

# 2018

**Wednesday 11 April**  
**1:30 pm**

Hotel Okura Amsterdam  
Ferdinand Bolstraat 333  
1072 LH Amsterdam  
The Netherlands

<b>1 Agenda</b>	p.02
<b>2 Message</b> Letter from Denis Ranque, Chairman of the Board of Directors	p.03
<b>3 Key facts 2017</b>	p.04-05
<b>4 Participating</b> Ways of participating in the Meeting	p.06-07
<b>5 Resolutions</b> Text and Presentation of the Resolutions proposed by the Board of Directors	p.08-14
<b>6 Information</b> Useful Information	p.15



ANNUAL GENERAL MEETING

# Information Notice

**AIRBUS**

# 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 2017
3. Application of the remuneration policy in 2017
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 2017
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 2018
6. Renewal of the appointment of Ms. María Amparo Moraleda Martínez as a Non-Executive Member of the Board of Directors for a term of three years
7. Appointment of Mr. Victor Chu as a Non-Executive Member of the Board of Directors for a term of three years in replacement of Sir John Parker whose mandate expires
8. Appointment of Mr. Jean-Pierre Clamadieu as a Non-Executive Member of the Board of Directors for a term of three years in replacement of Mr. Jean-Claude Trichet whose mandate expires
9. Appointment of Mr. René Obermann as a Non-Executive Member of the Board of Directors for a term of three years in replacement of Mr. Hans-Peter Keitel whose mandate expires
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 Employee Share Ownership Plans and share-related Long-Term Incentive Plans
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 funding the Company and its Group companies
12. Renewal of the authorisation for the Board of Directors to repurchase up to 10% of the Company's issued share capital
13. Cancellation of shares repurchased by the Company

## **5** Closing of the Meeting

# 2018

# Chairman's message



**D**ear Shareholders,

I am pleased to invite you on behalf of Airbus and the Board of Directors to participate in this year's Annual General Meeting (AGM). As a shareholder, you are eligible to vote on each of the resolutions explained in detail in this document. I encourage you to do so. Your vote counts and your opinion is also important to us.

2017 was a good year for Airbus as shown by the record commercial aircraft deliveries, the new orders and by the strong overall financial performance.

It was a year of preparing your Company for the future. One of our priorities was to further improve our compliance system by learning from the problems of the past and instilling the right culture for the years to come. To this end, we appointed an Independent Compliance Review Panel and established an Ethics & Compliance Committee, composed of Independent Directors and chaired by me.

Turning to Airbus' transformation, this was a significant year. In July, the merger of Airbus' former group structure with the commercial aircraft activities took effect, thereby establishing a more streamlined organisation.

In parallel, we launched a comprehensive and orderly management succession plan and have already appointed a new generation of leaders to take the Company forward into the 2020s and beyond. Furthermore, our CEO Tom Enders has announced that he will not seek another term when his mandate expires in April 2019. This gives the Board ample time to ensure the proper succession to Tom.

We continued to build on our Responsibility and Sustainability (R&S) governance and coordination. We introduced a charter setting out our R&S commitments, as well as our initiatives supporting the United Nations Sustainable Development Goals.

In terms of governance, the principle of 'staggered' Board terms means that we replace or reappoint one third of the Directors every year. I would like to thank Sir John Parker, who will leave following the 2018 AGM after 11 years as a steady helmsman on the Board, latterly as Chairman of the Remuneration, Nomination and Governance Committee. His insight and industrial expertise have proven invaluable over the past decade. I also thank Jean-Claude Trichet, who leaves after six years of dedicated service helping to steer the Company through its various challenges. Hans Peter Keitel, who leaves after five years, provided many valuable contributions to the Board. They are due to be replaced by Victor Chu, Jean-Pierre Clamadieu and René Obermann, who will bring valuable diversity of experience and backgrounds to the Board.

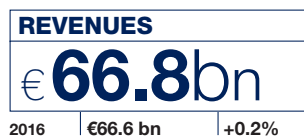
The Board proposed a 2017 dividend of €1.50 per share, which represents an 11% increase compared to 2016. The payout ratio is at the upper end of our policy, reflecting the strength of the year's achievements, our confidence in the company's future and our commitment toward sustained dividend growth.

In summary, your Board had an exceptionally active year as we prepared Airbus for the future.

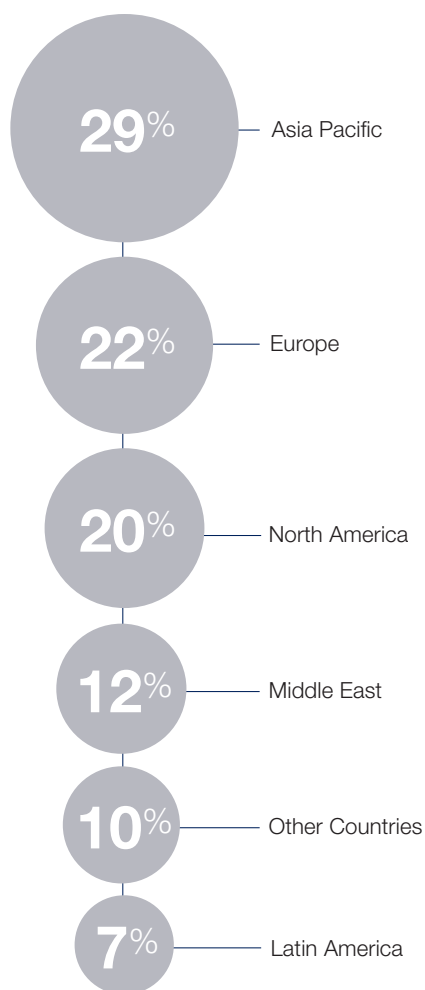
Yours sincerely

**Denis RANQUE**  
Chairman of the Board

# Key facts 2017

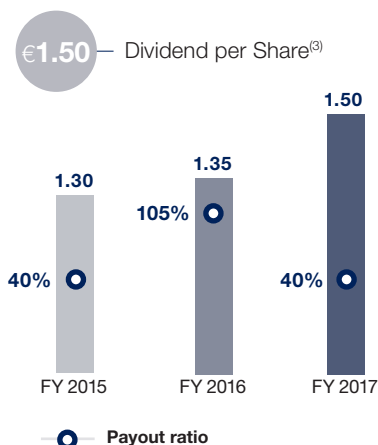


## ORDER BOOK 2017 BY REGION<sup>(1)</sup> (By value)



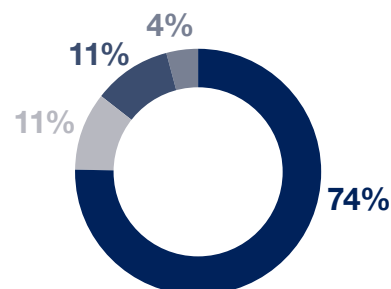
## DIVIDEND POLICY In € | Gross dividend/share

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%.



## SHAREHOLDING STRUCTURE as of 31 December 2017

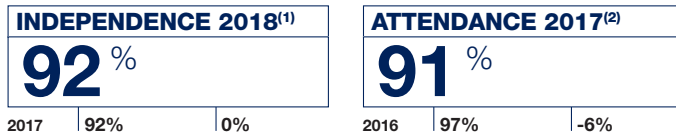
- Free Float\*\*
- GZBV (German State)
- SOGEPA (French State)
- SEPI (Spanish State)



\*\* Includes treasury shares without economic or voting rights (0.02%).

(1) Contributions from commercial aircraft activities to Order Intake and Order Book based on list prices.  
 (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 2018.

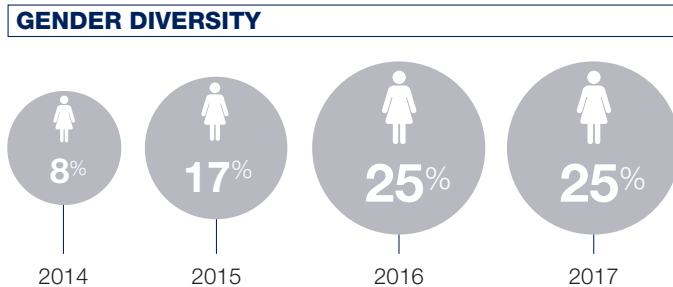
## AIRBUS BOARD OF DIRECTORS



(1) Subject to the AGM 2018 approval

(2) To Board of Directors meetings.

## EMPLOYEES



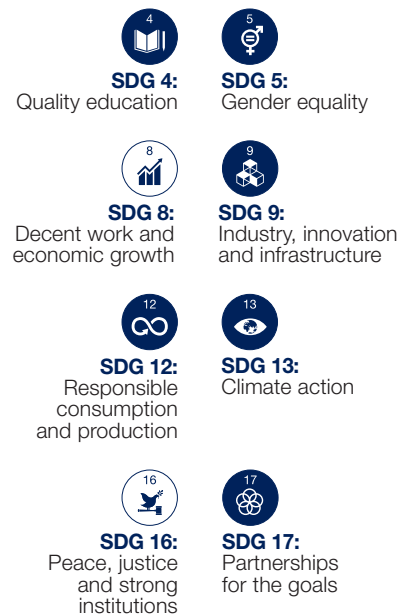
### DIVERSIFIED BOARD SKILLS

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:



## 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:



# 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 14 March 2018** (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 need or send an Email to: [airbus-register@bnpparibas.com](mailto:airbus-register@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 29 March 2018** by your financial intermediary which has to transmit it by the latest **Friday 30 March 2018** to Airbus Securities Department;
- if you hold registered shares: no later than **Friday 30 March 2018** 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 30 March 2018**.

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 14 March 2018** (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 on Wednesday 28 February 2018. 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 14 March 2018** (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 14 March 2018** (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](http://www.airbus.com) (Investors > General Meetings).

# Text and Presentation

## proposed by the Board of Directors

### 1

#### First resolution

##### ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2017

RESOLVED THAT the audited accounts for the accounting period from 1 January 2017 to 31 December 2017, 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 2017.

For more information on 2017 financial performances, see Section 5.1 of the report of the Board of Directors and the audited Financial Statements 2017.

### 2

#### Second resolution

##### APPROVAL OF THE RESULT ALLOCATION AND DISTRIBUTION

RESOLVED THAT the net profit of €483 million, as shown in the income statement included in the audited accounts for the financial year 2017, shall be added to retained earnings and that a payment of a gross amount of € 1.50 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 profit of €483 million, as shown in the income statement included in the audited accounts for the financial year 2017, shall be added to retained earnings and that a payment of a gross amount of € 1.50 per share shall be made to the shareholders out of retained earnings.

Pursuant to a decision by the Board of Directors, such dividend payment shall be made on Wednesday 18 April 2018.

As from Monday 16 April 2018, the Company’s shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made on Wednesday 18 April 2018 to holders of the Company’s shares on Tuesday 17 April 2018 (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 2017, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2017 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 2017, to the extent that his activity has been reflected in the audited annual accounts for the financial year 2017 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 from liability for the performance of their duties during and with respect to the financial year 2017, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2017 or in the report of the Board of Directors or was otherwise properly disclosed to the General Meeting.



# of the Resolutions

## 5

### Fifth resolution

#### RENEWAL OF THE APPOINTMENT OF ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR FOR THE FINANCIAL YEAR 2018

RESOLVED THAT the Company's auditor for the accounting period being the financial year 2018 shall be Ernst & Young Accountants LLP at Amsterdam, 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 2018 should be Ernst & Young Accountants LLP at Amsterdam, The Netherlands, whose registered office is at Boompjes 258, 3011 XZ Rotterdam in the Netherlands, based on its qualifications, performance and independence as concluded by the Board of Directors and the Audit Committee.

## 6

### Sixth resolution

#### RENEWAL OF THE APPOINTMENT OF MS. MARÍA AMPARO MORALEDA MARTÍNEZ AS NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS

RESOLVED THAT Ms. María Amparo Moraleda Martínez 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 2021.

## 7

### Seventh resolution

#### APPOINTMENT OF MR. VICTOR CHU AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS IN REPLACEMENT OF SIR JOHN PARKER WHOSE MANDATE EXPIRES

RESOLVED THAT Mr. Victor Chu be appointed as a 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 2021, in replacement of Sir John Parker whose mandate expires as of the close of this Annual General Meeting.

## 8

### Eighth resolution

#### APPOINTMENT OF MR. JEAN-PIERRE CLAMADIEU AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS IN REPLACEMENT OF MR. JEAN-CLAUDE TRICHET WHOSE MANDATE EXPIRES

RESOLVED THAT Mr. Jean-Pierre Clamadieu be appointed as a 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 2021, in replacement of Mr. Jean-Claude Trichet whose mandate expires as of the close of this Annual General Meeting.

## 9

### Ninth resolution

#### APPOINTMENT OF MR. RENÉ OBERMANN AS A NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS FOR A TERM OF THREE YEARS IN REPLACEMENT OF MR. HANS-PETER KEITEL WHOSE MANDATE EXPIRES

RESOLVED THAT Mr. René Obermann be appointed as a 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 2021, in replacement of Mr. Hans-Peter Keitel whose mandate expires as of the close of this Annual General Meeting.

#### Presentation of the sixth to ninth 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.

Therefore, we recommend that this AGM renews, as an independent Non-Executive Member of the Board of Directors, Ms. María Amparo Moraleda Martínez for a term of three years, ending at the close of the AGM which shall be held in the year 2021. Ms. Moraleda served amongst others as a General Manager of IBM Spain and Portugal from 2001 to 2009 and was a COO of Iberdrola SA's International Division with responsibility for the United Kingdom and the United States between 2009 and 2012. With her sound technical background, her HR directorship experience and her membership in various international boards and trusts

of different institutions and bodies, including the Academy of Social Sciences and the Environment of Andalusia, Ms. Moraleda has strengthened our innovation and data management focus. As a former member of the Audit Committee and as currently active member of the RNGC and the Ethics & Compliance Committee, Ms. Moraleda is a valuable and proven pillar in the Board's performance.

We further recommend that this AGM appoints Mr. Victor Chu 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 2021, in replacement of Sir John Parker whose mandate expires as of the close of this AGM.

Mr. Chu will bring the right knowledge and great strategic vision to Airbus regarding China and more broadly across Asia, where Mr. Chu's expertise, amongst others in the field of private equity and venture capital investments, is highly respected and acknowledged. As Mr. Chu is also very active in various international institutions such as the World Economic Forum he can help to build the bridges between Western and Eastern world a global company like Airbus needs. The Company considers that with his experience and knowledge outlined in the chart next page, including a great understanding of the aeronautic industry, Mr. Chu has the right competencies and expertise to fulfil this position in line with the expectations of the Board of Directors and the evolution of the business of the Company.

In addition, we recommend that this AGM appoints Mr. Jean-Pierre Clamadieu 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 2021, in replacement of Mr. Jean-Claude Trichet whose mandate expires as of the close of this AGM.

Mr. Clamadieu serves since 2011 as a CEO of Solvay into which he successfully integrated the French company Rhodia. He also serves as a Member of Board of Directors at Axa. It is envisaged that Mr. Clamadieu will join Engie, a French energy company, as a Non-Executive Chairman of the Board upon approval of Engie's shareholders in May 2018. Mr. Clamadieu has demonstrated the right competencies and expertise to be able to fulfill his position within Airbus in line with the expectations of the Airbus Board of Directors, based on his technical background, his strong experience in successfully leading international management teams, including board experience with Rhodia and Solvay groups. Mr. Clamadieu's proven ability to transform business into a leader of its industry is beneficial for Airbus, as well as his great experience in conducting M&A deals and communicating with financial markets where he enjoys a strong image.

In the event Mr. Clamadieu is considered by stakeholders (including proxy advisors and certain investors) to be 'over-boarded', which means that, in their opinion, he serves on too many boards of directors of public companies, Airbus believes that the 'over-boarding' of Mr. Clamadieu is of a temporary nature. Mr. Clamadieu would remain Solvay's CEO, but the company published an official statement confirming that it would accelerate the succession plan for its CEO with a view to conclude a leadership transition by the end of 2018.

The purpose of rules against 'over-boarding' is to ensure that Directors have sufficient time and energy to devote to their role as a Director. Airbus considers that Mr. Clamadieu has shown great commitment during his previous and current mandates and that having additional mandates during a transition period with Solvay and Engie would not prevent Mr. Clamadieu from fulfilling his duties within the Airbus Board of Directors. At the end of this transition period Mr Clamadieu will hold only non-executive positions. In addition, the number of mandates he would hold would be compliant with Dutch law (including the Dutch Corporate Governance Code).

We further recommend that this AGM appoints Mr. René Obermann 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 2021, in replacement of Mr. Hans-Peter Keitel whose mandate expires as of the close of this AGM.

Mr. Obermann serves since 2015 as a Managing Director of Warburg Pincus, a private equity house. He also serves as a Member of Board of Directors at Telenor ASA. With his entrepreneurial background, his strong experience in the leading Management teams, including Top Executive experience with Deutsche Telecom, Ziggo and Warburg Pincus, Mr. Obermann has the right competencies, mindset and personal skills to fulfil this position in line with the Board's expectations. Mr. Obermann is a member of various Supervisory Boards, including Allianz Deutschland AG and ThyssenKrupp AG, which will bring Airbus the right expertise for its technology focus.

The competencies of each one of our Board Members together with the excellent attendance rate at the Board and the Committees meetings show a great involvement and dedication of our Directors' to the Group's 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.

In case of any potential or perceived conflict of interest of any Director, the Company has adequate policies that invite each Director to recuse him or herself from participating in any such conflicted matter, so that issue would be dealt with respecting the internal functioning of the Board of Directors. Please refer to the Board of Directors' Internal Rules (Annex D – Article 8. Conflicts of interest) available on the Company's [www.airbus.com](http://www.airbus.com) (Company > Organisation > Board of Directors) and the related Dutch Corporate Governance Code (Principle 2.7 Preventing conflicts of interest) to which the Company complies.

With the re-appointment of Ms. Moraleda, 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. In addition, with the appointment of Mr. Chu as a new Board Member, the Company increases the current international diversity profile of the Board, as Mr. Chu will be the only Member of the Board with Asian profile.



Further information on the above-mentioned candidates is published on the Company's website at

**[www.airbus.com](http://www.airbus.com)**

(Company > Corporate Governance > Board of Directors)

# Information on Board Members proposed for (re-) appointment at AGM 2018

## RE-APPOINTMENT

### Amparo MORALEDA

53 years old  
Director since 2015, re-election in 2018  
Independent



#### Current Public Company Board:

- Member of the BoD of Airbus SE
- Member of the Board of Directors of Solvay SA, CaixaBank SA and Vodafone PLC

#### Profile:

Ms. Moraleda served amongst others as a CEO of IBM Spain and Portugal from 2001 to 2009 and was a COO of Iberdrola SA's International Division with responsibility for the United Kingdom and the United States between 2009 and 2012. As a former member of the Audit Committee of Airbus SE and as the currently active member of the RNGC and the Ethics & Compliance Committee, Ms. Moraleda is a valuable and proven pillar in the Board's performance.

## APPOINTMENT

### Jean-Pierre CLAMADIEU

59 years old  
New Director in 2018  
Independent



#### Current Public Company Board:

- CEO and Member of the Board of Solvay SA
- Member of the Board of Axa

#### Profile:

Mr. Clamadiou serves as a CEO of Solvay SA, a global leader in chemicals, since 2011. Between 1993 - 2011 he held various executive positions within Rhodia group, the group that has successfully merged with Solvay. Given his educational background as an engineer and his great experience in the leading international management teams, Mr. Clamadiou gained a comprehensive expertise in technological innovation, conducting M&A deals and communicating with financial markets.

## APPOINTMENT

### Victor CHU

60 years old  
New Director in 2018  
Independent



#### Current Public Company Board:

- Member of the Board of Directors of China Merchants China Direct and Grand Harbour Marina PLC

#### Profile:

Mr. Victor Chu is a lawyer by background. After practising for a number of years with Herbert Smith in London and Hong Kong, he founded Victor Chu & Co. in late 1985 which is now one of the leading law firms in Hong Kong. In 1988 he created the First Eastern Investment Group, which specializes in private equity investments, venture capital investments and investments in the expansion stage of business development. Victor Chu was part of the first wave of specialists in the Chinese market. Victor Chu is also very active with several international institutions such as The World Economic Forum and The Royal Institute of International Affairs. He has also been a generous philanthropist in the field of environmental protection (Global Ocean Commission, WWF) and education.

## APPOINTMENT

### René OBERMANN

54 years old  
New Director in 2018  
Independent



#### Current Public Company Board:

- Member of the Supervisory Board of ThyssenKrupp AG
- Member of the Board of Telenor ASA

#### Profile:

Mr. Obermann is a Managing Director at Warburg Pincus LLC, London. Prior to joining Warburg Pincus, he was CEO of Ziggo BV in The Netherlands until the merger with LibertyGlobal's UPC. Prior to Ziggo, Mr. Obermann worked at Deutsche Telekom Group from 1998 until 2013, where he served as a CEO between 2006 - 2013. Mr. Obermann began his career by starting a company in the telecom's sector prior to joining Deutsche Telekom. He currently serves as a Supervisory Board member of Telenor ASA, Allianz Deutschland, and ThyssenKrupp AG. He is also Non-Executive Chairman of the Board at 1&1 Internet SE and Strato AG and Non-Executive Director of inxio KGaA. He is also a member of the Editorial Board of DIE ZEIT.

BoD: Board of Directors



Global Business



Engineering & Technology



Manufacturing & Production



Aerospace Industry



Finance & Audit



Geopolitical Economics



Defence Industry




Information & Data Management



Asia

## Airbus SE Board of Directors subject to AGM 2018 approval

Name	Age	Since	Term expires	Director expertise	Status	Primary occupation & Other mandates	Attendance to the Board meetings 2017**
<b>Denis RANQUE</b>	66	 2013, last re-election in 2017	2020		Independent	Chairman of the Board of Directors of Airbus SE	 9/9
<b>Thomas ENDERS</b>	59	 2012, last re-election in 2016	2019		Executive	Chief Executive Officer of Airbus SE	9/9
<b>Victor CHU</b>	60	 New in 2018	2021		Independent	Chairman and CEO of First Eastern Investment Group	Not applicable
<b>Jean-Pierre CLAMADIEU</b>	59	 New in 2018	2021		Independent	CEO and Member of the Board of Directors of Solvay SA	Not applicable
<b>Ralph D. CROSBY, Jr.</b>	70	 2013, last re-election in 2017	2020		Independent	Member of the Board of Directors of American Electric Power Corp.	9/9
<b>Lord DRAYSON (Paul)</b>	57	 2017	2020		Independent	Chairman and CEO of Drayson Technologies Ltd	7/7 (from AGM 2017)
<b>Catherine GUILLOUARD</b>	53	 2016	2019		Independent	Chief Executive Officer of RATP	8/9
<b>Hermann-Josef LAMBERTI</b>	62	 2007, last re-election in 2017	2020		Independent	Former Member of the Management Board of Deutsche Bank AG	8/9
<b>Amparo MORALEDA*</b>	53	 2015, to be re-elected in 2018	2021		Independent	Member of the Board of Directors of Solvay SA, CaixaBank SA and Vodafone PLC	9/9
<b>Claudia NEMAT</b>	49	 2016	2019		Independent	Member of the Board of Management of Deutsche Telekom AG	8/9
<b>René OBERMANN</b>	54	 New in 2018	2021		Independent	Managing Director of Warburg Pincus and Member of the Board of Directors of Telenor ASA	Not applicable
<b>Carlos TAVARES</b>	59	 2016	2019		Independent	Chairman of the Managing Board of Peugeot SA	7/9

Status as of 2018 AGM.



Chairman

\* To be re-elected in 2018.

\*\* 9 Board meetings – 91% average attendance rate.

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.



# 10

## Tenth 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 2019. 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 freely distributable reserves. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares (i) if 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) for an aggregate issue price in excess of €500 million per share issuance.

#### Presentation of the tenth 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 0.51% 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 2019, 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 2018 and an ESOP in 2019, which would have to be approved by the Board of Directors.

# 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 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 2019.

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

#### Presentation of the eleventh resolution

In addition to the authorisation provided for in the abovementioned tenth 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 1.15% 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 2019. 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.

# 12

## Twelfth 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 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 12 April 2017 in its thirteenth resolution.

#### Presentation of the twelfth 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 thirteenth resolution granted by the AGM on 12 April 2017.

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](http://www.airbus.com) (Investors > Share Information).

# 13

## Thirteenth 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 thirteenth 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 thus repurchased to be cancelled) in accordance with Dutch law.

# Useful Information

## ANNUAL GENERAL MEETING 2018 DOCUMENTATION



### Agenda, Text and Presentation of the proposed resolutions

Included in the AGM 2018 Information Notice.

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



### Audited Financial Statements 2017

The financial information for 2017, 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  
14 February 2018

## ONLINE



[www.airbus.com](http://www.airbus.com)

### Annual General Meeting 2018

The Annual General Meeting 2018 documentation is available on our website (Investors > General Meetings).

<http://company.airbus.com/investors/General-Meetings.html>

### Governance

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

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

## PRINT



The AGM 2018 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  
CTS Assemblées - 9, rue du Débarcadère  
93761 Pantin Cedex, France  
Tel.: +33 1 57 43 35 00 - Fax: +33 1 55 77 95 01

## 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

20 minutes walk from Amsterdam Rai Station.

# Shareholder Information



**[www.airbus.com](http://www.airbus.com)**

Investors > General Meetings



**[ir@airbus.com](mailto:ir@airbus.com)**



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