

## REPORT RELATING TO DRAFT TERMS OF CONVERSION

### THE UNDERSIGNED

acting for the purposes hereof as members of the board of directors (the "**Board**") of **Airbus Group N.V.**, a public limited liability company under Dutch law, having its corporate seat at Amsterdam (address: 2333 CS Leiden, Mendelweg 30, trade register number: 24288945) (the "**Company**").

### DECLARE

#### Conversion and Amendment

##### Article 1

- 1.1** It is proposed that the Company be converted into a European public limited-liability company (the "**SE**") with its registered office in the Netherlands pursuant to Articles 2(4) and 37 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company and Article 10 of the Dutch Act Implementing the SE Regulation (the "**Conversion**").
- 1.2** In connection with and with effect from the Conversion, it is proposed that the Company's articles of association will be amended in connection with the Company's new legal form and the requirements which follow from the above-mentioned Council Regulation and Dutch Act (the "**Amendment**").
- 1.3** The Board retains the authority to revoke the proposal to implement the Conversion and the Amendment until such time as the Conversion and the Amendment have become effective.

#### Explanation and justification of legal and economic aspects

##### Article 2

- 2.1** The main purpose of the Conversion is to reflect the diversified operational presence (in particular in terms of sites and employees) of the Airbus Group in the different European countries through an appropriate corporate legal form for the Company, as top holding company of the group, which would make visible that the Company is indeed the mother company of a European group of companies rather than a pure Dutch holding company. In addition, the combination of the Airbus Group rebranding with the conversion of the Company into a supra-national company (i.e., the SE) would enhance such new image and improve unified corporate identity without losing the identity of each Division of the Airbus Group.

- 2.2** In connection with the Conversion, the Company's legal form will change and the Company's articles of association will be amended with a view to such new legal form and the requirements which follow from the above-mentioned Council Regulation and Dutch Act. Upon the Conversion becoming effective, the Company will be subject to the rules that apply to SE companies.
- 2.3** The Conversion will not result in the winding up of the Company or in the creation of a new legal entity. The legal position of creditors or other counterparties of the Company is not expected to change as a direct result of the Conversion.
- 2.4** The Conversion (in and of itself) is not expected to have an economic impact on the Company and is not expected to lead to a change in the Company's business or activities.

### **Implications for the shareholders**

#### **Article 3**

Apart from the fact that, upon the Conversion becoming effective, the Company will have a different legal form, will be subject to the rules applicable to SE companies, and will have amended its articles of association, the Conversion (in and of itself) is not expected to have any consequences for the Company's shareholders.

### **Implications for the employees**

#### **Article 4**

- 4.1** The Company and the special negotiating body (the "**SNB**") set up in connection with the Conversion have reached, and the SNB has approved, an agreement (the "**SE Agreement**") on arrangements for the involvement of employees as referred to in Article 4 of the Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees. Upon the Conversion becoming effective, (i) the existing European Works Council of the Company (the "**EWC**") and its committees will be disbanded and will be replaced by, inter alia, an SE Works Council that will have the powers and authorities described in the SE Agreement, and (ii) the existing agreement entered into between the EWC and the Company dated 30 October 2008 will terminate.
- 4.2** Under no circumstances will the Company be subject to employee participation as defined in Article 2(k) of the above-mentioned Council Directive as a direct result of the Conversion.
- 4.3** The employment contracts concluded with the Company, the employment conditions and pension arrangements, as well as seniority, of the employees of the Company and its subsidiaries will not be affected by the Conversion (in and of itself).

**4.4** It is not expected that the Conversion (in and of itself) will have any adverse implications on the interests of the employees of the Company and its subsidiaries.

**The Board of Directors**

Denis Ranque, Chairman

Tom Enders, Chief Executive Officer

Manfred Bischoff, Director

Ralph Dozier Crosby, Jr., Director

Hans-Peter Keitel, Director

Hermann-Josef Lamberti, Director

Anne Lauvergeon, Director

Lakshmi N. Mittal, Director

Sir John Parker, Director

Michel Pébereau, Director

Josep Piqué i Camps, Director

Jean-Claude Trichet, Director