



ZODIAC AEROSPACE

2016/2017 HALF-YEAR REPORT

Plaisir, April 26, 2017

Statement by Management

To our knowledge, the financial statements for the fiscal year ended February 28, 2017 have been prepared in accordance with the applicable accounting standards and present fairly the assets, financial position and results of operations of all the entities comprised in the consolidation of the Zodiac Aerospace Group, and the half-year business report is a fair presentation of the information referred to in Article 222-4 sub-paragraph 3 of the General Regulations of the AMF.

Olivier Zarrouati
Chief Executive Officer

Didier Fontaine
Vice-President, Administration
and Finance

Business report for H1 2016/2017

THE GROUP'S HALF-YEAR RESULTS

Zodiac Aerospace sales were down -1.7% to € 2,447.0m in H1 2016/2017, and down -2.6% organic.

Current Operating Income before IFRS3 stands at -€12m compared to €80m in H1 2015/2016. It reflects the strong impact of approximately €200m of additional costs, mainly attributable to Zodiac Seats UK and to the ramp up of new Cabin activities that remain on a ramp-up phase. Meanwhile, Aerosystems activities show a slight slowdown, due to an unfavorable mix and a slowing activity in three units: Arresting Systems, Telemetry and IFE.

H1 2016/2017 Net Income breakdown

Non-current operating items came to -€10m compared to -€11m in H1 2015/2016, mainly due to amortization of assets recorded as intangible assets pursuant to account standard IFRS3.

The cost of gross financial debt was -€19m, up from -€14m (+37.6%).

The income tax charge amounted to €22.2m compared to -€9.5m previously, due to net operating losses mainly in the Aircraft Interiors activities in the USA and in the UK. The increase of the effective tax rate (52.9% vs. 17.2% in H1 2015/2016) mainly results from the Group income's geographical distribution in H1 2016/2017, as profits and losses were realized in jurisdictions with higher tax rates (mainly France and the USA). The rate is also affected by the reassessment of the net deferred tax liabilities in France, using a 28.92% corporate tax rate fully applicable during our 2020/2021 fiscal year (vs. 34.43% until the end of the 2015/2016 fiscal year).

The Group Net Income for H1 2016/2017 is down to -€24m from €44m in H1 2015/2016, and the Group Net Income before IFRS3 for H1 2016/2017 is down to -€19m from €50m in H1 2015/2016.

The Net Earnings per share stands at -€0.10 against €0.16 in H1 2015/2016, after impact of IFRS3.

Other financial elements

The operating WCR is €1,897m, up +€76m compared to H1 2015/2016. This positive development results from dynamic actions led by the Group, both on inventory and on payment terms. Overall, the operating WCR improved by one percentage point to 38.4% of the sales revenue, from 39.5% in H1 2015/2016.

In H1 2016/2017, Capex are at €90m, which is 3.7% of the sales revenue, stable vs. H1 2015/2016. Tangible assets are at €58m and intangible assets are at €32m.

Overall, the operating cash flow is negative by -€106m, which is a significant improvement vs. H1 2015/2016 (-€170m).

ACTIVITIES AND FORECAST BY BRANCH

Aircraft Interiors sales (57.8% of global sales) were down -3.6% to €1,416m and down -4.4% on organic. The foreign currency exchanges had a positive +0.8 points impact on the half-year growth rate.

- **The Cabin branch (33.0% of total sales)** reported a -2.2% decrease in sales to €809m, breaking down into a +2.1 points forex impact and a -4.3% organic growth.

- **Seats branch sales (24.8% of total sales)** were down -5.3% to €607m, breaking down into a -0.7 points forex impact and a -4.6% organic growth.

The Current Operating Income before IFRS3 of Aircraft Interiors is a loss of -€130m vs. a loss of -€73m in H1 2015/2016, impacted by some overrun costs resulting from the focus on service and customer satisfaction.

- The Cabin branch has been impacted by high production extra costs due to the ramp up of the new programs, in particular the Airbus A350 XWB, Spaceflex v2 toilets for the A320 family, Bombardier C-Series and the starting costs of the business aircraft Bombardier G7000/8000.

- In the Seats branch, Zodiac Seats US is back to a normal operational performance, but Zodiac Seats UK has been through serious operational problems in the ramp up of business seats programs, which have triggered unanticipated extra costs of around €40-50m.

Dynamic actions implemented by the Group will lead to an improvement of the situation in H2 2016/2017; meanwhile, the medium-term potential of profitability and growth remains unimpaired:

- In the Cabin branch, thanks to several positive signals, a cut of the extra costs can be anticipated in H2: the toilets A350 XWB program, which deliver on time on Airbus' rescheduled agenda, will reach the initially agreed delivery schedule by the end of May on the assembly line in Toulouse. The pace of the Galleys/lavatory complex for the A320 family remains sustained, with a quicker learning curve than previously forecasted. The first deliveries of the G7000/8000 will be made during H2.

The combination of a growing market segment, with a 4.4% annual growth, and of the Cabin branch's leader position, encourages bright prospects for the Group on the medium-run. These prospects are sustained by the success of the Group's products on already existing platforms (Spaceflex V2) and the development of the new products on the new platforms (A350 XWB, C-Series, E2, etc.) with the ability to equip the entire cabin. Lastly, the sales development of retrofit will open a new growth opportunity.

- In the Seats branch, the industrial recovery of Zodiac Seats US is fully confirmed, as the recovery of Zodiac Seats Shells and Zodiac Seats France is well under way. Zodiac Seats UK's difficulties should be curbed by December 2017, in particular thanks to the transfer of the production on other Group sites. Nevertheless, difficulties encountered during H1 will lead to new extra costs in H2, especially penalties.

On the medium run, on a market with an expected 4.4% growth, the Group aims at an average annual growth of 4% for the Seats branch, taking into consideration conservative market shares assumptions. Indeed, the recent operational difficulties will lead to less dynamic sales in the next two years, but the commercial success of the new products (Optima seat for Business Class and Z400 for Eco Long Range), together with their design and conception qualities, offer bright prospects for 2020.

Aerosystems sales (42.2% of global sales) increased by +1.0%, to €1,031m on a reported basis but slightly increased by +0.1% organic growth and by +0.9% forex impact. Excluding the impact of the train toilets and arresting systems strongly decreasing activities, the organic growth is up +4.2%.

Aerosystems' Net Operating Income is down to €131m (12.7% of sales), from €160m in H1 2015/2016 (15.7% of sales). The three-point decrease is due to negative conditions of the activities' mix during the semester.

For H2, the order book and a high level of activity in the fields of IFE, emergency arresting systems and data systems will lead to an organic growth. This extra activity compared to H1, as well as the positive evolution of the profitability mix and the effect of the cost-cutting plans, will result in a significant rebound of the operating margin, which will lead to sales margins similar to H2 2015/2016.

On the medium-run, positive prospects on the activity remain unchanged, and are based on four leverages:

- Good commercial dynamics, especially in the IFE and Connectivity fields.
- Positive evolution of the Tier 1 positions in electrical, evacuation, fuel system and systems for water and wastes, increased by the growth of the 4 new platforms (A350, E2, A320, G7000) where we have strong positions.
- A growth of the aftersales service, in line with the increase of the existing base.
- Finally, the dynamism of our Tier 2 activities, (Ducts, Couplings, Valves, Vapor Cycling systems, Cable protection, Recorder, Telemetry, Antenna), which show the diversity and the potential of Zodiac Aerospace's niche business.

Change in Current Operating Income by activities between H1 2015/2016 and H1 2016/2017.

| In millions of euros | H1 2015/2016 | Impact conversion exchange rate | Impact transaction exchange rate | Additional costs | Organic | H1 2016/2017 |
|-------------------------------|-----------------|---------------------------------------|--|---------------------|---------|-----------------|
| Aerosystems activities | 160.3 | -2.7 | 3.0 | | -30.0 | 130.6 |
| Aircraft Interiors activities | -73.1 | 8.1 | -4.5 | -21.5 | -39.2 | -130.2 |
| Holding | -6.8 | | -0.5 | | -4.6 | -11.9 |
| Total | 80.4 | 5.4 | -2.0 | -21.5 | -73.8 | -11.5 |
| €/\$(conversion) | 1.10 | | | | | 1.08 |

FINANCING STRUCTURE

Group's net financial debt is of €1,325m as of end of February 2017, vs. €1,057m as of end of August 2016. This increase results mainly from the seasonality effect of the activities. Net debt is down by €46m vs. end of February 2016, without taking into account the positive result of the hybrid debt issuance. The net debt to equity ratio is at 0.41 vs. 0.54 in H1 2015/2016.

The Group expects to respect its financial covenant by year-end and has implemented the necessary measures in order to secure its medium-term liquidity. For the record, the covenant is the adjusted net financial debt ratio, pursuant to the Club Deal financing, over adjusted EBITDA, calculated at the end of the fiscal year, on August 31.

NEW GOVERNANCE FOR ZODIAC AEROSPACE

On April 27, 2017, Olivier Zarrouati placed his mandate as CEO at the disposal of the Supervisory Board. As proposed by the Board, Olivier Zarrouati accepted to remain CEO for a while, focusing his action on the finalization and execution of the deal with Safran, if Safran and Zodiac come to a renewed agreement.

The Board of Directors has unanimously appraised his outstanding achievement over his 10-year tenure (TSR just below 300%, second best performance of the global sector).

Zodiac Aerospace Board of Directors has also appointed Mr. Yann Delabrière, former Chairman and Chief Executive Officer of Faurecia, as Special Advisor to the Board to ensure close coordination between the Board of Directors and the operational teams to accelerate and deliver the industrial and operational recovery of the Group, which would facilitate a smooth integration of Zodiac Aerospace within the Safran Group should the ongoing discussions succeed.

In the event that negotiations with Safran do not result in an agreement, its mission will focus on the development of the Zodiac Group's standalone plan and any issues relevant to the implementation of the most effective operational governance for the future.

As a member of the Executive Committee, he will carry out his duties in coordination with the Executive Board and will report regularly to the Chairman of the Supervisory Board and to the Ad-hoc Committee set up within it to ensure follow-up.

CURRENCY HEDGING

\$/€ net transaction exposure forecasted for H2 is covered up to 92% at a 1.1160 \$/€ rate. Estimated exposures to other currencies are covered for 79% of the USD/CAD exposure, 100% for USD/GBP, 71% for USD/MXN and 80% for USD/THB. For the fiscal year 2017/2018, the Group has covered 69% of its net transaction exposure forecasted at a 1.0703\$/€ rate.

STATUS OF THE DISCUSSIONS WITH SAFRAN

On January 19, 2017, Safran and Zodiac Aerospace announced a merger plan between the two companies. Following the release of the Q2 2016/2017 sales results on March 14, the Group shared additional information with the Safran Group and its counsels.

Safran and Zodiac Aerospace are continuing their exclusive negotiations and will update the market as soon as there is any significant development.

OUTLOOK

The Zodiac Aerospace Group is determined to pursue the implementation of the "Focus" plan and cost reductions, and anticipates significant improvements of its profitability during H2 2016/2017 despite additional operating costs remaining high.

For the 2016/2017 fiscal year, the Current Operating Income should be within a range of €200m to €220m. A clear action plan is under way to restore operating profitability.

The Group maintains its target of a "mid-double digit" current operating margin by fiscal year 2019/2020.

All the management, with the support of the Supervisory Board, considers that the Group has a unique position and a great value in the Aircraft Interiors and Aerosystems activities and that the Group has all the assets necessary to successfully pursue its profitable growth in every possible scenario.

CONSOLIDATED FINANCIAL STATEMENTS

I Consolidated statement of financial position

ASSETS

| (in thousands of euros) | Notes | Amount at Feb. 28, 2017 | Amount at Aug. 31, 2016 |
|---|--------------------------|----------------------------|----------------------------|
| Goodwill | (Notes 1.5 and 2) | 2,050,056 | 1,994,687 |
| Intangible assets | (Notes 1.5, 3.1 and 3.2) | 665,111 | 653,554 |
| Property, plant and equipment | | 513,438 | 492,988 |
| Investment in associates and joint ventures | (Note 4) | 1,757 | 1,605 |
| Loans | | 25,764 | 24,533 |
| Other non-current financial assets | | 16,580 | 12,257 |
| Deferred tax assets | (Note 5) | 6,920 | 6,102 |
| Total non-current assets | | 3,279,626 | 3,185,726 |
| Inventories | (Note 7) | 1,496,290 | 1,360,124 |
| Trade receivables | | 1,051,834 | 1,046,469 |
| Advances to suppliers and employees | | 14,277 | 11,320 |
| Current tax assets | (Note 5) | 197,905 | 144,379 |
| Other current assets | | 56,297 | 48,167 |
| Other financial assets: | | | |
| - loans and other current financial assets | | 5,971 | 6,466 |
| Cash and cash equivalents | (Note 6) | 478,912 | 268,780 |
| Total current assets | | 3,301,486 | 2,885,705 |
| Held-for-sale assets ⁽¹⁾ | | 721 | 686 |
| TOTAL ASSETS | | 6,581,833 | 6,072,117 |

(1) The amount pertained to a building held for sale

CONSOLIDATED FINANCIAL STATEMENTS
BALANCE SHEET

EQUITY AND LIABILITIES

| (in thousands of euros) | Notes | Amount at Feb. 28, 2017 | Amount at Aug. 31, 2016 |
|--|-----------------|-------------------------------|-------------------------------|
| Capital | | 11,687 | 11,603 |
| Share premium | | 186,321 | 147,761 |
| Consolidated reserves and hybrid loan | | 2,786,139 | 2,769,111 |
| Currency translation adjustments | | 379,619 | 279,026 |
| Fair value adjustment of financial instruments | | (27,580) | (15,813) |
| Net income attributable to equity holders of the parent company | | (23,975) | 108,053 |
| Treasury shares | | (81,188) | (83,303) |
| Equity attributable to equity holders of the parent company | | 3,231,023 | 3,216,438 |
| Non-controlling interests | | 1,189 | 1,152 |
| Equity | | 3,232,212 | 3,217,590 |
| Non-current provisions | | 152,459 | 148,694 |
| Non-current financial liabilities | (Note 9) | 1,158,564 | 984,706 |
| Other non-current financial liabilities | | 5,541 | 3,546 |
| Deferred tax liabilities | (Note 5) | 138,664 | 148,323 |
| Total non-current liabilities | | 1,455,228 | 1,285,269 |
| Current provisions | (Note 8) | 188,468 | 165,367 |
| Current financial liabilities | (Notes 6 and 9) | 645,388 | 340,968 |
| Other current financial liabilities | | 50,371 | 20,349 |
| Trade payables | | 524,109 | 542,051 |
| Liabilities to employees and payroll liabilities | | 220,907 | 228,674 |
| Current tax liabilities | | 24,220 | 29,220 |
| Other current liabilities | (Note 10) | 240,930 | 242,629 |
| Total current liabilities | | 1,894,393 | 1,569,258 |
| TOTAL EQUITY AND LIABILITIES | | 6,581,833 | 6,072,117 |

II Consolidated statement of Profit and Loss

| (in thousands of euros) | Notes | Amount at Feb. 28, 2017 | Amount at Feb. 29, 2016 |
|--|-------------------|-------------------------------|-------------------------------|
| Sales revenue | (Note 1.1) | 2,447,005 | 2,489,129 |
| Other revenues from operations | | 12,684 | 15,651 |
| Purchases used in production ⁽¹⁾ | | 1,114,493 | 1,141,647 |
| Personnel costs | | 846,733 | 792,404 |
| External costs | | 388,137 | 393,952 |
| Taxes other than income tax | | 26,177 | 21,523 |
| Depreciation and amortization | | 74,392 | 67,734 |
| Charge to provisions | | 53,080 | 45,180 |
| Changes in inventories of finished goods and work in progress | | 32,860 | 38,247 |
| Other operating income and expenses | | (1,026) | (197) |
| Current operating income | (Note 1.2) | (11,489) | 80,390 |
| Non-current operating items | (Note 11) | (10,393) | (10,666) |
| Operating income | | (21,882) | 69,724 |
| Income/(expenses) related to cash and cash equivalents | | (949) | 2,798 |
| Cost of gross debt | | (17,809) | (16,431) |
| Cost of net debt | (Note 1.3) | (18,758) | (13,633) |
| Other financial income and expenses | (Note 1.3) | (1,223) | (728) |
| Income tax | (Notes 1.4 and 5) | 22,164 | (9,505) |
| Results of companies accounted for by the equity method | | (4,275) | (2,365) |
| NET INCOME | | (23,974) | 43,493 |
| Attributable to non-controlling interests | | 1 | (174) |
| Attributable to equity holders of the parent company | | (23,975) | 43,667 |
| Basic earnings per share (attributable to equity holders of the parent company) | | (0.095) | 0.158 |
| Diluted earnings per share (attributable to equity holders of the parent company) | | (0.095) | 0.157 |

(1) Changes in inventories of components and goods are included under "Purchases used in the business".

III Consolidated statement of comprehensive income

(in thousands of euros)

| | Amount at Feb. 28, 2017 | Amount at Feb. 29, 2016 |
|--|----------------------------|----------------------------|
| Net income | (23,974) | 43,494 |
| Other comprehensive income: | | |
| - currency translation adjustments ⁽¹⁾ | 100,903 | 31,739 |
| - restatement of hedging derivative instruments | (19,502) | (13,497) |
| - tax on restatement of hedging derivative instruments | 6,411 | 4,057 |
| Items to be reclassified to profit | 87,812 | 22,299 |
| - actuarial gains and losses | - | |
| - tax on actuarial gains or losses ⁽²⁾ | (1,490) | |
| Items not to be reclassified to profit | (1,490) | - |
| Total of gains and losses recognized directly in equity | 86,322 | 22,299 |
| Net income and gains and losses recognized directly in equity | 62,348 | 65,792 |
| Attributable to non-controlling interests | 38 | (208) |
| Attributable to equity holders of the parent company | 62,310 | 66,000 |

(1) Most of the currency translation at February 28, 2017 is related to the change in the euro/US dollar exchange rate;

(2) At February 28, 2017, effect of the adjustment of France deferred taxes to reflect the new tax rate of 28.92% in force as from fiscal year 2020/2021 following voting of the 2017 Finance Act no. 2016-1917 on December 29, 2016.

IV Statement of change in consolidated equity

| (in thousands of euros) | Capital | Share premiums | Reserves | Net income attributable to equity holders of the parent company | Currency translation adjustments | Treasury shares | Restatement of financial instruments ⁽¹⁾ | Equity attributable to equity holders of the parent company | Non-controlling interests | Change in equity |
|---|---------------|----------------|------------------|---|----------------------------------|-----------------|---|---|---------------------------|------------------|
| BALANCE AT AUG. 31, 2016 | 11,603 | 147,761 | 2,769,111 | 108,053 | 279,026 | (83,303) | (15,813) | 3,216,438 | 1,152 | 3,217,590 |
| Currency translation adjustments | | | 273 | | 100,593 | | | 100,866 | 37 | 100,903 |
| Revaluation of financial instruments | | | (1,324) | | | | (11,767) | (13,091) | | (13,091) |
| Actuarial gains and losses | | | (1,490) | | | | | (1,490) | | (1,490) |
| Income recognized directly in equity ^(a) | | | (2,541) | | 100,593 | | (11,767) | 86,285 | 37 | 86,322 |
| Net income for the fiscal year ^(b) | | | | (23,975) | | | | (23,975) | 1 | (23,974) |
| Income recognized for the fiscal year ^{(a) + (b)} | | | (2,541) | (23,975) | 100,593 | | (11,767) | 62,310 | 38 | 62,348 |
| Capital increase ⁽⁵⁾ | 84 | 38,560 | | | | | | 38,644 | | 38,644 |
| Acquisition or disposal of own shares ⁽²⁾ | | | | | | 2,115 | | 2,115 | | 2,115 |
| Valuation of options on stock options and free share awards | | | 2,796 | | | | | 2,796 | | 2,796 |
| Dividends ⁽⁵⁾ | | | (88,767) | | | | | (88,767) | (1) | (88,768) |
| Hybrid loan ⁽³⁾ | | | (2,500) | | | | | (2,500) | | (2,500) |
| Other ⁽⁴⁾ | | | 108,040 | (108,053) | | | | (13) | | (13) |
| BALANCE AT FEBRUARY 28, 2017 | 11,687 | 186,321 | 2,786,139 | (23,975) | 379,619 | (81,188) | (27,580) | 3,231,023 | 1,189 | 3,232,212 |

- (1) The "Revaluation of financial instruments" column includes the fair value of interest rate hedging and the impact of currency derivatives pursuant to IAS 39.
- (2) Shares acquired under a "liquidity agreement" and share buyback program.
- (3) Corresponding to the interests linked to the hybrid funding signed in March 2016, net of tax, classified under equity pursuant to IAS32.
- (4) Including appropriation of prior year profit to reserves.
- (5) Dividends amounting to €88,767k and recognized under fiscal year 2016/2017 were paid out as follows; €53,537k in cash and €35,230k in shares, of which €70k recognized as capital and €35,160k as share premiums.

V Consolidated statement of cash flows ⁽¹⁾⁽²⁾

| (in thousands of euros) | Notes | Amount at Feb. 28, 2017 | Amount at Feb. 29, 2016 |
|--|------------|----------------------------|----------------------------|
| Operating activities: | | | |
| Net income | | (23,974) | 43,493 |
| Results of companies accounted for by the equity method | | 4,275 | 2,365 |
| Depreciation, amortization and provisions | | 103,843 | 68,386 |
| Capital gains | | 603 | 235 |
| Deferred taxes | (Note 5) | (9,445) | (603) |
| Stock options | | 2,796 | 3,076 |
| Other | | 2,707 | (2,937) |
| Cash flow from operations | | 80,805 | 114,015 |
| Net change in inventories | | (96,246) | (101,394) |
| Net change in operating assets | | (33,375) | (154,541) |
| Net change in debt | | (57,114) | (28,055) |
| Cash flow from continuing operations | | (105,930) | (169,975) |
| Investing activities: | | | |
| Acquisitions of non-current assets: | | | |
| - intangible assets | (Note 3.1) | (32,087) | (35,282) |
| - property, plant and equipment | | (58,147) | (54,817) |
| - other | | (8,558) | (2,802) |
| Proceeds from sale of property, plant and equipment | | 3,305 | 5,972 |
| Changes in receivables and payables relating to fixed assets | | (87) | (2,418) |
| Acquisitions/disposals of entities, net of cash acquired | | - | 5,960 |
| Cash flow from investments | | (95,574) | (83,387) |
| Financing activities: | | | |
| Change in debt | | 466,064 | 330,741 |
| Hybrid loan | | (2,500) | - |
| Increase in equity | | 3,413 | 4,831 |
| Treasury stock | | 2,115 | (734) |
| Ordinary dividends paid by parent company ⁽³⁾ | | (53,537) | (88,450) |
| Dividends paid to minority interests | | (1) | (2) |
| Cash flow from the financing of operations | | 415,554 | 246,386 |
| Currency translation adjustments, beginning of period | | (15,376) | (16,207) |
| CHANGE IN CASH AND CASH EQUIVALENTS | | 198,674 | (23,182) |
| CASH AT BEGINNING OF PERIOD | (Note 6) | 249,158 | 152,784 |
| CASH AT END OF PERIOD | (Note 6) | 447,832 | 129,601 |

(1) The Group did not record any transactions between shareholders during the period.

(2) No activities are currently in the process of being sold.

(3) The dividends amounting to €88,767k recognized for fiscal year 2016/2017 were paid in cash in the amount of €53,537k.

VI Notes to the consolidated Financial Statements

1) LIST OF CONSOLIDATED COMPANIES AT FEBRUARY 28, 2017

The list of consolidated companies did not change in H1 2016/2017.

2) MAIN EXCHANGE RATES USED IN CONSOLIDATION

| | At February 28, 2017 | | At August 31, 2016 | | At February 29, 2016 | |
|--------------------|---------------------------------|------------|---------------------------------|------------|---------------------------------|------------|
| | Statement of Financial Position | Net income | Statement of Financial Position | Net income | Statement of Financial Position | Net income |
| US dollar | 1.0597 | 1.0806 | 1.1132 | 1.1107 | 1.0888 | 1.1004 |
| Canadian dollar | 1.3984 | 1.4306 | 1.4583 | 1.4736 | 1.4767 | 1.4914 |
| South African rand | 13.7910 | 14.8632 | 16.1731 | 16.3789 | 17.4563 | 16.2029 |
| Pound sterling | 0.8531 | 0.8622 | 0.8481 | 0.7720 | 0.7858 | 0.7378 |
| Thai baht | 36.9520 | 38.0648 | 38.5490 | 39.4278 | 38.8270 | 39.4780 |
| Czech crown | 27.0210 | 27.0252 | 27.0260 | 27.0471 | 27.0570 | 27.0546 |

3) APPLIED ACCOUNTING PRINCIPLES

Accounting standards and basis for preparation of financial statements

a) Basis for preparation of financial statements

The consolidated financial statements of the Zodiac Aerospace Group for the half-year period ended February 28, 2017, have been prepared in accordance with IAS 34 on "Interim Financial Reporting". As these are condensed financial statements, they do not include all the information required by IFRS and should be read in relation to the Group's annual consolidated financial statements for the year ended August 31, 2016, available on the Group's website, subject to the specific features for drafting interim financial statements described below.

With the exception of the adoption of the new standards and interpretations of the mandatory application for the fiscal years as from September 1, the accounting principles applied are consistent with those used for the preparation of the Group's annual consolidated financial statements for the fiscal year ended August 31, 2016, in accordance with the International Financial Reporting Standards adopted by the European Union.

The new standards, amendments and interpretations applicable to the period are as follows:

- Amendments to IFRS 10, IFRS 12 and IAS 28 – Investment Entities: Applying the Consolidation Exception.
- Amendment to IAS 1 – Presentation of Financial Statements: Disclosure Initiative
- IFRS annual improvements cycle 2012-2014
- Amendments to IAS 16 and IAS 38 – Clarification of Acceptable Methods of Depreciation and Amortization
- Amendment to IFRS 11 – Joint Arrangements: Acquisition of an Interest in a Joint Operation
- Amendments to IAS 16 and IAS 41 – Agriculture: Bearer Plants.

These amendments have no significant impact on the financial statements for the period.

The Group has not applied the following standards and interpretations, which either have not been endorsed by the European Union or their mandatory application began after the start of the fiscal year:

- Endorsed standards and amendments whose application is not mandatory as at February 28, 2017:
IFRS 9 – Financial Instruments
IFRS 15 – Revenue from Contracts with Customers.

- Standards and amendments not endorsed as at February 28, 2017:
IFRS 14 – Regulatory Deferral Accounts
IFRS 16 – Leases
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendment to IAS 12 – Income taxes: Recognition of deferred tax assets for unrealized losses
Amendment to IAS 7 – Statement of cash flows: Disclosure Initiative
IFRS 15 clarifications
Amendment to IFRS 2 – Classification and measurement of share based payment transactions
Amendment to IFRS 4 – Application of IFRS 9 Financial instruments with IFRS 4 Insurance contracts
IFRS annual improvements cycle 2014-2016
IFRIC 22 - Foreign currency transactions and advance consideration
Amendment to IAS 40 – Transfers of investment property.

Applicable to fiscal years starting on or after January 1, 2018, the new IFRS 15 states the general principles for the recognition of revenue. A Group-wide project was rolled out to analyze the potential impacts on its consolidated financial statements.

The Zodiac Aerospace Group is in the process of identifying the potential impacts of these new standards, interpretations, amendments and/or revisions on the Group's consolidated financial statements.

b) Use of estimates and assumptions

The preparation of financial statements requires the Group management team to make estimates and use assumptions that affect the value of assets and liabilities shown in the consolidated statement of financial position and the amount of income and expenses shown in the income statement. Management revises its estimates and assumptions on an ongoing basis, according to all the factors on which it bases its assessment.

Actual future amounts may differ significantly from these estimates as a result of different assumptions or conditions.

These estimates and assumptions relate mainly to the measurement of deferred taxes, provisions, employee benefits, share-based payments, estimates and assumptions used to test asset impairment and procedures for capitalizing development costs and estimated provisions, especially for late penalties. The assessment of the above is based on contractual arrangements and the history of previous disputes.

4) Key first-half events

On January 19, 2017, Safran and Zodiac Aerospace Group announced the beginning of exclusive negotiations for the acquisition of Zodiac Aerospace by Safran through a friendly takeover bid from Safran for Zodiac Aerospace at a price of €29.47 per share, followed by a merger on the basis of 0.485 Safran shares for one Zodiac Aerospace share.

5) Appendices

NOTE 1 – SEGMENT REPORTING

Segment reporting is presented in accordance with IFRS 8.

The operational activities of the Group are structured and managed separately to reflect the nature of the products and services supplied. Each segment represents a strategic business area offering distinct products and serving distinct markets. These segments are reflected in the internal reporting structure used by the Group management team in managing the business as a whole.

The above two activities are supported by Zodiac Aerospace Services, an internal structure dedicated to after-sales service.

The *Entertainment & Seats Technology* division, which was previously integrated in the *Aircraft Interiors* activities, has been part of *Aerosystems* activities since September 1, 2016.

Since the internal systems used to analyze performance and allocate resources also operate on a geographical basis, the Group also presents its segment reporting in terms of the following regions:

- France;
- Other countries in Europe;
- USA;
- Other countries in the Americas;
- Rest of the world.

Notes per region are broken down by asset location, except for sales revenue, which is broken down by customer location.

A – STATEMENT OF PROFIT AND LOSS ITEMS

NOTE 1.1 – BREAKDOWN OF CONSOLIDATED SALES REVENUE BY BRANCH AND BY CUSTOMER REGION OF LOCATION

| (in thousands of euros) | France | Other countries in Europe | USA | Other countries in the Americas | Rest of the world | Total |
|---------------------------------------|----------------|---------------------------|----------------|---------------------------------|-------------------|------------------|
| At February 28, 2017 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 296,993 | 231,156 | 305,606 | 58,093 | 139,096 | 1,030,944 |
| Aircraft Interiors activities | 50,833 | 334,340 | 528,846 | 108,216 | 393,826 | 1,416,061 |
| TOTAL | 347,826 | 565,496 | 834,452 | 166,309 | 532,922 | 2,447,005 |
| At February 29, 2016 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 270,082 | 233,505 | 320,361 | 65,773 | 130,937 | 1,020,658 |
| Aircraft Interiors activities | 71,219 | 278,885 | 518,437 | 153,783 | 446,147 | 1,468,471 |
| TOTAL | 341,301 | 512,390 | 838,798 | 219,556 | 577,084 | 2,489,129 |

(1) Includes the Entertainment & Seats Technology division since September 1, 2016. This division was previously integrated in Cabin branch, as part of Aircraft Interiors activities. The 2015/2016 and 2016/2017 figures have been restated to reflect this change.

BREAKDOWN OF CONSOLIDATED SALES REVENUE BY BRANCH WITH DETAIL OF INTER-SEGMENT REVENUE

| (in thousands of euros) | Sales revenue including inter-segment | Inter-segment sales revenue | Consolidated sales revenue |
|---------------------------------------|---------------------------------------|-----------------------------|----------------------------|
| At February 28, 2017 | | | |
| Aerosystems activities ⁽¹⁾ | 1,075,875 | (44,931) | 1,030,944 |
| Aircraft Interiors activities | 1,468,342 | (52,281) | 1,416,061 |
| TOTAL | 2,544,217 | (97,212) | 2,447,005 |
| At February 29, 2016 | | | |
| Aerosystems activities ⁽¹⁾ | 1,070,323 | (49,665) | 1,020,658 |
| Aircraft Interiors activities | 1,530,990 | (62,519) | 1,468,471 |
| TOTAL | 2,601,313 | (112,184) | 2,489,129 |

(1) Includes the Entertainment & Seats Technology division since September 1, 2016. This division was previously integrated in Cabin branch, as part of Aircraft Interiors activities. The 2015/2016 and 2016/2017 figures have been restated to reflect this change.

CONSOLIDATED FINANCIAL STATEMENTS
SEGMENT REPORTING

NOTE 1.2 – CURRENT OPERATING INCOME BY BRANCH AND REGION

| (in thousands of euros) | France | Other countries in Europe | USA | Other countries in the Americas | Rest of the world | Total |
|---------------------------------------|---------------|---------------------------|-----------------|---------------------------------|-------------------|-----------------|
| At February 28, 2017 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 74,956 | 5,373 | 43,385 | 729 | 6,173 | 130,615 |
| Aircraft Interiors activities | (16,930) | (2,214) | (106,894) | (9,052) | 4,899 | (130,190) |
| Zodiac Aerospace | (11,792) | – | (122) | – | – | (11,914) |
| TOTAL | 46,234 | 3,159 | (63,631) | (8,323) | 11,072 | (11,489) |
| At February 29, 2016 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 80,094 | 7,776 | 66,776 | 2,001 | 3,660 | 160,307 |
| Aircraft Interiors activities | 5,197 | 46,930 | (139,264) | 6,245 | 7,778 | (73,114) |
| Zodiac Aerospace | (6,807) | – | 4 | – | – | (6,803) |
| TOTAL | 78,484 | 54,706 | (72,484) | 8,246 | 11,438 | 80,390 |

(1) Includes the Entertainment & Seats Technology division since September 1, 2016. This division was previously integrated in Cabin branch, as part of Aircraft Interiors activities. The 2015/2016 and 2016/2017 figures have been restated to reflect this change.

NOTE 1.3 – INCOME TAX BY BRANCH AND REGION

| (in thousands of euros) | France | Other countries in Europe | USA | Other countries in the Americas | Rest of the world | Total |
|---------------------------------------|-----------------|---------------------------|---------------|---------------------------------|-------------------|----------------|
| At February 28, 2017 | | | | | | |
| Aerosystems activities ⁽¹⁾ | (13,561) | (1,057) | (14,803) | (309) | (913) | (30,643) |
| Aircraft Interiors activities | 6,107 | (24) | 41,003 | 2,383 | (711) | 48,758 |
| Zodiac Aerospace | 4,503 | – | (454) | – | – | 4,049 |
| TOTAL | (2,951) | (1,081) | 25,746 | 2,074 | (1,624) | 22,164 |
| At February 29, 2016 | | | | | | |
| Aerosystems activities ⁽¹⁾ | (25,772) | (1,911) | (22,862) | (677) | (759) | (51,981) |
| Aircraft Interiors activities | (1,141) | (11,328) | 56,226 | (2,366) | (985) | 40,406 |
| Zodiac Aerospace | 2,387 | – | (317) | – | – | 2,070 |
| TOTAL | (24,526) | (13,239) | 33,047 | (3,043) | (1,744) | (9,505) |

(1) Includes the Entertainment & Seats Technology division since September 1, 2016. This division was previously integrated in Cabin branch, as part of Aircraft Interiors activities. The 2015/2016 and 2016/2017 figures have been restated to reflect this change.

B – STATEMENT OF FINANCIAL POSITION ITEMS

NOTE 1.4 – INTANGIBLE ASSETS AND GOODWILL BY BRANCH AND REGION

| (in thousands of euros) | France | Other countries in Europe | USA | Other countries in the Americas | Rest of the world | Total |
|---------------------------------------|----------------|------------------------------|------------------|---------------------------------------|----------------------|------------------|
| At February 28, 2017 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 620,282 | 33,792 | 543,538 | 31,049 | 7,605 | 1,236,267 |
| Aircraft Interiors activities | 35,008 | 542,750 | 874,362 | 4,434 | 1,613 | 1,458,167 |
| Zodiac Aerospace | 20,753 | – | (19) | – | – | 20,733 |
| TOTAL | 676,043 | 576,542 | 1,417,881 | 35,483 | 9,218 | 2,715,167 |
| At August 31, 2016 | | | | | | |
| Aerosystems activities ⁽¹⁾ | 627,114 | 33,697 | 510,202 | 29,966 | 7,535 | 1,208,514 |
| Aircraft Interiors activities | 34,549 | 543,799 | 837,862 | 3,997 | 1,352 | 1,421,560 |
| Zodiac Aerospace | 18,186 | – | (18) | – | – | 18,168 |
| TOTAL | 679,849 | 577,496 | 1,348,046 | 33,963 | 8,887 | 2,648,241 |

(1) Includes the Entertainment & Seats Technology division since September 1, 2016. This division was previously integrated in Cabin branch, as part of Aircraft Interiors activities. The 2015/2016 and 2016/2017 figures have been restated to reflect this change.

NOTE 2 – GOODWILL

| (in thousands of euros) | Balance at Aug. 31, 2016 | Currency translation adjustments | Change in consolidation scope | Change (1) | Impairment | Balance at Feb. 28, 2017 |
|-------------------------|--------------------------|----------------------------------|-------------------------------|------------|------------|--------------------------|
| Gross | 2,106,446 | 57,390 | – | – | – | 2,163,836 |
| Impairment | 111,759 | 2,021 | – | – | – | 113,780 |
| Net goodwill | 1,994,687 | 55,369 | – | – | – | 2,050,056 |

The cash-generating units and groups of cash-generating units (CGU) identified by the Group within the meaning of IAS 36, "Impairment of Assets," mirror the functional organizational structure of the Group, by business branch, or for the Aircraft Systems branch, by product line. They are nine in total.

Net goodwill is broken down as follows:

| (in millions of euros) | Feb. 28, 2017 | | | Aug. 31, 2016 |
|------------------------|----------------|--------------|----------------|----------------|
| | Gross | Impairment | Net | Net |
| CGU: | | | | |
| AeroSafety | 110.4 | 5.1 | 105.3 | 101.1 |
| Aircraft | 504.6 | 40.1 | 464.5 | 456.3 |
| Telemetry | 48.6 | 12.6 | 36.0 | 36.0 |
| Water and waste | 176.3 | 29.3 | 147.0 | 140.9 |
| Connected Cabin | 59.8 | | 59.8 | 57.9 |
| Seats | 351.8 | 26.7 | 325.1 | 321.9 |
| Commercial Interiors | 463.0 | | 463.0 | 443.8 |
| Premium Interiors | 249.3 | | 249.3 | 237.3 |
| Equipment | 200.0 | | 200.0 | 199.4 |
| TOTAL | 2,163.8 | 113.8 | 2,050.0 | 1,994.6 |

Considering the operational difficulties of the Seats and Cabin activities, the Group conducted impairment tests on the Seats, Commercial Interiors, Premium Interiors and Equipment CGUs. These tests were performed according to the methodology presented in the annual financial statements and they confirmed the absence of impairment as at February 28, 2017.

The recoverable value of CGUs, which is equivalent to their value in use, is determined by applying:

- a discount rate equivalent to the Group's weighted average cost of capital. This rate is 8.0% for all CGUs;
- cash flows determined on the basis of four-year plans and updated at the end of March 2017 to reflect, in particular, the downward adjustment to the productivity plans' objectives for some specific programs. Beyond this period, flows are extrapolated by applying a forecast growth rate for the markets concerned and integrating spare parts flows. These cash flows come from business plans submitted to the Executive Board;
- aircraft manufacturer forecasts (where available) and forecasts from other external sources (e.g. passenger traffic forecasts);
- a fixed euro/dollar exchange rate of 1.15 over the entire period and crossed exchange rates against the dollar for the other transaction currencies (GBP, CAD, MXN, THB, CZK), based on the same 1.15 relation.

The Group is sensitive, for the most part, to four factors:

- the euro/dollar exchange rate;
- the discount rate;
- the trend of the long-term growth rate;
- trend of the margin rate.

Sensitivity tests conducted in this regard changed these assumptions as follows:

- change in the euro/dollar exchange rate between the closing rate of 1.06 and the budget rate of 1.15;
- 0.5% change in the discount rate applied;
- less than 0.5% change in the long-term growth rate;
- decline of the operating income rate for the terminal value of 0.5 points.

Taken separately or cumulatively, these changes in assumptions do not result in the recording of impairment losses.

NOTE 3 – INTANGIBLE ASSETS

NOTE 3.1 – INTANGIBLE ASSETS: GROSS

| (in thousands of euros) | Balance at Aug. 31, 2016 | Currency translation adjustments | Change in consolidation scope | Increases | Decreases | Reclassifications | Balance at Feb. 28, 2017 |
|-----------------------------------|--------------------------|----------------------------------|-------------------------------|---------------|--------------|-------------------|--------------------------|
| Set-up costs | 101 | – | – | – | – | – | 101 |
| Development costs | 626,053 | 12,190 | – | 24,631 | – | – | 662,874 |
| Patents and registered trademarks | 85,865 | 1,133 | – | 7 | – | – | 87,005 |
| Software | 101,252 | 1,399 | – | 5,948 | (391) | 316 | 108,524 |
| Other intangible assets | 195,573 | 4,761 | – | 1,501 | – | (325) | 201,510 |
| TOTAL | 1,008,844 | 19,483 | – | 32,087 | (391) | (9) | 1,060,014 |

NOTE 3.2 – INTANGIBLE ASSETS: DEPRECIATION

| (in thousands of euros) | Balance at Aug. 31, 2016 | Currency translation adjustments | Change in consolidation scope | Increases | Decreases | Reclassifications | Balance at Feb. 28, 2017 |
|--|--------------------------|----------------------------------|-------------------------------|---------------|--------------|-------------------|--------------------------|
| Set-up costs | 101 | – | – | – | – | – | 101 |
| Development costs | 160,550 | 3,729 | – | 20,689 | – | – | 184,968 |
| Patents and registered trademarks | 10,631 | 347 | – | 268 | – | – | 11,246 |
| Software | 81,494 | 1,191 | – | 4,718 | (351) | 7 | 87,059 |
| Other intangible assets | 102,514 | 2,059 | – | 6,956 | – | – | 111,529 |
| TOTAL | 355,290 | 7,326 | – | 32,631 | (351) | 7 | 394,903 |
| Net amount of intangible assets | 653,554 | 12,157 | – | (544) | (40) | (16) | 665,111 |

NOTE 4 – INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

These include equity investments made by the Zodiac Aerospace Group in a number of non-consolidated companies.

NOTE 5 – TAXES

(in thousands of euros)

Feb. 28, 2017

Aug. 31, 2016

1) Statement of financial position

Deferred taxes:

| | | |
|----------------------------|------------------|------------------|
| - Deferred tax assets | 6,920 | 6,102 |
| - Deferred tax liabilities | (138,664) | (148,323) |
| Net deferred taxes | (131,744) | (142,221) |

Breakdown of net amount by category:

| | | |
|--|------------------|------------------|
| - Employee benefits | 61,574 | 64,061 |
| - Depreciation of inventories, stocks and associated general expenditure | 55,879 | 53,453 |
| - Intercompany inventory profit | 41,610 | 36,944 |
| - Development costs | (165,137) | (165,278) |
| - Goodwill ⁽¹⁾ | (194,304) | (187,406) |
| - Regulated provisions adjustments | (5,821) | (6,031) |
| - Other ⁽²⁾ | 74,455 | 62,036 |
| Net deferred taxes | (131,744) | (142,221) |

(in thousands of euros)

Feb. 28, 2017

Feb. 29, 2016

2) Statement of profit and loss

Deferred taxes and taxes payable:

| | | |
|------------------|---------------|-----------------|
| - deferred taxes | 9,445 | 4,044 |
| - taxes payable | 12,719 | (43,646) |
| Taxes | 22,164 | (39,602) |

(1) Including deferred tax liabilities on fiscally amortizable goodwill.

(2) The change in this item can be partly explained by the increase in deferred taxes linked to the increase in the fair value adjustment of financial instruments and other instruments.

CONSOLIDATED FINANCIAL STATEMENTS

TAXES

EFFECTIVE TAX RATE

(in thousands of euros)

| | Feb. 28, 2017 | Feb. 29, 2016 |
|---|---------------|----------------|
| Net income | (23,974) | 43,493 |
| Results of companies accounted for by the equity method | (4,275) | (2,365) |
| Income tax | 22,164 | (9,505) |
| Pre-tax income | (41,863) | 55,363 |
| Tax rate | 34.43% | 38.00% |
| Theoretical tax | 14,413 | (21,038) |
| Incidence of reduced-rate risk | – | – |
| Impact of tax rates in countries other than France | 1,025 | 12,079 |
| Tax credit on training | – | – |
| US manufacturing credit | – | – |
| Other ⁽¹⁾ | 6,726 | (546) |
| Consolidated income tax | 22,164 | (9,505) |
| EFFECTIVE TAX RATE | 52.95% | 17.17% |

(1) At February 28, 2017, this amount included for €6,265k, the effect of the adjustment of France deferred taxes to reflect the new tax rate of 28.92% applicable on or after fiscal year 2020/2021. Corrected for this impact, the rate would be 37.98%.

CURRENT TAX ASSETS

Current tax assets are reported in the statement of financial position for a net amount of €198m as at February 28, 2017 and mainly consist of net tax receivables linked to fiscal deficits which will be recovered by the allocation to the tax paid for prior years, the down payments for corporate tax in France and in the USA, receivables for research, competitiveness and employment tax credit and VAT. The increase in this item between August 2016 and February 2017 is mainly due to the increase in tax credits linked to tax deficits.

NOTE 6 – CASH

| (in thousands of euros) | Feb. 28, 2017 | Aug. 31, 2016 |
|---|-----------------|-----------------|
| Cash and cash equivalents ⁽¹⁾ | 478,912 | 268,780 |
| Current financial liabilities | (645,388) | (340,968) |
| of which commercial paper and other lines of short-term credit | 612,500 | 319,500 |
| of which current portion of long-term loans and reimbursable advances | 1,808 | 1,846 |
| Bank borrowings | (31,080) | (19,622) |
| CASH AT END OF PERIOD | 447,832 | 249,158 |

(1) The "Cash and cash equivalents" item is composed solely of our bank account balances. There is no instrument that is considered by the Group as a cash equivalent. Moreover, the Group has no cash balances subject to restrictions.

The increase in the Group's net cash is primarily due to the outstanding commercial paper program. The only covenant existing on the "Club Deal" and private placements is measured once annually at the end of the fiscal year.

In accordance with IAS 39, the Group derecognizes trade receivables once contractual rights to cash flows and most of the risks and benefits attached to those receivables have been transferred. The amount of receivables transferred stood at €130m against €97m at August 31, 2016.

NOTE 7 – INVENTORIES

| (in thousands of euros) | Feb. 28, 2017 | Aug. 31, 2016 |
|----------------------------------|------------------|------------------|
| Components and sub-assemblies | 1,030,910 | 928,734 |
| Work in progress | 339,070 | 321,850 |
| Finished products | 371,025 | 333,984 |
| Gross total | 1,741,005 | 1,584,568 |
| Provisions for impairment | 244,715 | 224,444 |
| TOTAL | 1,496,290 | 1,360,124 |

No inventory items have been offered as collateral for liabilities.

NOTE 8 – PROVISIONS

CURRENT PROVISIONS

| (in thousands of euros) | Amount at Aug. 31, 2016 | Currency translation adjustments | Change in consolidation scope | Changes during the fiscal year | | | Reclassifications | Balance at Feb. 28, 2017 |
|--|-------------------------|----------------------------------|-------------------------------|--------------------------------|-----------------------------|-------------------------------|-------------------|--------------------------|
| | | | | Charges | Reversals (provisions used) | Reversals (provisions unused) | | |
| Guarantees | 87,488 | 2,927 | – | 18,534 | (7,502) | (1,434) | (49) | 99,964 |
| Litigation and insurance deductibles | 5,748 | 24 | – | 2,484 | (560) | (200) | (638) | 6,858 |
| Restructuring and diversification | 290 | 14 | – | 344 | (135) | – | – | 513 |
| Taxes other than income taxes | 119 | (1) | – | – | (113) | – | (5) | – |
| Miscellaneous current risks ⁽¹⁾ | 71,722 | 2,553 | – | 39,373 | (22,967) | (8,577) | (971) | 81,133 |
| Total current | 165,367 | 5,517 | – | 60,735 | (31,277) | (10,211) | (1,663) | 188,468 |

(1) "Miscellaneous" current provisions relate mainly to provisions for losses to completion and penalties on various commercial agreements.

Warranty provisions

Warranty provisions include general statistical provisions and provisions for specific warranties and for post-delivery finishing work.

Provisions for miscellaneous current risks

At the end of February 2017, the theoretical maximum exposure for all possible compensation payments to customers in connection with commercial relations with them is €93.1million, a portion of which is being contested by the Group. Corresponding current provisions are €66.7million. These provisions correspond to the best estimates by the managements concerned.

Our Group has also issued claims totaling €59.3million against a number of customers for miscellaneous additions that the Group considers contractually due and which were the subject of counter-claims from those same customers for an amount of €13.7million, i.e., a new balance of €45.6million of which €20.5million have been recognized in the Group's financial statements.

The increase in provisions for miscellaneous current risks in the first half can be mainly explained by the operating difficulties encountered by the Zodiac Seats UK subsidiary and the Cabin branch on the A350 program which generated delivery delays.

NOTE 9 – FINANCIAL LIABILITIES

| (in thousands of euros) | Feb. 28, 2017 | Aug. 31, 2016 |
|--|------------------|------------------|
| A. Non-current financial liabilities | | |
| Confirmed "Club Deal" (EUR) | – | – |
| Confirmed "Club Deal" (USD) | 496,686 | 335,826 |
| Confirmed "Club Deal" (GBP) | 12,869 | – |
| Euro PP (EUR) | 230,000 | 230,000 |
| Schuldschein (EUR) | 402,000 | 402,000 |
| Loan costs | (4,653) | (5,348) |
| Other borrowings and unconfirmed credit non-current portion | 21,662 | 22,228 |
| Total | 1,158,564 | 984,706 |
| B. Current financial liabilities | | |
| Commercial paper (EUR) | 612,500 | 319,500 |
| Schuldschein (EUR) | – | – |
| Bank overdrafts, spot lines, other borrowings and unconfirmed loans, current portion | 32,888 | 21,468 |
| Total | 645,388 | 340,968 |
| Current and non-current financial liabilities | 1,803,952 | 1,325,674 |

The cost of gross financial debt excluding foreign exchange gains/losses stood at -€16.7m at the end of February 2017 compared to -€15.6m at the end of February 2016. This increase can be explained by the increase in our capital requirements, the average cost of our resources stood at 2.01% compared to 2.03% at the end of August 2016.

NOTE 10 – OTHER CURRENT LIABILITIES

| (in thousands of euros) | Feb. 28, 2017 | Aug. 31, 2016 |
|---------------------------|----------------|----------------|
| Other payables | 66,662 | 56,287 |
| Amounts owed to customers | 141,094 | 146,908 |
| Deferred income | 33,174 | 39,434 |
| TOTAL | 240,930 | 242,629 |

NOTE 11 – NON-CURRENT OPERATING ITEMS

| (in thousands of euros) | Feb. 28, 2017 | Feb. 29, 2016 |
|--|-----------------|-----------------|
| Restructuring costs ⁽¹⁾ | (3,757) | (1,423) |
| Amortization of intangible assets ⁽²⁾ | (6,636) | (9,243) |
| Acquisition costs | – | – |
| TOTAL | (10,393) | (10,666) |

(1) At February 28, 2017, this amount included restructuring costs on several sites in the United States as well as expenses linked to the merger plan of the Zodiac Aerospace and Safran groups.

(2) Amortization of order books and customer portfolio measured as part of acquisitions.

NOTE 12 – OFF-BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES

OFF-BALANCE SHEET ITEMS

| (in thousands of euros) | Feb. 28, 2017 | Aug. 31, 2016 |
|---|------------------|------------------|
| Commitments given | | |
| Long-term rentals ⁽¹⁾⁽²⁾ | 262,572 | 268,063 |
| Other guarantees given | 9,733 | 13,394 |
| Collateral | – | – |
| Commitments received under contracts | – | – |

(1) This amount includes commitments on revocable and irrevocable leases.

(2) The variance between fiscal years includes a positive €2.6m relating to exchange rate fluctuations.

N.B.: Zodiac Aerospace has also:

- posted a guarantee bond at the Amsterdam commercial court to cover the consolidated debts of the Driessen Group holding company and its Dutch subsidiaries to avoid the need to prepare and locally submit consolidated financial statements for the Driessen sub-group. This guarantee may not exceed €10m;
- provided the following guarantees in the course of securing major sales contracts gained by subsidiary companies:
 - in March 2014, for the benefit of Emirates, on behalf of Sell GmbH, for the duration of its contractual obligations and for a maximum amount of US\$ 15m;
 - in May 2015 (as amended in November 2015), for the benefit of Airbus, on behalf of Zodiac Inflight Innovations, for the duration of its contractual obligations;
 - in October 2016, for the benefit of Boeing, on behalf of C&D Zodiac Inc and Zodiac Seats US, for the duration of its contractual obligations;
 - in March 2017, for the benefit of Airbus, on behalf of each Zodiac Seats US, Zodiac Seat France, Zodiac Seats UK company, for a maximum amount of €10m for each company and a duration of five years renewable;
 - in March 2017, for the benefit of Lufthansa, on behalf of Zodiac Seats UK, for a maximum amount of US\$ 20m and expiring at December 31, 2024.

CONTINGENT LIABILITIES

Only one identified contingent liability which concerns litigation relating to a chemical pollution incident identified subsequent to the Group's acquisition of a US company. The cause of the pollution dates from a time prior to the date of acquisition.

Recent court decisions in the context of this litigation lead us to estimate that the risk associated with this liability is considerably reduced, although not entirely extinguished.

NOTE 13 – RELATED PARTIES

There were no new transactions with related parties in H1.

NOTE 14 – POST YEAR-END EVENTS

There were no material post half-year-end events.

Zodiac Aerospace

Period from September 1, 2016 to February 28, 2017

Statutory Auditors' report on the half-year financial report

FIDAUDIT

Member of the FIDUCIAL network
41, rue du Capitaine Guynemer
92925 Paris-La Défense Cedex
Corporation [S.A.] with capital of €250,000

Statutory Auditor
Member of the regional company
of Versailles

Ernst & Young Audit

1/2, place des Saisons
92400 Courbevoie – Paris-La Défense 1
Simplified Joint Stock Company [S.A.S.] with variable capital

Statutory Auditor
Member of the regional company
of Versailles

Zodiac Aerospace

Period from September 1, 2016 to February 28, 2017

Statutory Auditors' report on the first-half financial report

To the Shareholders,

In accordance with the terms of our appointment by your General Meetings of Shareholders and Article L.451-1-2 III of the French Monetary and Financial Code, we have:

- conducted a limited review of the consolidated half-year financial statements Zodiac Aerospace, for the period from September 1, 2016 to February 28, 2017, which accompany this report;
- verified the amounts and disclosures contained in the half-year business report.

The consolidated half-year financial statements are the responsibility of the Executive Board. Our responsibility is to express an opinion on these financial statements based on our limited review.

1. Opinion on the financial statements

We conducted our limited review in accordance with auditing standards applicable in France. A limited review consists primarily of interviewing members of management responsible for financial and accounting matters, and applying analytical procedures. The work of a review is substantially less extensive than that required for an audit according to auditing standards applicable in France. Consequently, the level of assurance we obtained as to whether the financial statements, taken as a whole, are free of material misstatement is moderate, and lower than that obtained in an audit.

Based on our limited review, we found no evidence of material misstatement that calls into question, with respect to the International Financial Reporting Standards (IFRS) as adopted by the European Union, the fact that the consolidated half-year financial statements present a true and fair view of the assets and financial position at the end of the half-year and the results of the past half-year, of the group formed by the persons and entities comprised in the consolidation.

2. Specific verification

We have also verified the amounts and disclosures in the half-year business report commenting on the consolidated half-year financial statements that were the subject of our review.

We have no comments to report with respect to the fair presentation and consistency of such amounts and disclosures with the consolidated half-year financial statements.

Paris-La Défense, May 05, 2017

The Statutory Auditors

FIDAUDIT
Member of the FIDUCIAL network

Ernst & Young Audit

Bruno Agez

Valérie Quint