions in infrastructure (ADP), media and entertainment (Technicolor) and utilities (Engie).



**Carlos TAVARES**  
*57 years old*  
*Independent*  
*New in 2016*

 **Current Public Company Board:**  
 - Chairman of the Management Board of PSA Peugeot Citroën  
 - Member of the BoD of Faurecia (a subsidiary of Peugeot SA)

 **Other:**  
 From 1981 to 2004, Mr. Tavares held various management positions within the Renault Group. In 2004, he joined the Nissan Group to lead operations in the Americas region. In 2011, he was named Chief Operating Officer of the Renault Group, a position he held until 2013. He joined the Peugeot S.A. Management Board on 1 January 2014, and became the Chairman of the Management Board on 31 March 2014.



**Claudia NEMAT**  
*47 years old*  
*Independent*  
*New in 2016*

 **Current Public Company Board:**  
 - Member of the Board of Management of Deutsche Telekom AG  
 - Member of the SB of Lanxess AG

 **Other:**  
 Ms. Nemat has been a Member of the Board of Management of Deutsche Telekom AG since October 2011 and is responsible for the Board area Europe and Technology, managing the non-German European Business (12 countries, 13bn Euros revenues) as well as the strategic technology steering of DT Group. Before joining Deutsche Telekom AG, Claudia Nemat spent 17 years working for McKinsey&Company where she was elected Partner in 2000, and Senior Partner ("Director") in 2006. Among other responsibilities during her time there, she was co-leader of the global Technology Sector and led the unit for Europe, the Middle East and Africa.



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

BoD: Board of Directors      SB: Supervisory Board

## EIGHTEENTH 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 2017. 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.

#### **Presentation of the eighteenth 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 2017, 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 2016 and an ESOP in 2017, which would have to be approved by the Board of Directors.

## NINETEENTH 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 2017.

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 nineteenth resolution**

In addition to the authorisation provided for in the abovementioned eighteenth 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 2017. 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.

On 26 June 2015, based on the previous authorisation granted under the same terms by the AGM held on 27 May 2015, Airbus Group placed an inaugural convertible bond offering of up to €500 million.

## TWENTIETH 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 2015 in its eleventh resolution.

#### Presentation of the twentieth 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 eleventh resolution granted by the AGM on 27 May 2015.

The purposes of the share repurchase programmes to be implemented by the Company will be determined on a case-by-case basis by the Board of Directors based on needs.

The Company launched on 30 October 2015 a €1 billion share buyback for completion by 30 June 2016. Any further share buyback would be accommodated within the authorisation to this AGM. It is important to note that the Board of Directors will only decide whether or not to proceed with further share buyback and determine its timetable, amount, method and pricing based on the market conditions at such time, and on other capital allocation considerations in the context of the reshaping of the Group business portfolio. 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 shares acquired in this specific context would be promptly cancelled.

This authorisation is in addition, and without prejudice, to the authorisation pursuant to the twelfth resolution granted by the AGM on 27 May 2015. It being understood, that the Company does not intend to hold more than 10% of the issued share capital following parallel repurchases pursuant to these resolutions.

For additional 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](http://www.airbusgroup.com) (Investors & Shareholders > Share Information).

## TWENTY-FIRST 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 twentieth resolution 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 twenty-first 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, pursuant to the twentieth resolution 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 2016 DOCUMENTATION



### Agenda, Text and Presentation of the proposed resolutions

Included in the AGM 2016 Information Notice.  
For information purposes, translations into French, German and Spanish are only available on our website.



### Audited Financial Statements 2015

The financial information for 2015, 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  
23 February 2016



### ONLINE

[www.airbusgroup.com](http://www.airbusgroup.com)

### Annual General Meeting 2016

The Annual General Meeting 2016 documentation is available on our website (*Investors & Shareholders > General Meetings*).



### Governance

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



### PRINT

- in **The Netherlands**, Mendelweg 30, 2333 CS, Leiden;
- in **Germany**, Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn;
- in **France**, 4, rue du Groupe d'Or, bâtiment AURIGA, 31700 Blagnac; and, 5, quai Marcel Dassault, 92150 Suresnes;
- in **Spain**, Avenida de Aragón 404, 28022 Madrid;

or at:

- Deutsche Bank AG, Institutional Cash & Securities Services/ Issuer Services, Post IPO Department, 60262 Frankfurt am Main, Germany (fax: +49/69-910 38794 and E-mail: [core.emfo@db.com](mailto:core.emfo@db.com));
- Airbus Group Securities Department.

Airbus Group Securities Department

## HOW TO ATTEND THE MEETING

Hotel Okura Amsterdam - Ferdinand Bolstraat 333, 1072 LH Amsterdam, The Netherlands - Tel.: +31 (0)20 678 71 11



### BY CAR

20 minutes by car from Schiphol International Airport.



### BY PUBLIC TRANSPORT

10 minutes walk from Rai Station.

www.airbusgroup.com

## Shareholders Information

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