

This is an unofficial English translation of the draft terms of conversion of Airbus Group N.V. in the Dutch language. In case of differences in translation, the Dutch text shall prevail

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**").

HEREBY PROPOSE THE FOLLOWING DRAFT TERMS OF CONVERSION

1. It is proposed to convert the Company into a European public limited-liability company (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**").
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**") (see Annex A).
3. It is envisaged that, in connection with the Conversion, the Company will form, inter alia, an SE Works Council (replacing its existing European Works Council and its committees) that will have the authorities set forth in an agreement entered into with the special negotiating body established in connection with the Conversion.
4. 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.

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