

## **2015 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 Wednesday 27 May 2015 at 2 p.m.  
at Hotel Okura Amsterdam  
Ferdinand Bolstraat 333  
1072 LH Amsterdam, The Netherlands**

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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 2014
3. Application of the remuneration policy in 2014
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 2014
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 KPMG Accountants N.V. as auditor for the financial year 2015
6. Adoption of the amendments to the compensation and remuneration policy of the Board of Directors
7. Conversion of the Company into a European Company (*Societas Europaea* - SE) and amendments to the Company's Articles of Association
8. Appointment of Ms. María Amparo Moraleda Martínez as a non-Executive Member of the Board of Directors replacing Mr. Josep Piqué i Camps who resigns
9. 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
10. 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
11. Renewal of the authorisation for the Board of Directors to repurchase up to 10% of the Company's issued share capital
12. Authorisation for the Board of Directors to repurchase up to 10% of the Company's issued share capital for an exceptional share buyback programme
13. Cancellation of shares repurchased by the Company

#### **5. Closing of the Meeting**

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## 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 **Wednesday 29 April 2015** (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 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 **Friday 15 May 2015** by their financial intermediary or no later than **Monday 18 May 2015** 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 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 **Thursday 21 May 2015** 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.

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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](http://www.airbusgroup.com) (Investors & Shareholders > General Meetings)

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The Annual General Meeting documentation (*i.e.* agenda, text and presentation of the proposed resolutions, Board report, 2014 audited financial statements and Auditor's report) as well as the documents relating to the proposed conversion of the Company into an SE (*i.e.* the draft terms of conversion and thereto relating report of the Board, Auditor's report, proposed new Articles of Association and explanatory table for the proposed amendments to the Articles of Association) are 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](http://www.airbusgroup.com) (Investors & Shareholders > General Meetings) for information purposes, translations of this document into French, German and Spanish will also be available on the website.

## Shareholder Information

Toll-free number from:

France: **0 800 01 2001**  
Germany: **00 800 00 02 2002**  
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E-mail: **[ir@airbus.com](mailto:ir@airbus.com)**

**Airbus Group N.V.**  
Mendelweg 30, 2333 CS Leiden, The Netherlands  
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