

**SAFRAN**

Société Anonyme

au capital de 83 405 917 euros

Siège social : 2 boulevard du Général Martial Valin, 75015 Paris

562 082 909 RCS Paris

---

**DESCRIPTION OF THE SHARE BUYBACK PROGRAM  
APPROVED BY THE ANNUAL GENERAL MEETING OF JUNE 15, 2017**

Under its fifteenth resolution, the Annual General Meeting of June 15, 2017 authorized a new share buyback program.

Drafted in accordance with the provisions of Article 241-2 of the French financial markets authority's (*Autorité des Marchés Financiers – AMF*) General Regulations, the program's description is presented below.

**Objectives of the share buyback program**

In accordance with Regulation (EU) no. 596/2014 of the European Parliament, the AMF's General Regulations and market practices permitted by the AMF, the objectives of the share buyback program to be approved by the Annual General Meeting of June 15, 2017 are to purchase shares:

- ▶ to maintain a liquid market in the Company's shares via a liquidity agreement that complies with the Code of Ethics drawn up by the French association of financial and investment firms (*Association Française des Marchés Financiers – AMAFI*), approved by the AMF, and entered into with an investment services firm;
- ▶ for allocation or sale to employees and/or corporate officers of the Company or other Group companies, in accordance with the terms and conditions provided for by law, notably in connection with a profit-sharing plan, free share grants, the exercising of stock options, the Group employee savings plan, or any company employee savings plan in place within the Group;
- ▶ for delivery on the exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company;
- ▶ to hold in treasury for subsequent delivery in payment or exchange for external growth transactions; and
- ▶ for cancellation, pursuant to the share capital reduction authorization in effect, granted by the Annual General Meeting.

This authorization is also designed to enable any future market practices permitted by the AMF to be carried out and, more generally, to enable any other operations authorized by the applicable regulations. The Company will inform its shareholders in a press release prior to carrying out any such operations.

### **Maximum percentage of share capital, maximum number and purchase price, and characteristics of the shares the company wishes to acquire**

The number of shares that may be bought back under the program may not exceed 10% of the Company's total shares. This ceiling is reduced to 5% for shares acquired for the purpose of being held in treasury for subsequent delivery as payment or exchange for external growth transactions. When shares are bought back for the purpose of maintaining a liquid market in the Company's shares *via* a liquidity agreement, the number of shares included for the calculation of the 10% ceiling corresponds to the number of shares purchased less any shares sold during the authorization period.

Under no circumstances may the use of this authorization have the effect of increasing the number of Safran shares held by the Company, either directly or indirectly, to more than 10% of its share capital.

As of December 31, 2016, the Company's capital comprised 417,029,585 shares. Given the 1,838,487 shares already directly held by the Company at this date, the maximum number of shares the Company could acquire in connection with this buyback program would be 41,519,109 shares.

Shares may not be purchased at a price of more than €95 per share and the maximum amount that may be invested in the program is €3.9 billion.

The maximum number of shares and the maximum purchase price as indicated above may be adjusted to reflect the impact on the share price of any share capital transactions carried out by the Company.

### **Share buyback program procedures**

Shares may be purchased, sold, or transferred in one or several transactions and by any method allowed under the laws and regulations applicable at the transaction date, including over-the-counter and through a block trade for all or part of the program, as well as via the use of derivative financial instruments.

The Board of Directors may use this authorization at any time subject to the limitations set down by the applicable regulations, except during, or in the run-up to, a public offer for the Company's shares.

### **Term of the share buyback program**

This new share buyback program shall be valid for a period of 18 months as from the approval of the Annual General Meeting of June 15, 2017, i.e., until December 14, 2018 at the latest.