

EXTRACT FROM THE MINUTES
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF EUROPEAN AERONAUTIC DEFENCE AND SPACE COMPANY EADS N.V.
(THE "COMPANY")

HELD IN AMSTERDAM ON 26 MAY 2011
(THE "MEETING")

OPENING AND SECRETARY

The Company's Chairman, Mr Uebber, was appointed chairman of the Meeting (the "**Chairman**"), and the Company's secretary, Mr De Bausset, was appointed secretary of the meeting (the "**Secretary**"), in each case pursuant to article 28.2 of the Company's articles of association (the "**Articles**").

VALIDITY OF THE MEETING

It was noted that the formalities of notice set out in articles 22 and 23 of the Company's Articles had been complied with and that all documentation had been made available in accordance with article 21.3 of the Company's Articles.

VOTING ON RESOLUTIONS

In the Meeting each of the following resolutions were adopted:

FIRST RESOLUTION (ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2010)

RESOLVED THAT the audited accounts for the accounting period from 1 January 2010 to 31 December 2010, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

VOTED FOR: 541,729,184

VOTED AGAINST: 33,639

ABSTAINED: 1,245,230

The resolution was adopted with a majority of 99.99% per cent. of the votes cast.

SECOND RESOLUTION (APPROVAL OF THE RESULT ALLOCATION DISTRIBUTION AND PAYMENT DATE)

RESOLVED THAT the net profit of € 553 million, as shown in the income statement for the financial year 2010, shall be added to retained earnings and that a payment of a gross amount of € 0.22 per share shall be made to the shareholders from distributable reserves on 6 June 2011.

VOTED FOR: 542,679,226

VOTED AGAINST: 142,671

ABSTAINED: 187,956

The resolution was adopted with a majority of 99.97% per cent. of the votes cast.

THIRD RESOLUTION (RELEASE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS)

RESOLVED THAT the Members of the Board of Directors be and hereby are granted a release from liability for the performance of their duties during and with respect to the financial year 2010, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2010 or in the Report of the Board of Directors.

VOTED FOR: 530,694,640

VOTED AGAINST: 6,220,509

ABSTAINED: 6,094,804

The resolution was adopted with a majority of 98.84% per cent. of the votes cast.

FOURTH RESOLUTION (APPOINTMENT OF ERNST AND YOUNG ACCOUNTANTS L.L.P. AS CO-AUDITOR FOR THE FINANCIAL YEAR 2011)

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2011 shall be Ernst & Young Accountants L.L.P., whose registered office is at Boompjes 258, 3011 XZ Rotterdam, The Netherlands.

VOTED FOR: 542,343,744

VOTED AGAINST: 448,014

ABSTAINED: 218,195

The resolution was adopted with a majority of 99.92% per cent. of the votes cast.

FIFTH RESOLUTION (APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS CO-AUDITOR FOR THE FINANCIAL YEAR 2011)

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2011 shall be KPMG Accountants N.V., whose registered office is at Fascinatio Boulevard 200, 3065 WB Rotterdam, The Netherlands.

VOTED FOR: 542,348,035

VOTED AGAINST: 445,203

ABSTAINED: 216,715

The resolution was adopted with a majority of 99.92% per cent. of the votes cast.

SIXTH RESOLUTION (AMENDMENT OF ARTICLES 21, 22, 23 AND 24 OF THE COMPANY'S ARTICLES OF ASSOCIATION)

RESOLVED THAT the following Articles of the Company's Articles of Association shall be amended to reflect changes of Dutch law to read in translation as follows and that both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution:

“GENERAL MEETINGS OF SHAREHOLDERS

Article 21

4. *The Board of Directors shall be obliged to hold a general meeting of shareholders within the statutory term after a written request to that effect by one or more shareholders collectively representing at least one-tenth of the issued share capital. The request must contain a detailed list of the items to be discussed at the meeting.¹*

Article 22

The Board of Directors shall convene a general meeting of shareholders by means of a notice published on the Company's website at least forty-two days before the day of the meeting.²

Article 23

1. *The convening notice shall state the items as set out under Section 2:114 paragraph 1 of the Dutch Civil Code. Shareholders and all other persons who are entitled under the Dutch Civil Code to attend the general meeting of shareholders may consult the documents for the meeting at the Company's offices and in Amsterdam and at such other locations as the Board of Directors shall determine. Free copies shall also be obtainable at these locations.*
2. *The discussion of items in respect of which this procedure has not been followed may still be separately announced in a corresponding manner at least forty-two days before the day of the general meeting of shareholders.*
3. *The Board of Directors shall announce the date of the annual general meeting of shareholders at least ten weeks before the meeting. Substantiated requests made by one or more shareholders collectively representing at least the applicable statutory threshold, from time to*

¹ In the original Dutch language:

“Artikel 21

4. *Op schriftelijk verzoek van één of meer aandeelhouders, die alleen of gezamenlijk tenminste één tiende gedeelte van het geplaatste kapitaal vertegenwoordigen, aan de Raad van Bestuur, is deze verplicht binnen de wettelijk termijn na ontvangst van het verzoek, een algemene vergadering van aandeelhouders te doen houden. Het verzoek bevat een nauwkeurige opgave van de te behandelen onderwerpen.”*

² In the original Dutch language:

“Artikel 22

De oproeping tot de algemene vergadering van aandeelhouders geschiedt door de Raad van Bestuur tenminste tweeënveertig dagen voor de dag waarop de algemene vergadering plaatsvindt door middel van de publicatie van een oproeping op de website van de Vennootschap.”

time, to put items on the agenda for the annual general meeting of shareholders, shall be effected by the Board of Directors, if such a request to the Board of Directors has been made at least eight weeks before the meeting, unless reasonableness and fairness require otherwise.³

Article 24

1. *Each holder of one or more shares and all other persons who are entitled to do so by law shall have the power, either in person or by means of a written proxy, to attend the general meeting of shareholders, to speak and to exercise the right to vote in accordance with Article 25 hereof.*

"Written proxy" as referred to in this Article 24 is understood to include a proxy that is recorded electronically. The Board of Directors shall facilitate the electronic submission of proxies, in such way as explained in the convening notice.

A shareholder or a person who has the right to attend a meeting can see to it that he is represented by more than one proxy holder, provided that only one proxy holder can be appointed for each share.

If the Board of Directors so decides, each shareholder is entitled, in person or by means of a written proxy, to attend the general meetings of shareholders, to speak and to exercise the right to vote by electronic means and communication, all this in accordance with Section 2:117a of the Dutch Civil Code.

2. *For the purposes and provisions of this Article, the persons who have the right to attend and to vote at general meetings of shareholders are those who are on record in a register designated for that purpose by the Board of Directors on the twenty-eighth day prior to the day of a general meeting of shareholders (the "**Registration Date**"), irrespective of who may be entitled to the shares at the time of that meeting.*
4. *As a prerequisite to attending the general meeting of shareholders and to casting votes, the Board of Directors, or alternatively an entity or person so designated by the Board of Directors, shall be notified in writing by each holder of one or more shares (including both*

³ In the original Dutch language:

"Artikel 23

1. Bij de oproeping worden de onderwerpen als bedoeld in artikel 2:114 lid 1 van het Burgerlijk Wetboek vermeld. Aandeelhouders en alle andere personen die volgens het Burgerlijk Wetboek het recht hebben de algemene vergadering van aandeelhouders bij te wonen mogen voorafgaand aan de vergadering de documenten ten kantore der Vennootschap, alsmede te Amsterdam en op zodanige andere plaatsen zoals door de Raad van Bestuur zal worden bepaald, raadplegen. Aldaar zullen tevens kosteloos afschriften verkrijgbaar zijn.
2. De behandeling van onderwerpen, ten aanzien waarvan zulke niet is geschied, kan alsnog op overeenkomstige wijze afzonderlijk worden aangekondigd tenminste tweeënveertig dagen voor de dag der algemene vergadering van aandeelhouders.
3. De Raad van Bestuur zal de datum van de jaarlijkse algemene vergadering van aandeelhouders ten minste tien weken voor de vergadering aankondigen. Aan met redenen omklede verzoeken van één of meer aandeelhouders die tezamen tenminste de van tijd tot tijd geldende wettelijk minimum drempelwaarde vertegenwoordigen benodigd om onderwerpen op de agenda van de jaarlijkse algemene vergadering van aandeelhouders te plaatsen zal de Raad van Bestuur gevolg geven, mits een dergelijk verzoek ten minste acht (8) weken voor de vergadering is gedaan aan de Raad van Bestuur, tenzij redelijkheid en billijkheid anders eisen."

bearer shares and registered shares) and those who derive the aforementioned rights from these shares, not earlier than the Registration Date, of the intention to attend the meeting. Ultimately this notice must be received by the Board of Directors, or alternatively an entity or person so designated by the Board of Directors, on the day mentioned in the convening notice.

5. *The Board of Directors can decide that in "writing" as referred to in the preceding paragraph of this article, the last but not one sentence, is understood to include a request that is recorded electronically.*
6. *In respect of each general meeting of shareholders of the Company, the Board of Directors of the Company can decide, in accordance with Section 2:117b of the Dutch Civil Code, that votes cast by electronic means of communication or by post prior to a relevant general meeting of shareholders, are considered equivalent to votes that are cast during a meeting. These votes may not be cast prior to the Registration Date.⁴*

⁴ In the original Dutch language:

"Artikel 24

1. Iedere houder van een of meer aandelen en alle overige personen die op grond van de wet daartoe bevoegd zijn, hebben het recht om, hetzij in persoon, hetzij bij een schriftelijk gevolmachtigde, de algemene vergadering van aandeelhouders bij te wonen, daarin het woord te voeren en het recht tot het uitbrengen van hun stem uit te oefenen in overeenstemming met artikel 25 van deze statuten.

Een 'schriftelijke volmacht' als bedoeld in dit Artikel 24 wordt geacht mede een elektronisch vastgelegde volmacht te omvatten. De Raad van Bestuur zal de elektronische indiening van volmachten mogelijk maken op de wijze zoals uiteengezet in de oproeping.

Een aandeelhouder of een vergadergerechtigde kan zich doen vertegenwoordigen door meer dan één gevolmachtigde, met dien verstande dat voor ieder aandeel slechts één volmacht kan worden verleend.

Indien de Raad van Bestuur dit bepaalt, is iedere aandeelhouder bevoegd om, in persoon of bij een schriftelijk gevolmachtigde door middel van een elektronisch communicatiemiddel aan de algemene vergadering van aandeelhouders deel te nemen, daarin het woord te voeren en het stemrecht uit te oefenen via elektronische communicatiemiddelen, een en ander in overeenstemming met artikel 2:117a Burgerlijk Wetboek.

2. Voor de toepassing van dit Artikel hebben als vergader- en stemgerechtigden te gelden zij die op de achtentwintigste dag voorafgaand aan de dag van de algemene vergadering van aandeelhouders (de "**Registratiedatum**") als zodanig zijn ingeschreven in het door de Raad van Bestuur aangewezen register, ongeacht wie ten tijde van de algemene vergadering de rechthebbende op de aandelen is.
4. Als voorwaarde voor het bijwonen van de algemene vergadering van aandeelhouders en het uitbrengen van stemmen dient de Raad van Bestuur, of anders een entiteit of persoon die voor die doeleinden door de Raad van Bestuur is aangewezen, schriftelijk worden geïnformeerd, doch niet eerder dan de Registratiedatum, door iedere houder van één of meer aandelen (waaronder zowel aandelen aan toonder als aandelen op naam worden verstaan) alsook diegenen die voornoemde rechten aan deze aandelen ontlenuen, van de intentie om de vergadering bij te wonen. Een dergelijke mededeling dient uiterlijk op de dag zoals vermeld in de oproeping door de Raad van Bestuur, of anders een entiteit of persoon die voor die doeleinden door de Raad van Bestuur is aangewezen, te worden ontvangen.
5. De Raad van Bestuur kan bepalen dat "schriftelijk" als bedoeld in het vorige lid van dit artikel, de op één na laatste zin, mede omvat een verzoek dat op elektronische wijze is ingediend.

VOTED FOR: 539,219,551

VOTED AGAINST: 3,582,004

ABSTAINED: 208,398

The resolution was adopted with a majority of 99.34% per cent. of the votes cast.

SEVENTH RESOLUTION (ADOPTION OF THE COMPENSATION AND REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS)

RESOLVED THAT the proposed compensation and remuneration policy for the Members of the Board of Directors, including the rights to subscribe for shares for the Executive Director, as included in the report of the Board of Directors, be and hereby is accepted and adopted.

VOTED FOR: 497,781,938

VOTED AGAINST: 44,997,103

ABSTAINED: 230,911

The resolution was adopted with a majority of 91.71% per cent. of the votes cast.

EIGHTH RESOLUTION (DELEGATION TO THE BOARD OF DIRECTORS OF POWERS TO ISSUE SHARES AND TO SET ASIDE PREFERENTIAL SUBSCRIPTION RIGHTS OF EXISTING SHAREHOLDERS)

RESOLVED THAT in accordance with the Articles of Association, the Board of Directors be and hereby is designated, subject to revocation by the General Meeting, to have powers to issue shares and to grant rights to subscribe for shares which are part of the Company's authorised share capital, provided that such powers shall be limited to 0.15% of the Company's authorised capital from time to time and to limit or exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2012.

Such powers include without limitation the approval of share-related long term incentive plans (such as stock options, performance and restricted share plans) and employee share ownership plans. Such powers may also include the granting of rights to subscribe for shares which can be exercised at such time as may be specified in or pursuant to such plans and the issue of shares to be paid up from freely distributable reserves.

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6. De Raad van Bestuur van de Vennootschap kan, overeenkomstig Artikel 2:117b van het Burgerlijk Wetboek, met betrekking tot iedere algemene vergadering van aandeelhouders van de Vennootschap besluiten dat stemmen die voorafgaand aan de betreffende algemene vergadering van aandeelhouders door middel van elektronische communicatiemiddelen of per post zijn uitgebracht gelijk worden gesteld met stemmen die tijdens een vergadering worden uitgebracht. Dergelijke stemmen mogen niet voorafgaand aan de Registratiedatum worden uitgebracht."

VOTED FOR: 541,298,520

VOTED AGAINST: 1,498,326

ABSTAINED: 213,106

The resolution was adopted with a majority of 99.72% per cent. of the votes cast.

NINTH RESOLUTION (CANCELLATION OF SHARES REPURCHASED BY THE COMPANY)

RESOLVED THAT the number of shares in the Company held by the Company, up to a maximum of 78,850 shares, be cancelled and both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution in accordance with Dutch law.

VOTED FOR: 542,759,991

VOTED AGAINST: 44,019

ABSTAINED: 205,842

The resolution was adopted with a majority of 99.99% per cent. of the votes cast.

TENTH RESOLUTION (RENEWAL OF THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO REPURCHASE SHARES OF THE COMPANY)

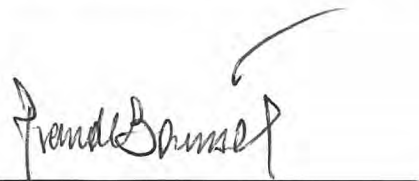
RESOLVED THAT the Board of Directors be and hereby is authorised, for a new period of 18 months from the date of this Annual General Meeting, to repurchase shares of the Company, by any means, including derivative products, on any stock exchange or otherwise, as long as, upon such repurchase, the Company will not hold more than 10% of the Company's issued share capital and at a price not less than the nominal value and not more than the higher of the price of the last independent trade and the highest current independent bid on the trading venues of the regulated market of the country in which the purchase is carried out. This authorisation supersedes and replaces the authorisation given by the Annual General Meeting of 1 June 2010 in its seventh resolution.

VOTED FOR: 539,590,713

VOTED AGAINST: 3,213,112

ABSTAINED: 206,127

The resolution was adopted with a majority of 99.41% per cent. of the votes cast.

A handwritten signature in black ink, appearing to read 'Franck Buisson', is written over a horizontal line. A small arrow points from the top of the line to the start of the signature.

Secretary