

EADS Extraordinary General Meeting 2013

Convening Notice



Dear Shareholder,

In accordance with Article 19 of the Articles of Association of the Company, we are pleased to invite you to the Extraordinary General Meeting that will take place:

On Wednesday 27 March 2013 at 10:30 a.m.
at Hotel Okura Amsterdam
Ferdinand Bolstraat 333
1072 LH Amsterdam, The Netherlands

AGENDA

- 1. Opening and general introductory statements**
- 2. Presentation, including a Report of the Board of Directors in respect of the proposed change of the Company's governance and shareholding structure**
- 3. Discussion of all Agenda items**
- 4. Vote on the resolutions in respect of the:**
 1. Amendment of the Company's Articles of Association
 2. Authorisation for the Board of Directors to repurchase up to 15% of the Company's issued and outstanding share capital (*i.e.* issued share capital excluding shares held by the Company or its subsidiaries) (the "share buyback programme")
 3. Cancellation of shares repurchased by the Company pursuant to the share buyback programme
 4. Appointment of Mr Thomas Enders as the Executive Member of the Board of Directors
 5. Appointment of Mr Manfred Bischoff as a non-Executive Member of the Board of Directors
 6. Appointment of Mr Ralph D. Crosby, Jr. as a non-Executive Member of the Board of Directors
 7. Appointment of Mr Hans-Peter Keitel as a non-Executive Member of the Board of Directors
 8. Appointment of Mr Hermann-Josef Lamberti as a non-Executive Member of the Board of Directors
 9. Appointment of Mrs Anne Lauvergeon as a non-Executive Member of the Board of Directors
 10. Appointment of Mr Lakshmi N. Mittal as a non-Executive Member of the Board of Directors
 11. Appointment of Sir John Parker as a non-Executive Member of the Board of Directors
 12. Appointment of Mr Michel Pébereau as a non-Executive Member of the Board of Directors
 13. Appointment of Mr Josep Piqué i Camps as a non-Executive Member of the Board of Directors
 14. Appointment of Mr Denis Ranque as a non-Executive Member of the Board of Directors
 15. Appointment of Mr Jean-Claude Trichet as a non-Executive Member of the Board of Directors

The effectiveness of each of the above-mentioned resolutions proposed by the Board of Directors shall be conditional upon adoption of all such resolutions. For the avoidance of doubt, in case of the rejection of any of the abovementioned resolutions, none of these resolutions shall become effective, none of them shall be implemented and all such resolutions shall be deemed to have been rejected. In addition, the effectiveness of the above-mentioned resolutions 4 through 15 shall be conditional upon the implementation of the amendment to the Company's Articles of Association as proposed above under resolution 1. This conditionality is required to implement the changes to the Company's present governance and shareholding structure, as described in the Report of the Board of Directors available on the Company's website.

5. Closing of the Meeting

Please note that the Questions & Answers session of the Extraordinary General Meeting will be solely dedicated to the matters of this agenda. The Company will hold its Annual General Meeting in due time later this year, in order to (inter alia) discuss and resolve on the Company's Annual Financial Statements for 2012, and all other matters related to its business.

ATTENDANCE AND VOTE

Pursuant to Dutch law, the persons who have the right to attend and vote at the Extraordinary General Meeting are those who are so on record as shareholders on **Wednesday 27 February 2013** (the "Registration Date") at close of markets.

- **Shareholders holding their shares through Euroclear France SA** (i.e., the public) who wish to attend the Extraordinary General Meeting, provide instructions or grant power of attorney to vote on their behalf, must complete the form ("voting form / attendance card request") provided for this purpose by their financial intermediary or by EADS Securities Department - BNP PARIBAS Securities Services. Such form must be received, no later than **Wednesday 20 March 2013** by their financial intermediary, or no later than **Thursday 21 March 2013** by EADS Securities Department.

Alternatively, these shareholders may complete these formalities electronically by following the instructions given by their financial intermediary or by EADS Securities Department. Shareholders of bearer shares wishing to do so should first have their shares transferred as registered shares. All formalities must be completed no later than **Thursday 21 March 2013**. Please contact your financial intermediary or EADS Securities Department for further information.

- **All other shareholders** (or persons acting on their behalf) must notify the Board of Directors no later than **Monday 25 March 2013** of their intention to attend and to vote at the Extraordinary General Meeting.

As at publication of this Convening Notice, EADS' total issued share capital in number of issued shares and in voting rights is published on EADS' website (www.eads.com > Investor Relations > Extraordinary General Meeting 2013).

The Extraordinary General Meeting Documentation (i.e. agenda, text of the proposed resolutions, presentation of the proposed resolutions, Board report and proposed new Articles of Association) is available:

- at the Company's headquarters: Mendelweg 30, 2333 CS, Leiden, The Netherlands
- at its head offices:
 - **in France:** 37, boulevard de Montmorency, 75016 Paris
 - **in Germany:** Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn
 - **in Spain:** Avenida de Aragón 404, 28022 Madrid
- at **EADS Securities Department:** BNP PARIBAS Securities Services:
9, rue du Débarcadère – 93761 Pantin Cedex, France (tel: +33.1.57.43.35.00)
- on our website www.eads.com (Investor Relations > Extraordinary General Meeting 2013).

SHAREHOLDERS INFORMATION

Toll-free number from: France: 0 800 01 2001
Germany: 00 800 00 02 2002
Spain: 00 800 00 02 2002
Phone: + 33 800 01 2001
E-mail box: ir@eads.com

European Aeronautic Defence and Space Company EADS N.V.
Mendelweg 30, 2333 CS, Leiden, The Netherlands
The Hague Commercial Register - Registration Number 24288945