

BILAG 2

TIL INDKALDELSE TIL ORDINÆR GENERALFORSAMLING I SATAIR A/S 7. OKTOBER 2011

APPENDIX 2

TO NOTICE CONVENING SATAIR A/S' ANNUAL GENERAL MEETING 7 OCTOBER 2011

**VEDTÆGTER
ARTICLES OF ASSOCIATION**

SATAIR A/S

CVR nr./CVR No. 78419717

Deleted: September 2011 / September 2011¶

Satair A/S
Amager Landevej 147A
2770 Kastrup
Denmark
Tel: +45 3247 0100
Fax: +45 3251 3434

1. Selskabets navn

1.1 Selskabets navn er SATAIR A/S.

1.2 Selskabet driver tillige virksomhed under binavnene SATAIR Holding A/S (SATAIR A/S), Scandinavian Air Trading Co. A/S (SATAIR A/S) og SATAIR Hardware A/S (SATAIR A/S).

2. Selskabets hjemsted

2.1 Selskabets hjemsted er Tårnby Kommune.

3. Selskabets formål

3.1 Selskabets formål er at drive virksomhed med rådgivning om samt service og handel med flymateriel, produktion og reparation samt anden i forbindelse hermed stående virksomhed i ind- og udland. Selskabet kan som aktionær og/eller som interessent have interesse i andre selskaber eller virksomheder indenfor samme formål.

4. Selskabets kapital

4.1 Selskabets aktiekapital er kr. 87.683.920, fordelt i aktier á kr. 20.

1. The Company's name

1.1 The name of the Company is SATAIR A/S.

1.2 The Company also carries on business under the secondary names SATAIR Holding A/S (SATAIR A/S), Scandinavian Air Trading Co. A/S (SATAIR A/S) and SATAIR Hardware A/S (SATAIR A/S).

2. Registered Office

2.1 The Company's registered office is situated in the municipality of Tårnby.

3. Objects

3.1 The objects for which the Company has been established are to carry on activities relating to counseling on as well as services and trade in aviation equipment, production and repair as well as any other activities in Denmark and other countries incidental or conducive to the attainment of said objects. The Company may as shareholder and/or partner be engaged in other companies or undertakings having the same objects.

4. Share capital

4.1 The Company's share capital is DKK 87,683,920, divided into shares of DKK 20.00.

5.		5.		<p>Deleted: Bemyndigelse</p> <p>Deleted: Authorisation</p> <p>Deleted: <#>Bestyrelsen bemyndiges i henhold til aktieselskabslovens § 40b til ⁽¹⁾ad en eller flere gange i tiden indtil den senest 1. november 2010, at træffe beslutning om at udstede aktietegningsoptioner (warrants) til direktionen i selskabet og til ledende medarbejdere i selskabet og dets datterselskaber med mindst nominelt kr. 0 aktier og højst nominelt kr. 6.769.740 aktier, svarende til 338.487 stk. uden fortegningsret for de hidtidige aktionærer efter nærmere af generalforsamlingen eller bestyrelsen fastsatte retningslinjer, samt til ⁽²⁾at foretage den dertilhørende forhøjelse af selskabets aktiekapital.¶</p> <p>Deleted: 5.1 Under section 40b of the Danish Public Companies Act, the Board of Directors is authorized to ⁽¹⁾ pass a resolution to issue warrants in one or more transactions until November 1, 2010 at the latest to the executive committee of the Company and people in key management positions in the Company and any of its subsidiaries for (...)</p> <p>Deleted: 5.2 . Until 31 December 2011, the Board of Directors shall be authorised to increase the Company's share capital in one or more transactions by (...)</p> <p>Deleted: Until 30 September 2011, the Board of Directors shall be authorised to increase the Company's share capital in one or more transactions by up to DK (...)</p>
6.	Aktier	6.	Shares	
6.1	Aktiekapitalen er fuldt indbetalt.	6.1	The share capital has been fully paid-up	
6.2	<u>LÆNDRING BETINGET AF SELSKABETS AFNOTERING</u>	6.2	<u>AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY</u>	<p>Deleted: <#>Bestyrelsen bemyndiges til i tiden indtil 31. december 2011 at udvide Selskabets aktiekapital af én eller flere gange med indtil kr. 1.000.000 (...)</p> <p>Deleted: Bestyrelsen bemyndiges i tiden indtil 30. september 2011 at udvide Selskabets aktiekapital af én eller flere gange uden fortegningsret for de hidt (...)</p> <p>Deleted: På et bestyrelsesmøde i Selskabet afholdt den 30. november 2007 vedtog bestyrelsen at udnytte sin bemyndigelse i pkt. 5.2 til at forhøje Se (...)</p> <p>Deleted: 5.3 . All new shares shall be subject to the same rules as the existing shares of the Company. The shares shall be registered in the name of the holde (...)</p> <p>Deleted: 5.3 For alle de nye aktier skal i øvrigt gælde de samme regler som for de hidtidige aktier i Selskabet. Aktierne skal lyde på navn og skal være n (...)</p> <p>Deleted: Aktierne udstedes gennem en Værdipapircentral.</p> <p>Deleted: The shares shall be issued through a Securities Centre.</p>
6.3	Ingen aktionær er forpligtet til at lade sine aktier indløse helt eller delvist.	6.3	No shares are to be redeemed or are to be liable to be redeemed, neither wholly nor partially.	
6.4	Ingen aktier har særlige rettigheder.	6.4	No shares shall confer any special rights	
6.5	Aktierne skal lyde på navn og være noteret på navn i Selskabets ejerbog.	6.5	The shares shall bear the name of the holder and shall be registered in the name of the holder in the Company register of shareholders.	
6.6	Aktierne er ikke-omsætningspapirer.	6.6	The shares are non-negotiable instru	

	<u>[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>		ments. <u>[AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	
6.7	<u>[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>	6.7	<u>[AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	<p>Deleted: Selskabets ejerbog føres af Computershare A/S, CVR-nr. 27 08 88 99.</p> <p>Deleted: Computershare A/S, CVR No. 27 08 88 99 shall keep the Company's register of shareholders.</p>
7.		7.		
7.1	<u>[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>	7.1	<u>[AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	<p>Deleted: Udbytte udbetales gennem en Værdipapircentral efter de herom fastsatte regler.</p> <p>Deleted: Dividends shall be distributed through a Securities Centre according to applicable rules.</p>
8.	Generalforsamlinger	8.	General meetings	
8.1	Generalforsamlinger afholdes i Selskabets hjemstedskommune eller i Storkøbenhavn. <u>Efter at Airbus Denmark Holding ApS er blevet eneaktionær i Selskabet, kan generalforsamlinger tillige afholdes i Stortoulouse, Frankrig.</u>	8.1	General meetings shall be held in the municipality in which the Company has its registered office or in Greater Copenhagen. <u>After Airbus Denmark Holding ApS has become the sole shareholder in the Company, general meetings can also be held in Greater Toulouse, France.</u>	
8.2	Generalforsamlinger indkaldes af bestyrelsen tidligst <u>4</u> uger og senest <u>2</u> uger før generalforsamlingen via Selskabets hjemmeside samt ved udsendelse til enhver navnenoteret aktionær, som har fremsat begæring herom. <u>[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>	8.2	General meetings shall be convened by the Board of Directors no less than <u>tw</u> weeks and no more than <u>four</u> weeks prior to the general meeting via the Company's website and by letter to each registered shareholder who has so requested. <u>[AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	<p>Deleted: 5</p> <p>Deleted: 3</p> <p>Deleted: three</p> <p>Deleted: five</p>
8.3	Indkaldelsen skal indeholde dagsordenen for generalforsamlingen. Hvis der foreligger forslag, hvis vedtagelse kræver særlig majoritet, skal dette fremhæ-	8.3	The notice of the general meeting shall include the agenda for the meeting. If any proposals require adoption by qualified majority, it shall be specified in the	

ves i indkaldelsen, og forslagets væsentligste indhold angives heri.

notice, and the most important aspects of the proposal shall also be specified in the notice.

8.4	Dagsordenen og de fuldstændige forslag, samt for den ordinære generalforsamlings vedkommende tillige den reviderede årsrapport samt eventuelt koncernregnskab skal <u>senest 2 uger før generalforsamlingen gøres tilgængelige til eftersyn for aktionærerne, [ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>	8.4	The agenda and the complete proposal and, in case of annual general meeting the audited annual report, and the consolidated accounts, if any, shall <u>no later than two weeks prior to the general meeting be made available for inspection by the shareholders, [AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	Deleted: Senest 3 uger før hver generalforsamling skal dagsordenen og de fuldstændige forslag, der agtes fremsat, tillige med de øvrige i Selskabslovens § 99 nævnte dokumenter samt for den ordinære generalforsamlings vedkommende tillige den reviderede årsrapport samt eventuelt koncernregnskab, gøres tilgængelige til eftersyn for aktionærerne på Selskabets hjemmeside www.satair.com .
9.		9.		Deleted: No later than three weeks prior to any general meeting, the agenda and the complete proposals together with the additional documents mentioned in Section 99 of the Danish Companies Act and, in case of annual general meetings, the audited annual report, and the consolidated accounts, if any, shall be made available for inspection by the shareholders at the Company's website www.satair.com .
9.1	Den ordinære generalforsamling afholdes senest 4 måneder efter regnskabsårets udløb.	9.1	The annual general meeting shall be held within four months from the end of the financial year.	Deleted: samtidig udsendes til enhver navnenoteret aktionær, som har fremsat begæring herom
9.2	Dagsordenen for den ordinære generalforsamling skal omfatte: (1) Bestyrelsens beretning om Selskabets virksomhed. (2) Forelæggelse af årsrapporten til godkendelse. (3) Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport. (4) Valg af medlemmer til bestyrelsen.	9.2	The agenda for the annual general meeting shall include: (1) The Board of Directors' report on the activities of the Company. (2) Presentation for adoption of the annual report and accounts. (3) Resolution on the appropriation of profits or provision for losses in accordance with the adopted report and accounts. (4) Election of members of the Board of Directors.	Deleted: also be forwarded to any registered shareholder upon request
(5) Valg af revisor.		(5) Appointment of auditor.		Deleted: en eller to
(6) Eventuelle forslag fra bestyrelse eller		(6) Any proposals submitted by the		Deleted: er
				Deleted: one or two
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aktionærer.

Aktionærerne er berettiget til at få et eller flere bestemt angivne emner optaget på dagsordenen til den ordinære generalforsamling, såfremt bestyrelsen skriftligt har modtaget krav herom senest 6 uger før generalforsamlingen.

Board of Directors or shareholders.

Any shareholder shall be entitled to have one or more items included in the agenda for the ordinary general meeting, provided that the shareholder submits a written request to that effect to the Company's Board of Directors no later than six weeks before the general meeting.

10.

10.1 Ekstraordinære generalforsamlinger afholdes efter en generalforsamlings, bestyrelsens eller den generalforsamlingsvalgte revisors beslutning eller efter skriftlig anmodning til bestyrelsen fra aktionærer, der ejer mindst 5 procent af aktiekapitalen. Aktionærernes anmodning skal indeholde angivelse af, hvad der ønskes behandlet på generalforsamlingen. Senest 2 uger herefter skal indkaldelse hertil foretages af bestyrelsen.

10.

10.1 Extraordinary general meetings shall be held upon requisition from the general meeting, the Board of Directors or the auditor elected by the general meeting or at the written request for transaction of special business of shareholders holding no less than 5 per cent of the share capital. The shareholders' request shall specify the business to be transacted at the general meeting. Within 14 days thereafter, the general meeting shall be convened by the Board of Directors.

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Deleted: fastsættes i forhold til de aktier, som den pågældende besidder på registreringsdatoen. Registreringsdatoen ligger 1 uge før generalforsamlingens afholdelse. Deltagelse i generalforsamlingen forudsætter tillige, at aktionæren

11.

11.1 Ret til at deltage i og afgive stemmer på generalforsamlingen tilkommer aktionærer, som er noteret i ejerbogen, eller som på anden måde har anmeldt og dokumenteret deres aktiebesiddelse, og som har anmodet om adgangskort til den pågældende generalforsamling senest 3 dage forud for afholdelsen. **[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]**

11.

11.1 The right to attend and vote at the general meeting shall be held by shareholders whose shares have been registered in the register of shareholders or who have otherwise notified and documented the shareholding and have requested an admission card for the relevant general meeting no later than three days prior to the date of the general meeting. **[AMENDMENT CONDITIONAL UPON DELISTING OF THE COM**

Deleted: right to attend and vote at general meetings shall be determined on the basis of such shareholder's holding of shares on the record date, i.e., one week prior to the general meeting. A shareholder's attendance at general meetings is furthermore subject to such shareholder having

Deleted: Adgangskort udstedes til den, der ifølge ejerbogen er noteret som aktionær på registreringsdatoen, eller som Selskabet pr. registreringsdatoen har modtaget behørig meddelelse fra med henblik på indførsel i ejerbogen.

Deleted: Admission cards are issued to any such person who according to the register of shareholders is registered as a shareholder on the record date or who has duly reported his shareholding to the Company as at the record date for purposes of entry in the register of shareholders.

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12.

12.

12.1 Generalforsamlingen ledes af en dirigent, der er udpeget af bestyrelsen.

12.1 The general meeting shall be presided over by a chair-man appointed by the Board of Directors.

12.2 Over det på en generalforsamling passerede indføres beretningen i en protokol, der underskrives af dirigenten og de tilstedeværende medlemmer af bestyrelsen.

12.2 The business transacted at the general meeting shall be entered into a minute book signed by the Chairman and all members of the Board of Directors present at the meeting.

13. Stemmeret

13. Voting rights

13.1

13.1

Deleted: Stemmeret på generalforsamlinger har enhver aktie, for hvilken vedkommende aktionær har forsynet sig med adgangskort i henhold til pkt. 11.1.

14.

14.

14.1 På generalforsamlingen giver hvert aktiebeløb på kr. 20,- én stemme.

14.1 At the general meeting, each share of DKK 20.00 shall confer one vote upon the holder.

Deleted: Each share confers a voting right upon the holder at general meetings provided that the shareholder has procured an admission card pursuant to article 11.1.

15.

15.

15.1 Alle beslutninger på generalforsamlinger vedtages med simpelt stemmeflertal, medmindre Selskabsloven foreskriver særlige regler om repræsentation og majoritet.

15.1 Any resolution on business transacted at the general meetings shall be passed by simple majority unless the Danish Companies Act lays down special rules on representation and majority.

16. Bestyrelse

16. Board of Directors

16.1	Selskabet ledes af en bestyrelse, der vælges af generalforsamlingen bortset fra de medlemmer, der vælges i henhold til lovgivningens regler om repræsentation af arbejdstagere i bestyrelsen.	16.1	The Company shall be managed by a board of directors elected at the general meeting, except from members elected pursuant to the statutory rules on employee directors.
16.2	Den generalforsamlingsvalgte del af bestyrelsen består af fra 3-6 medlemmer.	16.2	The members of the Board of Directors elected at the general meeting shall consist of 3-6 members.
16.3	Den generalforsamlingsvalgte del af bestyrelsen vælges for 1 år ad gangen. Genvalg kan finde sted.	16.3	The members of the Board of Directors elected at the general meeting shall be elected for a term of one year. The members are eligible for re-election.
16.4	Generalforsamlingen fastsætter bestyrelsens honorar.	16.4	The shareholders shall fix the fee paid to the Board of Directors at the general meeting.
16.5	Koncernsproget er engelsk.	16.5	The corporate language is English.
17.		17.	
17.1	Over bestyrelsens forhandlinger føres en protokol, der underskrives af samtlige tilstedeværende medlemmer.	17.1	Minutes of business transacted at the board meetings shall be entered into a book to be signed by all directors present at such meetings.
17.2	Bestyrelsen vælger selv sin formand. I tilfælde af stemmelighed er formandens stemme afgørende.	17.2	The Board of Directors shall elect a chairman among its own members. In case of equality of votes the Chairman shall cast the decisive vote.
17.3	▼	17.3	▼
17.4	Bestyrelsen fastsætter i øvrigt en nærmere forretningsorden for sit hverv.	17.4	The Board of Directors shall lay down rules of procedure specifying the performance of its duties.

Deleted: Bestyrelsen kan meddele prokura enkel eller kollektiv.

Deleted: The Board of Directors may grant separate or joint power of procuration.

17.5	Bestyrelsen udpeger en direktion.	17.5	The Board of Directors shall appoint board of management.	<p>Deleted: At the Company's annual general meeting held on October 25, 2007, the annual general meeting has approved the overall guidelines for the Company's incentive pay to members of the Board of Directors and executive committee pursuant to s. 69b of the Danish Public Companies Act. The guidelines are available on the Company's website: www.satair.com.</p> <p>Deleted: Generalforsamlingen har i henhold til aktieselskabslovens § 69b på selskabets ordinære generalforsamling den 25. oktober 2007 godkendt overordnede retningslinjer for selskabets incitamentsafklønning af bestyrelse og direktion. Retningslinjerne er offentliggjort på selskabets hjemmeside: www.satair.com.</p> <p>Deleted: Meddelelser</p> <p>Deleted: Notices</p> <p>Deleted: Generalforsamlingen har den 23. oktober 2008 truffet beslutning om at bemyndige bestyrelsen til i) at fastsætte tidspunktet for indførelse af elektronisk kommunikation i henhold til pkt. 18.3-18.6 og samtidig ii) foretage de nødvendige ændringer af vedtægterne.</p> <p>Deleted: On October 23, 2008, the annual general meeting resolved to authorize the Board of Directors to i) fix the date for introduction of communication(...)</p> <p>Deleted: Bestyrelsen skal drage om (...)</p> <p>Deleted: The Board of Directors sh (...)</p> <p>Deleted: Selskabet kan give alle me (...)</p> <p>Deleted: The Company shall be en (...)</p> <p>Deleted: Selskabets direktion anme (...)</p> <p>Deleted: The Executive Committe (...)</p> <p>Deleted: Hvis bestyrelsen måtte be (...)</p> <p>Deleted: At the discretion of the (...)</p> <p>Deleted: Oplysninger om krav til a (...)</p> <p>Deleted: Information on system re (...)</p> <p>Deleted: bestyrelsens formand i for (...)</p> <p>Deleted: bestyrelsesmedlemmer</p> <p>Deleted: med en direktør,</p> <p>Deleted: the Chairman of the Board (...)</p> <p>Deleted: eller to</p> <p>Deleted: or two</p> <p>Deleted: de</p> <p>Deleted: er</p> <p>Deleted: s</p> <p>Deleted: erne</p> <p>Deleted: s</p> <p>Deleted: s are</p>
17.6	<u>[ÆNDRING BETINGET AF SELSKABETS AFNOTERING]</u>	17.6	<u>[AMENDMENT CONDITIONAL UPON DELISTING OF THE COMPANY]</u>	
18.		18.		
18.1		18.1		
18.2		18.2		
18.3		18.3		
18.4		18.4		
18.5		18.5		
18.6		18.6		
19.	Tegningsret	19.	Power to bind the Company	
19.1	Selskabet tegnes af <u>to direktører</u> i forening eller af den samlede bestyrelse.	19.1	The Company shall be bound by the joint signatures of <u>two</u> members of the Management Board or by the joint signatures of the entire Board of Directors.	
20.	Revisor	20.	Auditor	
20.1	Generalforsamlingen vælger en statsautoriseret revisor til at revidere Selskabets regnskaber.	20.1	The general meeting shall elect one state-authorized public accountant to audit the Company's accounts.	
20.2	Revisor vælges for ét år ad gangen. Genvalg kan finde sted.	20.2	The auditor shall be appointed for a term of one year. The auditor is eligible for re-election.	

21. Regnskabsår

21.1 Selskabets regnskabsår er fra 1. januar til 31. december. Det igangværende regnskabsår løber fra 1. juli til 31. december 2011.

Godkendt på generalforsamlingen den 31. oktober 2011.

På bestyrelsens vegne / On behalf of the Board of Directors:

Bestyrelsesformand/Chairman of the Board of Directors

21. Financial year

21.1 The financial year of the Company shall run from 1 January to 31 December. The current financial year will run from 1 July to 31 December, 2011.

Approved at the general meeting 31 October 2011.

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Deleted: Amended on 2 December 2011, 16 February 2011 and 13 September 2011 as a result of an increase of the Company's share capital in accordance with **Exhibit 1**.

Deleted: Ændret den 2. december 2010, 16. februar 2011 og 13. september 2011 som følge af kapitalforhøjelse i overensstemmelse med **Bilag 1**.

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Vedhæftet: ...