
2019

Wednesday 10 April

1:30pm

Hotel Okura Amsterdam
Ferdinand Bolstraat 333
1072 LH Amsterdam
The Netherlands



Annual General Meeting Information Notice

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Chairman of the Board of Directors

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Agenda

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 2018
3. Application of the remuneration policy in 2018
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 2018
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. Renewal of the appointment of Ernst & Young Accountants LLP as auditor for the financial year 2019
6. Adoption of the amendments to the remuneration policy of the Board of Directors
7. Appointment of Mr. Guillaume Faury as Executive Member of the Board of Directors for a term of three years in replacement of Mr. Thomas Enders whose mandate expires
8. Renewal of the appointment of Ms. Catherine Guillouard as Non-Executive Member of the Board of Directors for a term of three years
9. Renewal of the appointment of Ms. Claudia Nemat as Non-Executive Member of the Board of Directors for a term of three years
10. Renewal of the appointment of Mr. Carlos Tavares as Non-Executive Member of the Board of Directors for a term of three years
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

2019

Chairman's message



Dear shareholders, dear stakeholders,

The aerospace and defence industry is preparing for a new era when digital technology will help transform engineering and manufacturing operations. At Airbus, the search for a new generation of enterprising leaders continued this year to prepare us for the challenges of the next decade.

Therefore 2018 was an exceptionally busy year for your Board and the Remuneration, Nomination and Governance Committee as we interviewed and selected a new core management team. As we already announced, the Board unanimously selected Guillaume Faury as our new CEO after a thorough examination of the potential candidates. Guillaume is due to assume his post after the Annual General Meeting on 10 April 2019, subject to shareholders' approval.

He is joined by Dominik Asam as Chief Financial Officer, one of the most respected CFOs in the German DAX 30. In two other key appointments, we selected Michael Schöllhorn as Chief Operating Officer for commercial aircraft and Philippe Mhun as Chief Programmes and Services Officer for commercial aircraft. Earlier in the year, we appointed Grazia Vittadini as Chief Technology Officer and Bruno Even took over from Guillaume Faury as CEO of Airbus Helicopters.

The Board supported management in the running of the business. Despite significant operational challenges, we delivered a record number of commercial aircraft in 2018 and this was reflected in the strong overall financial performance. Within Airbus Helicopters, the first serial H160 took to the skies and in defence we concluded negotiations on the A400M contract amendment with our government customers, prior to their domestic approval processes.

The year also saw the completion of Airbus' purchase of a majority stake in the former 'C Series' aircraft programme, which we re-launched as the A220. This aircraft is an important complement to our commercial product range and will benefit from Airbus' commercial and industrial contribution.

Our site visits for the Board included the Final Assembly Line Asia in Tianjin and the Skywise campus in Toulouse. As Chairman, I also took the opportunity to engage with some of our institutional shareholders and answer analysts' questions on our governance and hear their views.

Our Ethics and Compliance Committee was also fully occupied, overseeing the development of a state-of-the-art compliance programme and a zero-tolerance compliance culture across Airbus. It also monitored closely the investigations in full cooperation with judiciary authorities.

As I indicated last year, Tom Enders, our current CEO, decided to leave on the expiry of his mandate in April 2019. Harald Wilhelm, our current CFO, has since opted to leave at the same time in agreement with the Board. I would like to thank Tom, Harald and the outgoing management team for their numerous achievements in the development of your Company, but also its deep transformation through the introduction of our new shareholding and governance structures, and the integration of Airbus Commercial Aircraft and Airbus Group.

At Board level, we welcomed three new Directors in the year: Victor Chu, Jean-Pierre Clamadieu and René Obermann who are bringing their diverse skills and experience to the Board. At the 2019 AGM we will propose the renewal of mandates of three current Board Members, namely Catherine Guillouard, Claudia Nemat and Carlos Tavares, who have all proven their added value and given a strong contribution over the last three years.

Reflecting the strength of the 2018 achievements, the Board proposes to the Annual General Meeting a dividend of €1.65 per share (2017: €1.50).

In summary, I believe that we are well positioned to harvest the rewards of our new products and services. I would like to thank our employees for their continued "Passion for progress" that has made these accomplishments possible, and all our stakeholders for their faith in the Board and management.

Yours sincerely

Denis RANQUE
Chairman of the Board

Key facts 2018

(Airbus consolidated figures)

Order intake⁽⁴⁾ (€bn)

55.5

(2017: n/a)

Revenues (€bn)

63.7 ↑8%

(2017: 59.0)⁽¹⁾

Order book⁽⁴⁾ (€bn)

459.5

(2017: n/a)

EBIT (reported) (€bn)

5.05 ↑89%

(2017: 2.67)⁽¹⁾

Earnings per share (€)

3.94 ↑29%

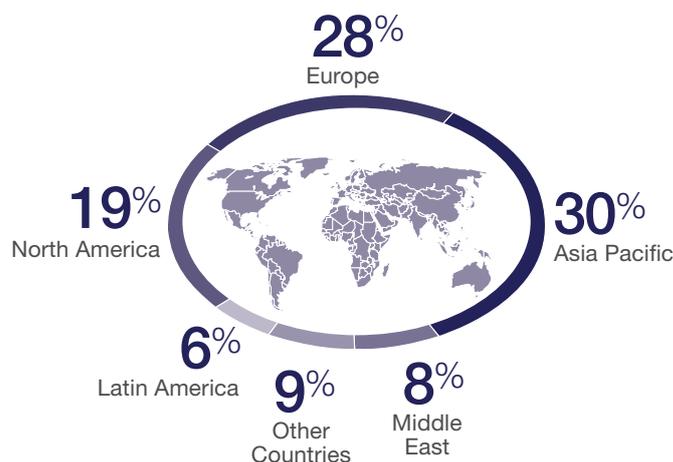
(2017: 3.05)⁽¹⁾

Net income⁽²⁾ (€bn)

3.05 ↑29%

(2017: 2.36)⁽¹⁾

ORDER BOOK 2018 BY REGION⁽⁴⁾ (By value)

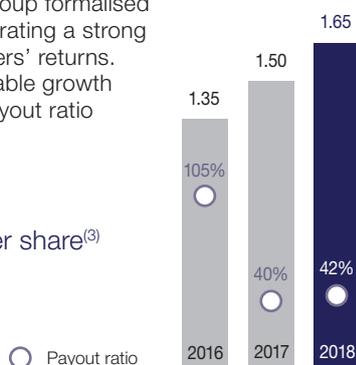


DIVIDEND POLICY

(In € / Gross dividend/share)

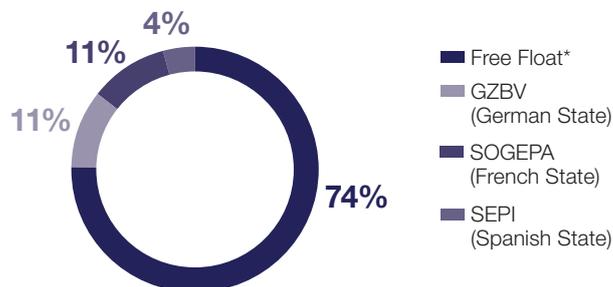
In December 2013, the Group formalised a dividend policy demonstrating a strong commitment to shareholders' returns. The policy targets sustainable growth in the dividend within a payout ratio of 30%-40%.

€1.65 dividend per share⁽³⁾



SHAREHOLDING STRUCTURE

as of 31 December 2018



* Includes treasury shares without economic or voting rights (0.08%).

Number of employees

133,671 ↑3%

(2017: 129,442)

Nationalities

141 ↑7%

(2017: 132)

Pay Ratio

51

(2017: n/a)

RESPONSIBILITY & SUSTAINABILITY AT AIRBUS

Airbus has adopted the United Nations Sustainable Development Goals (SDGs) as a framework for its R&S initiatives. Its businesses contribute to at least eight of the goals:



(1) Where applicable, 2017 figures have been restated to reflect the adoption of the IFRS 15 accounting standard and new segment reporting as of 1 January, 2018. The new segment reporting reflects the merger of Headquarters into Airbus.

(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.

(3) To be proposed to the AGM 2019.

(4) The order backlog and order intake is measured under IFRS 15. The unit backlog reflects the contractual view. The backlog value now reflects the assessment of recoverability and net transaction price on airframe and engine. The 2017 backlog is not being restated.

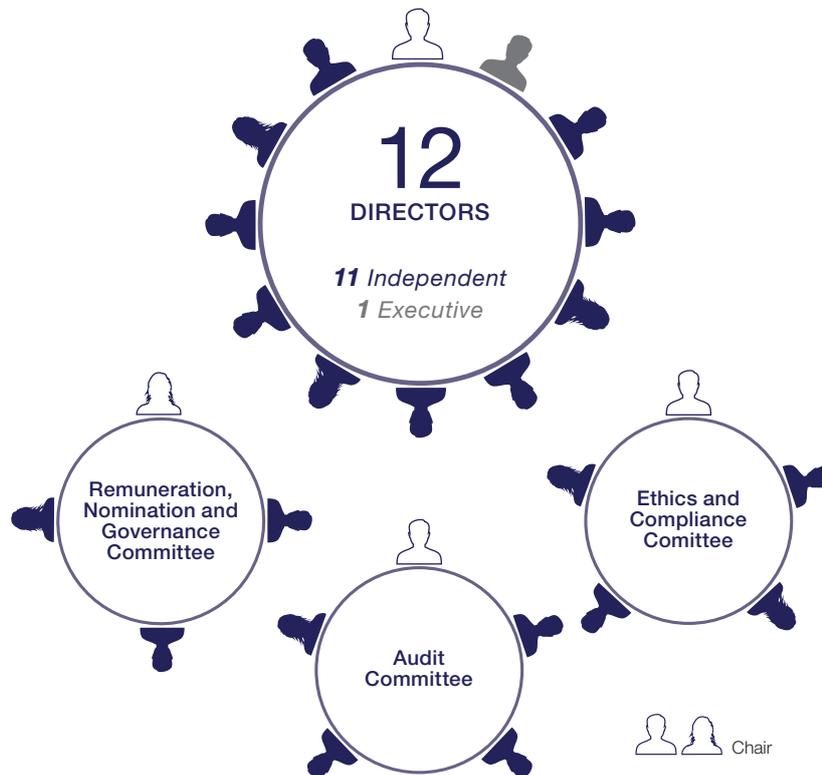
Governance

AIRBUS BOARD OF DIRECTORS AND COMMITTEES AS OF 31 DECEMBER 2018

Independence
92%
(2017: 92%)

Attendance⁽¹⁾
87%
(2017: 91%)

Average duration of
Board membership (years)
4
(2017: 4.5)



Women
25%
(2017: 25%)

Nationalities
7
(2017: 6)

Average age (years)
59
(2017: 62)

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. Members of the Board of Directors have the following skills and expertise that are required to fulfil their respective duties within the Board of Directors and as Member of one of the Board of Directors' committees:



(1) To Board of Directors meetings.

Ways of participating

HOW TO QUALIFY FOR PARTICIPATION IN THE MEETING?

According to current Dutch law, your financial intermediary or Airbus Securities Department will attest on your behalf your status as a holder of Airbus shares as of **Wednesday 13 March 2019** (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 1 Airbus share can participate in the meeting by using a voting form/attendance card request in paper form or by Internet. If you have not received the information but you would like to vote, please do contact your financial intermediary to obtain the details. You may send your query using a contact Form available on the website <https://planetshares.bnpparibas.com>.

HOW TO PARTICIPATE?

You can choose one of the four following options:

- 1** To attend 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

You can express your choice:

- A** by using the voting form/attendance card request (the "Form") attached in printed version
- B** or by Internet

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 Airbus Securities Department.

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 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 this 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 on 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 on each resolution, and on amendments or new resolutions, if any, presented during this Meeting, you must shade box **4** on the Form.

In this case, only this specified person will be admitted to the Meeting and only upon presentation of an attendance card and a valid proof of identity.

Whichever your choice is,

whether **1**, **2**, **3**, or **4**, 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 financial intermediary or to Airbus Securities Department.

Your Form must be received:

- if you hold bearer shares: no later than **Thursday 28 March 2019** by your financial intermediary which has to transmit it by the latest **Friday 29 March 2019** to Airbus Securities Department;
- if you hold registered shares: no later than **Friday 29 March 2019** by Airbus Securities Department.

Any Form received beyond the relevant date will be disregarded.

in the Meeting

B By Internet

You will be offered the same four options as proposed in the paper Form if you choose to express your choice via the VOTACCESS secured website, available until **Friday 29 March 2019**.

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 13 March 2019** (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 "Take part in the General 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 from Wednesday 27 February 2019. 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

You may contact your financial intermediary in order to confirm whether this institution is connected to VOTACCESS platform, and, as the case may be, whether this access is subject to any specific terms of use.

- If your financial intermediary is connected to VOTACCESS platform, you will identify yourself via your institution website using your usual login ID. You will then follow the on-screen instructions in order to access to VOTACCESS platform.
- If your financial intermediary is not connected to VOTACCESS platform, this institution should complete, on your behalf, a Shareholding Declaration* and send it, as well as your e-mail address, to Airbus Securities Department. As soon as the document is 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 the Shareholding Declaration* is completed before **Wednesday 13 March 2019** (Registration Date), your financial intermediary must further confirm your status as a holder of Airbus shares on this date.

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

For any questions related to the Internet voting, please contact +33 1 57 43 35 00 or send your query using a contact Form available on the website <https://planetshares.bnpparibas.com>

* The Shareholding 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 **Wednesday 13 March 2019** (Registration Date) at close of markets, on a headed paper of the financial intermediary. A special form is available on our website www.airbus.com (Investors > Annual General Meetings).

Text and Presentation

proposed by the Board of Directors

1

First resolution

ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2018

RESOLVED THAT the audited accounts for the accounting period from 1 January 2018 to 31 December 2018, 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 2018.

For more information on 2018 financial performances, see Section “5.1 Consolidated Financial Statements (“IFRS”)” of the report of the Board of Directors and the audited Financial Statements 2018.

2

Second resolution

APPROVAL OF THE RESULT ALLOCATION AND DISTRIBUTION

RESOLVED THAT the net loss of €227 million, as shown in the income statement included in the audited accounts for the financial year 2018, shall be charged against the retained earnings and that a payment of a gross amount of €1.65 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 loss of €227 million, as shown in the income statement included in the audited accounts for the financial year 2018, shall be charged against the retained earnings and that a payment of a gross amount of €1.65 per share shall be made to the shareholders out of retained earnings.

Please note that this net loss of €227 million refers to the Company Financial Statements for the financial year 2018 and not the Consolidated Financial Statements for which the net income for the financial year 2018 is stated at €3.05 billion.

Pursuant to a decision by the Board of Directors, such dividend payment shall be made on Wednesday 17 April 2019.

As from Monday 15 April 2019, the Company’s shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made to holders of the Company’s shares on Tuesday 16 April 2019 (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 2018, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2018 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 2018, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2018 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, and the former Members of the Board of Directors whose mandates expired in 2018, from liability for the performance of their duties during and with respect to the financial year 2018, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2018 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

5

Fifth resolution

RENEWAL OF THE APPOINTMENT OF ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR FOR THE FINANCIAL YEAR 2019

RESOLVED THAT the Company’s auditor for the accounting period being the financial year 2019 shall be Ernst & Young Accountants LLP, The Netherlands, whose registered office is at Boompjes 258, 3011 XZ Rotterdam in the Netherlands.

Presentation of the fifth resolution

We recommend that the Company’s auditor for the financial year 2019 should be Ernst & Young Accountants LLP, The Netherlands, whose registered office is at Boompjes 258, 3011 XZ Rotterdam in the Netherlands, based on its independence, qualifications and proven performance, as concluded by the Board of Directors and the Audit Committee.

of the Resolutions

6

Sixth resolution

ADOPTION OF THE AMENDMENTS TO THE REMUNERATION POLICY OF THE BOARD OF DIRECTORS

RESOLVED THAT the proposed amendments to the remuneration policy of the Board of Directors, 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 remuneration policy of the Board of Directors, as described in the report of the Board of Directors (Section “4.4.3 Proposed Amendments to the Remuneration Policy”).

- The following proposed amendment, would be effective following this AGM and relates to the remuneration policy applicable to the CEO, as sole Executive Member of the Board:

In order to comply with the recommendation of the Dutch Corporate Governance Code relating to the maximum remuneration payable in the event of departure of an Executive Board Member and in line with market practices, the Company proposes that the amount of the indemnity to be paid to the CEO in case of contract termination be reduced to 1 times the last total annual remuneration (defined in the remuneration policy as base salary and annual variable remuneration most recently paid), subject to applicable local legal requirements if any and that the maximum duration of the non-compete compensation to be paid to the CEO in case of contract termination be of 1 year. The other terms and conditions applicable to the termination indemnity and the non-compete compensation as per the remuneration policy currently in force will remain unchanged.

Apart from the above-mentioned amendment, there will be no change in the remuneration policy in connection with the proposed appointment of a future CEO, as described in Section “4.4.2.A – Executive Remuneration – Applicable to the CEO” of the report of the Board, which will continue to apply.

The proposed amendment described above will not apply to Mr. Enders, whose mandate will expire at the close of the AGM.

- The following proposed amendment, would be effective as of 1 January 2019 and relates to the fees allocated to Non-Executive Members of the Board of Directors for their membership of a Committee:

The current remuneration policy applicable to the membership of a Committee as described in Section “4.4.2.B – Non-Executive Remuneration – Applicable to Non-Executive Members of the Board” of the report of the Board of Directors does not take into account Directors’ attendance at a greater number of Committee meetings when the workload substantially intensifies due to exceptional circumstances, as it only provides for a fixed fee calculated on the basis of 4 regular meetings per Committee per year.

To address these considerations, the Company proposes to allocate an attendance fee above a certain number of meetings per Committee per year. Such attendance fee is identical for both chair and members and differs depending on the attendance mode or the meeting type (physical or by phone). This contemplated total remuneration (fixed and

proposed attendance fees) for membership of a Committee (based on the average number of additional Committee meetings effectively attended physically or by phone by the Directors in 2017 and 2018) remains within the market spectrum of the Company’s peer group.

For any further information on the remuneration policy, please refer to Section “4.4.2 Remuneration Policy” 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 2018, please see Section “4.4.4 Implementation of the Remuneration Policy: CEO” and Section “4.4.5 Implementation of the Remuneration Policy in 2018: Non-Executive Directors” of the report of the Board of Directors.

7

Seventh resolution

APPOINTMENT OF MR. GUILLAUME FAURY AS EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS IN REPLACEMENT OF MR. THOMAS ENDERS WHOSE MANDATE EXPIRES

RESOLVED THAT Mr. Guillaume Faury be appointed 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 2022, in replacement of Mr. Thomas Enders whose mandate expires as of the close of this Annual General Meeting.

8

Eighth resolution

RENEWAL OF THE APPOINTMENT OF MS. CATHERINE GUILLOUARD AS NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT the appointment of Ms. Catherine Guillaouard 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 2022.

9

Ninth resolution

RENEWAL OF THE APPOINTMENT OF MS. CLAUDIA NEMAT AS NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT the appointment of Ms. Claudia Nemat 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 2022.

10

Tenth resolution

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

RESOLVED THAT the appointment of Mr. Carlos Tavares 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 2022.

Presentation of the seventh to tenth resolutions

As announced in the previous years, 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.

The Board recommends that this AGM appoints, as Executive Member of the Board, Mr. Guillaume Faury, for a term of three years, ending at the close of the AGM which shall be held in the year 2022, in replacement of Mr. Thomas Enders whose mandate expires as of the close of this AGM. Mr. Faury serves as President Airbus Commercial Aircraft since early 2018 after having served for 5 years as CEO of Airbus Helicopters. Mr. Faury is also a member of the Executive Committee of Airbus. Between 1998 and 2008, he served in various senior management roles at Airbus Helicopters (formerly Eurocopter), in Engineering, Flight Test, Commercial Programmes, and Research and Development. In 2009, Mr. Faury joined Peugeot S.A., where he served as Member of the Managing Board and Executive Vice President for Research and Development until 2013. Thanks to his various roles, both inside and outside Airbus, Mr. Faury has gained a broad industrial and aeronautic experience. With his extensive operational knowledge, his global outlook and strong personal values, Mr. Faury has the right competences, mind-set and personal skills to fulfil this position. The Board reached this unanimous conclusion after a thorough examination of all potential candidates, both internal and external.

We further recommend that this AGM renews the appointment of Ms. Catherine Guillouard as an independent 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 2022. Ms. Guillouard serves as Chairwoman and Chief Executive Officer of RATP since 2017 and is member of the Board of Directors of Engie. Between 1997 and 2007, she held various positions within Air France, including in relation to Human Resources, Flight Operations and Finance. From 2007 to 2013, she served at Eutelsat as Chief Financial Officer and member of the Group Executive Committee before joining Rexel as Chief Financial Officer and Group Senior Vice-President, and then as Deputy Chief Executive Officer from 2014 to 2017. Based on her strong executive leadership experience and extensive financial background, Ms. Guillouard provides valuable insights notably on corporate governance, financial management, audit and risk management. Her skills and vast experience enable her to serve a crucial role on the Audit Committee and on the Ethics & Compliance Committee.

In addition, we recommend that this AGM renews the appointment of Ms. Claudia Nemat as an independent 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 2022. Ms. Nemat joined Deutsche Telekom AG in 2011 as member of the Board of Management after 17 years working for McKinsey & Company where she was Co-leader of the global Technology Sector and led the unit for Europe, the Middle East and Africa. Ms. Nemat headed the European business of Deutsche Telekom AG until the end of 2016. Since 2017, she has led the new Board area Technology & Innovation. Ms. Nemat also chairs the Supervisory Board of Deutsche Telekom IT GmbH, is a member of the Supervisory Board of Airbus Defence and Space GmbH and a member of the University Council of University of Cologne. Her substantial experience in digital transformation, technology and industrial politics brings to Airbus critical skills for its digital and technology focus. Also, her extensive management experience is valuable to Airbus and its Remuneration, Nomination and Governance Committee, where she serves as member.

We further recommend that this AGM renews the appointment of Mr. Carlos Tavares as an independent 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 2022. Mr. Tavares serves as Chairman of the Management Board of PSA Peugeot Citroën since 2014, is member of the Board of Directors of Banque PSA Finance and of Total Group. He held a number of different positions with the Renault Group from 1981 to 2004 before joining Nissan. In 2009, he was appointed Executive Vice President, Chairman of the Management Committee Americas and President of Nissan North America. He was named Group Chief Operating Officer of Renault in 2011. Mr. Tavares has been a Director of Faurecia until October 2018. His sound engineering and industrial background, including in respect of operations, provides Airbus with the right expertise for its industrial focus. Mr. Tavares also brings a vast directorship and board experience gained from his former and current roles and mandates.

The diversity of competencies of the Board Members to be re-elected, together with the high attendance rate for an exceptionally high number of Board meetings and Committee meetings in 2018, including extraordinary meetings convened on short notice, (see Section 4.1.1 of the report of the Board of Directors) show a great involvement and dedication of our Directors to Airbus' activities. The Board of Directors is therefore convinced 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.

With the re-appointment of Ms. Guillouard and Nemat, the Company maintains the current proportion of 25% of female directors at the Board and will strive to improve the increase of this percentage in the future.

Denis Ranque will continue as Chairman of the Board until the end of his mandate as Non-Executive Member, expiring at the close of the AGM which shall be held in the year 2020, as foreseen in the staggered Board succession process introduced at the 2016 AGM. Upon the end of his mandate and after seven years as Chairman, Denis Ranque has requested to leave the Board to pursue other interests. The Board commenced the process of selecting a new Chairman having regard to, as expressed in its internal rules, the importance of maintaining international diversity at Board and Management level.



Further information on the above-mentioned candidates is published on the Company's website at www.airbus.com (Company > Corporate Governance > Board and Board Committees) and is also available at the Company's offices.

Information on Board Members proposed for (re-) appointment at AGM 2019

APPOINTMENT

Guillaume FAURY

51, M, French
New Director in 2019
Executive




Profile:

Between 1998 and 2008, Guillaume Faury held various leadership positions in engineering, programs and flight testing in Airbus helicopter business. After spending four years at Peugeot SA where he served as Executive Vice-President for Research and Development and a Member of Peugeot's Managing Board, in 2013 he returned to Airbus as President and CEO of Airbus Helicopters. In February 2018, Mr. Faury became President Airbus Commercial Aircraft. He is also a member of the Executive Committee of Airbus.

RE-APPOINTMENT

Claudia NEMAT

50, F, German
New Director in 2016
Independent




Current Public Company Board:

- Member of the Board of Management of Deutsche Telekom AG

Profile:

Claudia Nemat has been a member of Deutsche Telekom's Board of Management since 2011. She was responsible for the Board area Europe and Technology until the end of 2016 and has been responsible for Technology and Innovation since January 2017. She focuses on digital transformation, the impact of new technologies such as artificial intelligence on business models, our work and lives, complex stakeholder management and leading global teams.

RE-APPOINTMENT

Carlos TAVARES

60, M, Portuguese
New Director in 2016
Independent




Current Public Company Board:

- Chairman of the Managing Board of Peugeot SA
- Member of the Board of Directors of Total SA

Profile:

From 1981 to 2004, Mr. Tavares held various management positions within the Renault Group. After 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 SA Managing Board on 1 January 2014, and became the Chairman of the Management Board on 31 March 2014.

RE-APPOINTMENT

Catherine GUILLOUARD

54, F, French
New Director in 2016
Independent




Current Public Company Board:

- Chairwoman and Chief Executive Officer of RATP
- Member of the Board of Engie

Profile:

Ms. Guillaouard started her career in 1993 at the French Ministry of Economy and Finance and, since 1997, she moved in the private sector where she held various executive positions in Air France and Eutelsat. Since May 2014 until February 2017, she has been Deputy CEO at Rexel. Since 2 August 2017, Ms Guillaouard has been appointed Chairwoman and Chief Executive Officer of RATP Group. Since February 2010, she held various non-executive directorship positions in infrastructure (ADP), media and entertainment (Technicolor) and utilities (ENGIE).

■ Independent ■ Executive



Airbus SE Board of Directors subject to AGM 2019 approval

Board member Age*, Gender, Nationality	Status	Since	Term expires	Primary occupation & Other mandates	Director expertise	Attendance to 2018 Board meetings
 Denis RANQUE 67, M, French	Independent	2013, last re-election in 2017	2020	Chairman of the Board of Directors of Airbus SE		 10/10
 Guillaume FAURY** 51, M, French	Executive	New in 2019	2022	Chief Executive Officer of Airbus SE (currently President Airbus Commercial Aircraft)		Not applicable
 Victor CHU 61, M, Chinese / British	Independent	2018	2021	Chairman and CEO of First Eastern Investment Group		6/9 (from AGM 2018)
 Jean-Pierre CLAMADIEU 60, M, French	Independent	2018	2021	CEO and member of the Board of Solvay SA (until 1 March 2019) and Chairman of the Board of Engie and member of the Board of AXA SA		8/9 (from AGM 2018)
 Ralph D. CROSBY, Jr. 71, M, American	Independent	2013, last re-election in 2017	2020	Member of the Board of Directors of American Electric Power Corp.		9/10
 Lord DRAYSON (Paul) 59, M, British	Independent	2017	2020	Co-Founder and Chairman of Drayson Technologies Ltd and Co-Founder and CEO of Sensyne Health PLC		8/10
 Catherine GUILLOUARD** 54, F, French	Independent	2016, to be re-elected in 2019	2022	Chairwoman and Chief Executive Officer of RATP and member of the Board of Engie		10/10
 Hermann-Josef LAMBERTI 63, M, German	Independent	2007, last re-election in 2017	2020	Member of the Supervisory Board of ING Group N.V.		8/10
 Amparo MORALEDA 54, F, Spanish	Independent	2015, last re-election in 2018	2021	Member of the Board of Directors of Solvay SA, CaixaBank SA and Vodafone PLC		9/10
 Claudia NEMAT** 50, F, German	Independent	2016, to be re-elected in 2019	2022	Member of the Board of Management of Deutsche Telekom AG		10/10
 René OBERMANN 56, M, German	Independent	2018	2021	Managing Director of Warburg Pincus Deutschland GmbH and member of the Board of Telenor ASA and Allianz Deutschland AG		8/9 (from AGM 2018)
 Carlos TAVARES** 60, M, Portuguese	Independent	2016, to be re-elected in 2019	2022	Chairman of the Managing Board of Peugeot SA and member of the Board of Directors of Total SA		6/10
Board meetings in 2018						10
Average attendance rate in 2018						87%

* As per AGM 2019 Date.  Independent  Executive  Chair

** To be (re-)elected in 2019.

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

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

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 2020.

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 the Company's reserves. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares if (i) 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) it concerns an aggregate issue price in excess of €500 million per share issuance.

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 0.52% 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 2020, 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 2019 and an ESOP in 2020, subject to approval by the Board of Directors.

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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 2020.

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 the Company's reserves. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares if (i) 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) it concerns 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 1.16% 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 2020. 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 stipulated by the Company's Articles of Association.

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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 (or depository receipts for 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 11 April 2018 in its twelfth 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 twelfth resolution granted by the AGM on 11 April 2018.

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.

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.airbus.com (Investors > Share Price & Information).

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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 to be cancelled) in accordance with Dutch law.

Useful Information

ANNUAL GENERAL MEETING 2019 DOCUMENTATION



Agenda, Text and Presentation of the proposed resolutions

Included in the AGM 2019 Information Notice.

For information purposes, translations into French, German and Spanish are only available on our website.



Audited Financial Statements 2018

The financial information for 2018, as set forth below, forms part of the Documentation for the Annual General Meeting, and is incorporated by reference herein:

- Airbus SE IFRS Consolidated Financial Statements;
- Notes to the IFRS Consolidated Financial Statements;
- Airbus SE 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
13 February 2019

ONLINE



www.airbus.com

Annual General Meeting 2019

The Annual General Meeting 2019 documentation is available on our website (*Investors > Annual General Meetings*).

<https://www.airbus.com/investors/annual-general-meetings.html>

Governance

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

<https://www.airbus.com/company/corporate-governance.html>

PRINT



The AGM 2019 documentation is also available at the following addresses:

- in **The Netherlands**, Mendelweg 30, 2333 CS, Leiden;
 - in **France**, 2 rond-point Dewoitine, 31700 Blagnac;
- or at:
- Airbus Securities Department.

Airbus Securities Department

BNP PARIBAS Securities Services

CTO Assemblées - 9, rue du Débarcadère

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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

15 minutes walk from Amsterdam Rai Station.

Shareholder Information



www.airbus.com

Investors > Annual General Meetings



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