## Information note

This information note is supplied to you for information purposes in addition to the information already contained in the 2016 Airbus Group Employee Share Ownership Plan Rules ("2016 ESOP") and this, in accordance with the European Prospectus Directive n° 2003/71/EC as further amended and implemented by European countries.

Airbus Group SE ("Airbus Group") is relying on the exemptions provided for in the above-mentioned Directive in relation to its offer of shares to employees pursuant to the 2016 ESOP and in relation to the subsequent admission to trading of these securities.

The issuer of the securities is Airbus Group SE, a European public company (Societas Europaea)
existing under the laws of The Netherlands, whose registered address is Mendelweg 30, 2333 CS
Leiden - The Netherlands.

The shares of Airbus Group are traded on Euronext Paris, on the 'regulierter Markt' of the Frankfurt Stock Exchange and on the Madrid, Bilbao, Barcelona and Valencia Stock Exchanges under the trade name of Airbus Group (and ticker AIR).

Additional financial information is available on http://www.airbusgroup.com/int/en/investors-shareholders.html

2. The securities subject to the 2016 ESOP concern fully paid ordinary shares ("Shares") in the capital of Airbus Group which ordinarily entitle the holder of the Shares to (i) vote at general meetings of shareholders and (ii) receive dividends decided upon at such general meetings of shareholders. Shares will be admitted to trading on Euronext Paris, on the 'regulierter Markt' of the Frankfurt Stock Exchange and on the Madrid, Bilbao, Barcelona and Valencia Stock Exchanges, and will be newly issued Shares.

In 2016, the employee share ownership plan offering the possibility to subscribe for Shares at such time as may be specified in such plan are subject to the decisions of the Airbus Group Board of Directors on February 23<sup>rd</sup>, 2016.

- 3. The Shares are to be offered to promote long term shareholding by employees under preferential conditions as a global benefit in more than 30 countries and to give employees the opportunity to participate in and benefit from any success of Airbus Group.
- 4. The details of how Shares may be acquired by employees under the 2016 ESOP, are as follows:
- eligible employees of Airbus Group will be invited to subscribe Shares pursuant to the 2016 ESOP between March 1<sup>st</sup> and March 15<sup>th</sup> 2016 (inclusive) at the fair market value;
- the fair market value will be determined by Airbus Group's Board of Directors on February 23<sup>rd</sup>, 2016 and represent the closing price of Airbus Group's Shares on the Paris Stock Exchange on February 23<sup>rd</sup>, 2016;
- c. in France employees may also invest according to Article L.3332-19 of the French Labor Code, through a mutual Fund ("FCPE") at a subscription price which will be equal to the average closing price in Euro payable on the Paris Stock Exchange for one share in the capital of the Company during the 20 trading days immediately preceding February 23<sup>rd</sup>, 2016;
- d. the relevant subscription price in Euro will be deducted automatically via payroll in May 2016 or its payment will start in May 2016 when done in 3 instalments, or according to local modalities. Within the Euro zone the purchase price will be in Euro. Employees outside the Euro zone will pay in local currency, with a fixed exchange rate defined on February 23<sup>rd</sup>, 2016;



e. for each fixed number of Shares subscribed by employees pursuant to the 2016 ESOP, Airbus Group will grant matching Shares ("Matching Shares") based on a determined ratio depending on the number of Shares subscribed as follows:

Fixed number of shares acquired by the employees	Number of shares matched by Airbus Group ("Matching Shares")	Total number of shares received by the employees	Equivalent Discount
5	+5	10	50%
15	+12	27	45%
25	+ 17	42	40%
50	+ 30	80	37%
100	+ 43	143	30%
200	+ 67	267	25%

- f. the fixed number of Shares available for purchase are as follows: 5, 15, 25, 50, 100 or 200;
- g. it is foreseen to grant all the Shares by capital increase on April 14<sup>th</sup>, 2016, this being the date when the employees will become owners of the Shares;
- h. the employees in France who have not invested through a mutual fund ("FCPE") and employees in other countries (except in Australia, Italy and Spain) will not be able to sell any Shares for a period of one year from the date of registration in the account, thus it is foreseen that the employees can sell their Shares only after April 14<sup>th</sup>, 2017 if they so wish. For the employees in France who have invested through a mutual fund ("FCPE"), the rules of the FCPE will apply;
- the employees in Australia, Italy and Spain will not be able to sell any Shares for a period of three years from the date of registration in the account, thus it is foreseen that the employees in Australia, Italy and Spain can sell their Shares only after April 14<sup>th</sup>, 2019 if they so wish; the current Share price may be found on the Investor Relations page of the Airbus Group website (http://www.airbusgroup.com);
- j. the approximate number of Shares that will be available to employees in this offering is 2,000,000 Shares<sup>1</sup>, including 500,000 matching shares<sup>1</sup>. The exact number of shares granted to a given employee on April 14<sup>th</sup>, 2016 will depend on the number of shares subscribed by other employees worldwide. In case of oversubscription, the number of shares would be reduced. Employees would be informed accordingly within 20 working days after the end of the subscription period. All participants' subscription would be reduced proportionally.

Note: the information set out above is provided solely for the purposes of complying with the European Prospectus Directive and the corresponding rules of the countries where the Shares are listed and is a summary of some of the terms of the 2016 ESOP and complies with the ESMA Recommendations (formerly "CESR"). If there is a conflict between the summary above and the rules of the 2016 ESOP, the rules of 2016 ESOP will prevail. A copy of the rules of the 2016 ESOP is available from Airbus Group upon request.

<sup>&</sup>lt;sup>1</sup> These figures include shares for the Share Incentive Plan, a scheme approved by the UK tax authorities and currently in place for the UK.

## Amendments to the Information Note

This Information Note is both a document to Art. 4 European Prospectus Directive as well as § 4 para. 2 No. 6 German Prospectus Act (WpPG).

The Annual General Meeting of Airbus Group N.V. resolved on the 27<sup>th</sup> May 2015 to grant powers to the Company's Board of Directors to issue shares in the Company's capital, and to set aside preferential rights of existing shareholders. By resolution dated of 23<sup>rd</sup> February 2016 the Company's Board of Directors approved the Company's employee share ownership plan for the financial year 2016 (ESOP 2016) which provides for the issue of up to two million (2,000,000) shares to certain eligible employees.

The following amendments are provided in order to complete the information above:

- 1. The issuer of the securities is Airbus Group SE<sup>2</sup>, a Dutch European company, whose registered address is Mendelweg 30, 2333 CS Leiden The Netherlands.
- 2. 1,366,893 fully paid ordinary registered shares are going to be issued under the ISIN NL0000235190.
- 3. Each share will have a nominal value of one Euro (EUR 1.--).
- 4. The Chief Executive Officer has recorded the price of the shares to be issued in connection with the ESOP to be EUR 55.41 per share for those shares acquired directly and EUR 54.31 per share for those shares acquired through a saving plan of the Company ("FCPE").
- 5. The shares under the 2016 ESOP are entitled to voting and divident rights, provided that a dividend is voted at the Airbus Annual General Meeting respectively.
- The listing of the shares on the Frankfurt Stock Exchange is expected to take place on the 14<sup>th</sup> of April 2016. The first trading day will be in this respect the following day.

The information above and additional information are available on the internet on the dedicated Airbus website <a href="http://www.airbusgroup.com/int/en/investors-shareholders/ESOP.html">http://www.airbusgroup.com/int/en/investors-shareholders/ESOP.html</a> as well as in the Airbus Group Intranet under the following path: Airbus Group>Hub>People>Employee Essentials>Global remuneration>General Benefits>Become a shareholder>Employee Share Ownership Plan>Share Plan Documents.

Airbus Group SE

13 April 2016

<sup>2</sup> Airbus Group NV was renamed in Airbus Group SE on May 27, 2015.