



Independent auditor's certificate

To: the Board of Directors of Airbus Group N.V.

We have read the financial statements as of 31 December 2014 of Airbus Group N.V. having its registered office (*statutaire zetel*) at Amsterdam (hereinafter: the "company"), in connection with the intended conversion of this public limited-liability company (*naamloze vennootschap, NV*) into a European public limited-liability company (*Societas Europaea, SE*) (hereinafter: the "conversion").

The Board of Directors' responsibility

The Board of Directors is responsible for the preparation of the company's financial statements.

Auditor's responsibility

Our responsibility is to issue an auditor's certificate as referred to in Article 37, subsection 6 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE). We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the net assets of the company on a date within a five months prior to the conversion are at least equivalent to its capital plus those reserves which must not be distributed under the law or the company's statutes.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the company's net assets as of 31 December 2014 are at least equivalent to its capital plus those reserves which must not be distributed under the law or the company's statutes, such capital and reserves in aggregate being EUR 5,264 million.

Restriction on use

This auditor's certificate is solely issued in connection with the aforementioned conversion of the company into a European public limited-liability company and therefore cannot be used for other purposes.

Amstelveen, 1 April 2015

KPMG Accountants N.V.

R.J. Aalberts RA