

2016 ANNUAL GENERAL MEETING CONVENING NOTICE

Dear Shareholder,

In accordance with the Articles of Association of the Company, we are pleased to invite you to the Annual General Meeting that will take place:

**On Thursday 28 April 2016 at 2:30 p.m.
at Hotel Okura Amsterdam
Ferdinand Bolstraat 333
1072 LH Amsterdam, The Netherlands**

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 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 Guillaud 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

Attendance and vote

Pursuant to Dutch law and the Company's Articles of Association, the Persons who have the right to attend and vote at the Annual General Meeting are those who are so on record on **Thursday 31 March 2016** (the "**Registration Date**") at close of markets.

- **Shareholders holding their shares through Euroclear France S.A.** (i.e. the public) who wish to attend the Annual General Meeting, provide instructions or grant a power of attorney to vote on their behalf, must complete the form ("voting form / attendance card request") provided for this purpose by their financial intermediary or by Airbus Group Securities Department - BNP PARIBAS Securities Services. Such form must be received, no later than **Monday 18 April 2016** by their financial intermediary or no later than **Tuesday 19 April 2016** by Airbus Group Securities Department. These shareholders may also complete these formalities electronically by following the instructions given by their financial intermediary or by Airbus Group Securities Department.
- **All other shareholders holding their shares in the Dutch register** who wish to attend the Annual General Meeting, provide instructions or grant a power of attorney to vote on their behalf, must complete the form ("voting form / attendance card request") provided for this purpose by Airbus Group Securities Department - BNP PARIBAS Securities Services. Such form must be received, no later than **Friday 22 April 2016** by Airbus Group Securities Department.

Shareholders having any Interest (as defined in the Company's Articles of Association) other than their shares must also notify the Company of the composition, nature and size of their Interest, in accordance with the deadlines set out above.

At the time of the publication of this Convening Notice, the Company's total issued share capital in number of issued shares and in voting rights is published on Airbus Group's website www.airbusgroup.com (Investors & Shareholders > General Meetings)

The Annual General Meeting documentation (i.e. agenda, text and presentation of the proposed resolutions, Board report, 2015 audited financial statements and Auditor's report) is available at the following addresses:

- at the Company's headquarters: Mendelweg 30, 2333 CS Leiden, The Netherlands
- at the following addresses :
 - **in France** : 4, rue du groupe d'Or, bâtiment AURIGA, 31700 Blagnac and, 5, quai Marcel Dassault, 92150 Suresnes
 - **in Germany** : Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn
 - **in Spain** : Avenida de Aragón 404, 28022 Madrid
- at **Airbus Group Securities Department: BNP PARIBAS Securities Services**, 9, rue du Débarcadère – 93761 Pantin Cedex, France (tel: +33 1 57 43 35 00)
- on our website www.airbusgroup.com (Investors & Shareholders > General Meetings)

For information purposes, translations of the agenda, text and presentation of the proposed resolutions, into French, German and Spanish are available on the website.

Shareholder Information

Toll-free number from:

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Germany: **00 800 00 02 2002**
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