

**Agreement on the
European Committee of
Airbus S.A.S.**

**concluded
between**

Airbus

and

**its employees'
representatives**

Content of the ECA Agreement

Preamble

In accordance with the Dutch law of 23 January 1997 on the transposition of Directive 94/45/EC of the Council of the European Union of 22 September 1994, the creation of the company "European Aeronautic Defence and Space Company" (referred to as "EADS N.V." hereafter) in the Netherlands, with its subsidiaries in the Member States of the European Union, gave rise to the conclusion of an Agreement for the establishment of a European Works Council and its derived Committees for information and consultation of the employees.

Based on article 8 of this agreement, a committee known as the "European Committee Airbus" was established for the Airbus Integrated Company (Airbus S.A.S., referred to as "Airbus" hereafter) by agreement signed on 28 June 2001.

Following the new agreement signed on 30 October 2008 between EADS N.V. and its employees' representatives the parties consider it appropriate to adapt this Agreement for the Establishment of a European Committee Airbus as well to the organisation of Airbus, taking account of the new practices developed by the European Committee since it was set up.

This new structure for the industrial dialogue within Airbus is intended to play an important role in the creation of the Airbus Integrated Company but is not intended to replace the legal institutions or regulations in force at national or local levels.

1. Purpose

The European Committee Airbus shall be informed and consulted on transnational issues¹ by the Airbus Central Management.

2. Scope

The present Agreement shall be applicable to Airbus and its companies.

¹ All issues relating to Airbus S.A.S. or the entire divisional Airbus group or at least two legal entities of Airbus located in at least two different Member States are considered as transnational issues

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3. Membership

The European Committee Airbus shall consist of 18 members. At least one member shall be a member of the EADS' European Works Council. The distribution of the available 18 seats to the four Airbus countries France, Germany, Spain and United Kingdom will be fixed in an addendum not later than by end September 2011 and will follow the proposal to be submitted by the European Committee Airbus.

Each member shall be elected or appointed in compliance with the legislation of the Member State in which they work. At the same time, a substitute member shall be elected or appointed to replace the member of the European Committee Airbus in the case of absence. Only employees of Airbus may be elected or appointed as members, substitutes or Airbus experts. Membership and the status as substitute or expert shall end automatically when a member, substitute or expert ceases to be an employee of Airbus. The Airbus HR Department shall be informed of appointments or elections in writing.

In addition to the 18 members and two experts, two guest members, one from Aerolia, one from Premium Aerotec GmbH, shall be appointed by the respective subsidiaries.

They shall be invited to participate in European Committee Airbus meetings and the preparatory meetings without voting rights.

The respective guest members shall remain members of the European Committee Airbus for at least until such time as EADS decides to make significant changes in the shareholding structure of either of these companies. In the event of such a decision being taken, the situation shall be reviewed to see whether as a result, the right to guest membership of either Aerolia or Premium Aerotec GmbH is maintained or terminated.

4. Changes in the consolidation scope of Airbus

In the case of a significant variation in the number of Airbus employees – an increase or decrease of 5% - the European Committee Airbus and Central Management shall renegotiate the size and membership of the European Committee Airbus before the beginning of its new term of office. In the case of an increase or decrease of 15% in the number of Airbus employees, the aforementioned parties shall renegotiate immediately.

If the number of Airbus employees in a Member State not mentioned above exceeds the threshold of 1,000, a member delegated by the employees of that Member State shall be added to the European Committee Airbus. An additional member shall be agreed if the number of employees in this country exceeds 5% of the total headcount of Airbus S.A.S and the companies belonging to it.

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5. Term of office

The term of office of all members, substitutes and experts of the European Committee Airbus shall be four years, beginning following the first constitutive meeting of the European Committee Airbus. The signatories agree that as an exception the current term of office (at the time of the signature) will end on 31 December 2013.

In the event of a regular member being unable to complete their full term of office (failure to be re-appointed or re-elected, resignation, death, etc.), a new member shall be elected or appointed for the remaining period of office.

In the event of the temporary inability of a member to take part in a meeting of the European Committee Airbus, that member shall be replaced by their deputy who shall inform the HR Department of Airbus in writing beforehand.

6. Competencies of the European Committee Airbus

The ECA shall play an important role in the process of social dialogue that Airbus Management seeks to maintain and strengthen with employee representatives.

6.1 Information

6.1.1 Definition

The European Committee Airbus shall be informed on issues relating Airbus. This also includes those areas of EADS business activities to the extent that they impact Airbus. To this end, Central Management shall provide the European Committee Airbus with the appropriate information so that it can acquaint itself with the relevant subject matter. This information is provided at such time, in such manner and with such content so that the European Committee Airbus shall be able to precisely assess the possible impacts and, as appropriate, prepare for consultation.

6.1.2 Matters on which the European Committee Airbus shall be informed

The European Committee Airbus shall be entitled to receive information on matters concerning the business situation and prospects of Airbus, providing they are of transnational character. In particular, such matters are:

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- the structure of Airbus
- the business and financial situation of Airbus
- foreseeable developments in production and sales
- investments
- substantial changes in the organisation of Airbus
- introduction of new working methods or manufacturing processes
- health and safety at the workplace
- environmental protection
- mergers
- relocation, cutbacks or closures of undertakings, establishments or major parts thereof
- employment situation and foreseeable trends, as well as collective redundancies.

6.1.3 Provision of written documents

All documentation produced or required for this purpose shall be provided by Central Management in English, along with the corresponding translations in French, German and Spanish, to the European Committee Airbus ahead of its internal preparatory meeting.

6.2 Consultation

6.2.1 Definition

The term "consultation" means the establishment of a dialogue and exchange of ideas between the European Committee Airbus and Central Management at such time, in such manner and with such content so that the European Committee Airbus shall be able to formulate an opinion.

6.2.2 Matters on which the European Committee Airbus shall be consulted

The European Committee Airbus shall be consulted on any of the matters listed in Article 6.1.2 above, providing they have transnational consequences on employment or on employees' basic working conditions. Airbus S.A.S. Central Management shall respond to the questions and proposals from the European Committee Airbus.

6.2.3 Provision of written documents

The documentation produced or required for the purpose of consultation in English, along with the corresponding translations in French, German and Spanish, shall be provided by Central Management to the European Committee Airbus ahead of its internal preparatory meeting.

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6.3 Communication of information to the workforce

The European Committee Airbus shall inform the Airbus workforce of the content and outcome of any information and consultation procedure. This shall not however replace the existing legal requirements incumbent upon Management to inform employees at national or local level.

7. Organizational structure of the ECA

7.1.1 Chair

At the beginning of each term of office, the European Committee Airbus shall elect two Co-Chairmen from among its members. The Co-Chairmen must work in different Member States and in different entities.

The Co-Chairmen shall represent the European Committee Airbus in law.

7.2 Membership in the European works council

The European Works Council of EADS N.V. shall be represented in the European committee Airbus by at least one delegate or permanent expert. These delegates or experts must be Airbus employees and are not eligible as (co-)chairpersons.

7.3 Permanent experts

The European Committee Airbus shall be assisted by two permanent experts, who must be Airbus employees and have recognised experience within the aerospace sector. Airbus shall pay for travel expenses and for time spent.

They shall therefore come from national entities covering the fields of research, design, production and support, for all programmes.

They shall be members of the Select Committee and participate on a permanent basis in the meetings of the European Committee.

7.4 Select Committee

The ECA shall elect a Select Committee from among its members. This shall consist of 6 members: a representative from each national entity, including the two Co-Chairmen, and two experts. Should a member of the Select Committee be unable to attend they may be replaced by a deputy, who shall be a member (or deputy member) of the European Committee Airbus.

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The Select Committee shall only have responsibility for administrative and organisational matters, in particular for preparing meetings. To this end, it may enter into talks with members of Airbus Central Management.

Should a relevant topic (as per Article 6.1) arise, which cannot be addressed in a regular meeting of the European Committee Airbus with Management, or because of its urgent nature does not allow for an extraordinary session to be convened, Central Management may request that the matter be addressed in a Select Committee meeting. The Co-Chairmen may, after discussion Central Management, agree or refuse to address this matter in a Select Committee meeting. They may also decide that the matter concerned be put on the agenda of the next meeting with Management, or request that an extraordinary session be convened. If any such topics as mentioned above are addressed, the Select Committee shall decide how they should be dealt with thereafter. The Co-Chairmen shall circulate the available documents to all members of the European Committee Airbus.

8. Committee meetings

8.1 Meetings of the ECA

Number per year	Type of meeting	Comment
2	Full Meeting with CEO/COO	
2	Full Meeting with HR Director	
4	Preparatory Meetings before Full Meetings	or 8 half days before and after
2	Full internal Meetings	
4	Internal Select Committee Meetings	Option to meet with Management or internally
14	Total	

8.1.1 Internal meetings

Internal meetings of the European Committee Airbus shall take place two times per calendar year, lasting one day. These will take place on dates and at venues unanimously proposed by the Co-Chairmen. These internal meetings must have an agenda, circulated to all the members, translated into all the four languages, two weeks in advance. The HR Department of Airbus shall be informed of the dates of these two meetings beforehand. Internal meetings must take place at places where Airbus sites are located.

An additional four preparatory meetings without Management shall take place prior to the meetings with Management.

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8.1.2 Joint meetings with Management

Meetings with Airbus Management shall be held four times per calendar year. The meetings shall be held at Airbus headquarters in Toulouse but, with a view to integration, they may be decentralised to other national entities.

The date and agenda of these meetings shall be set by common agreement between the Co-Chairmen and Central Management. These meetings be set in December for the following year and harmonized with the calendar of meetings of the EADS European Works Council.

The CEO of Airbus and at least one member of the Executive Committee of Airbus shall participate in at least two of these meetings. He may be substituted by the COO for the entire session or parts thereof.

8.1.3 Strategy meetings

Every two years a strategy meeting with head of functions shall be organized in a full ECA meeting. The meeting will last two working days maximum and will replace one Full Meeting. The two sides may by common consent agree not to apply this principle.

8.2 Meetings of the select committee

The Select Committee of the European Committee Airbus shall be entitled to hold a one-day meeting without management four times a year.

These internal meetings must have an agenda circulated to all the members, translated into the four languages, two weeks in advance.

Management will receive a dedicated slot during these meetings in order to work on topics requested by either side.

8.3 Extraordinary meetings

In the event of exceptional circumstances substantially affecting the interests of the employees in more than one member state the European Committee Airbus may request Central Management to hold an extraordinary meeting. Similarly, Central Management may request the organisation of an extraordinary meeting.

8.4 Organisation of meetings with Management

The invitation and agenda for each meeting shall be sent to the Co-Chairmen by email at least five working days ahead of the meeting.

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10. External Experts

10.1 Accounting expert

The European Committee Airbus may be assisted by an accounting expert for a better understanding of the consolidated accounts of Airbus under the conditions and in the framework of a binding agreement to be made at EADS N.V. level. Airbus shall cover the costs incurred by the accounting experts in the context of their remit.

10.2 Other experts

For specific matters and when justified, the European Committee Airbus may be assisted by a technical expert, paid by Airbus, subject to the prior approval of Airbus Central Management.

10.3 External experts' remits and fees

External experts' remits and fees shall be defined according to the internal procedures applicable within EADS N.V. and Airbus with the approval of Central Management.

11. Confidentiality

Pursuant to the Dutch law of 23 January 1997, the members of the European Committee Airbus shall be bound by an obligation of confidentiality. Accordingly, and mindful to preserve the mutual trust without which there can be no social dialogue, the signatory parties shall define rules governing the confidentiality of information to which they have access as participants in the meetings of the European Committee Airbus or the Select Committee.

11.1 Nature and form of information

This obligation of confidentiality shall pertain to all information disclosed by Management at meetings of the European Committee or the Select Committee, irrespective of the subject-matter (technical, industrial, financial, commercial, etc.), nature (know-how, methods, procedures) or medium (written documents, oral information, electronic media, etc.) of the information provided.

11.2 Confidentiality classification

Before the information is provided, its degree of confidentiality shall be specified by Management. Two degrees of confidentiality must be differentiated:

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11.2.1 Strictly Confidential

Information for the exclusive attention of the members of the European Committee Airbus which must under no circumstances be disclosed within or outside Airbus is considered as strictly confidential. This type of information shall be mainly provided orally and any documents which may be shown shall be collected at the end of the meeting. The confidential status of this information may be of a temporary (if indicated in writing) or a permanent nature.

11.2.2 Confidential

Information which must under no circumstances be disclosed outside Airbus shall be considered as confidential. The confidential status of this information may be of a temporary (if indicated in writing) or a permanent nature.

All information which does not fall under either of the two categories specified above or for which Management gives no indication shall be considered as non-confidential.

12. Costs and resources

Time spent by members of the European Committee, the Select Committee, the internal meetings and meetings with Central Management shall be paid as working time.

All reasonable means necessary for the European Committee Airbus members to exercise their function shall be provided by Airbus.

This shall involve being given use of a permanent secretariat to enable members to keep track of all meetings by means of reports, minutes, translations and distribution of all documents needed for the European Committee to work properly.

Travel expenses, as well as the wages of the members of these committees, including those of the standing experts, shall be paid by their companies in accordance with current practice in each of these companies.

The administrative costs necessary for the running of the European Committee Airbus and its Select Committee shall be by Airbus S.A.S.

13. Training

Following consultation with the Co-Chairmen, the members of the European Committee Airbus may request to receive training, e.g. in English or economic matters, which may be useful in the exercise of their office according to arrangements specified in conjunction with the HR Department of Airbus. Airbus Central Management may offer

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such training without request from the members as long as the members themselves are free either to accept or refuse the offer.

14. Governing law

This agreement shall be governed by Dutch law.

15. Duration of the agreement

The present Agreement supersedes the Agreement of 28 June 2001, entering into force on the day of signature for an indefinite period.

The parties shall meet if it appears necessary in the light of changes in legislation or European regulations to amend this Agreement. They may also jointly decide to renegotiate this Agreement at any time.

The Agreement may be terminated at any time by either of the two signatory parties with six months' notice. The terminating party must submit a proposal for a new agreement.

During this period, negotiations shall be initiated between the special negotiating body including the Co-Chairmen of the European Committee Airbus, on the one hand, and Central Management of Airbus on the other, on the basis of the draft Agreement submitted by the terminating party. If no agreement is reached, the negotiating period shall be extended by six months.

The present agreement shall remain in force during the negotiating period of twelve months.

16. Notification


The names of the European Committee Airbus members, their addresses and the plants to which they belong shall be communicated as soon as possible to Airbus' Central Management. Central Management shall pass on this information to Management and employees' representatives of the Airbus companies in the Member States.

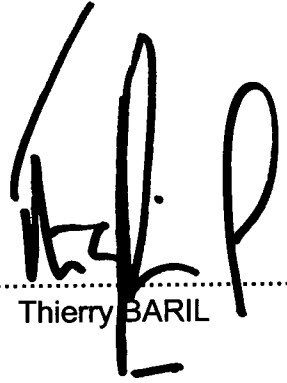
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Toulouse, 27 June 2011


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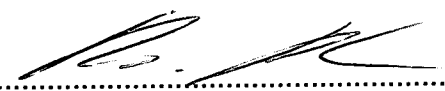

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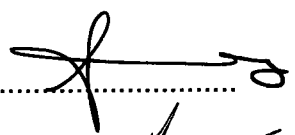
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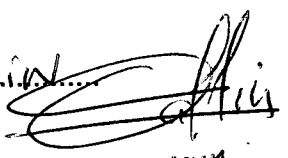
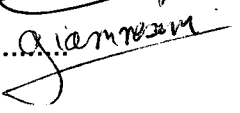
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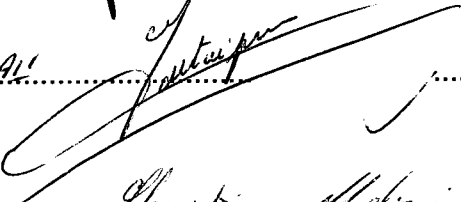
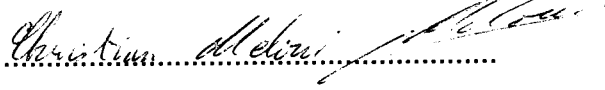

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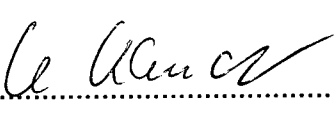
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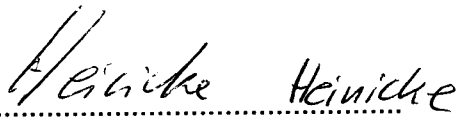
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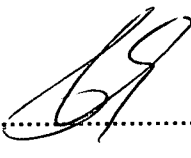
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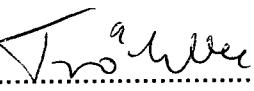
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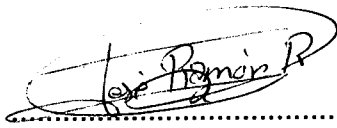
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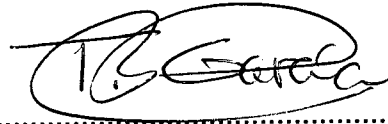
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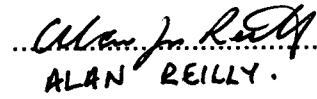
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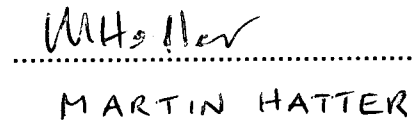
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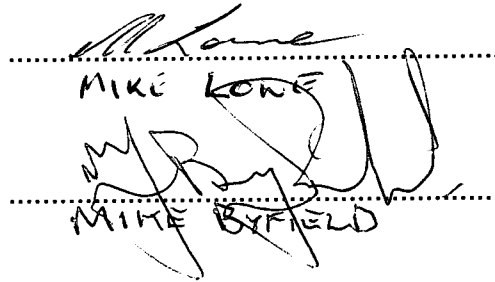

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For the UNITED KINGDOM:


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ALAN REILLY.


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MARTIN HATTER


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MIKE LOWE


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MIKE BYFIELD

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