Information notice

ANNUAL GENERAL MEETING

on Tuesday 1 June 2010 at 2 p.m.

at Hotel Okura Amsterdam
Ferdinand Bolstraat 333,
1072 LH Amsterdam,
The Netherlands

EADS


Ways of participating in the Meeting

In order to participate in the meeting, please choose one of the following options, detailed below:

1. TO GRANT A POWER OF ATTORNEY TO THE CHAIRMAN;
2. TO PROVIDE VOTING INSTRUCTIONS;
3. TO GRANT A POWER OF ATTORNEY TO A SPECIFIED PERSON;
4. TO ATTEND AND TO VOTE AT THE ANNUAL GENERAL MEETING.

1 TO GRANT A POWER OF ATTORNEY TO THE CHAIRMAN

If you wish to grant to the Chairman a power of attorney to vote each resolution and amendments or new resolutions, if any, presented at this meeting, you must shade box **1** on the voting form/attendance card request (the "Form") attached.

2 TO PROVIDE VOTING INSTRUCTIONS

In order to provide voting instructions to Euroclear France S.A., in the name of which your shares are registered in the shareholders' register of EADS, you must shade and fill out box **2** on the Form attached.

To express your choice, proceed as follows:

- if you wish to vote **FOR** a resolution and amendment or new resolution, if any, presented at this meeting, **do not shade** the corresponding box.
- if you wish to vote **AGAINST** a resolution and amendment or new resolution, if any, **shade** the corresponding box.

3 TO GRANT A POWER OF ATTORNEY TO A SPECIFIED PERSON

If you wish to grant a power of attorney to a specified person to vote each resolution, and amendments or new resolutions, if any, presented at this meeting, you must shade and fill out box **3** on the Form attached.

In this case, the specified person will be admitted to the meeting only upon presentation of an admission card and a valid proof of identity.

4 TO ATTEND AND TO VOTE AT THE ANNUAL GENERAL MEETING

If you wish to attend and to vote at the meeting, you must shade box **4** on the Form attached in order to receive an admission card.

This card is provided upon request by your financial broker, which requests it at Deutsche Bank AG.

In this case, you will be admitted to the meeting only upon presentation of an admission card and a valid proof of identity.

Whichever your choice is, whether 1, 2, 3 or 4, just shade and fill out the appropriate items on the Form as indicated above. Then date and sign before returning it, following the case, to your depository bank which will submit the relevant instruction to Deutsche Bank AG.

Your Form or Document must be received by your depository bank no later than the day indicated by your depository bank.

Any Form or Document received beyond the relevant date will be disregarded.

In any case, if you wish to participate in the meeting, your depository bank via Deutsche Bank AG, shall justify on your behalf your status as a holder of EADS shares.

The Annual General Meeting Documentation (*i.e.* agenda and text of draft resolutions, Board report, 2009 audited annual financial statements and auditors' report) is available free of costs at the EADS headquarters in The Netherlands and at the EADS head offices at the following addresses:

- **in Germany**, Willy-Messerschmitt-Str. – Tor 1 85521 Ottobrunn;
- **in France**, 37, boulevard de Montmorency, 75016 Paris;
- **in Spain**, Avenida de Aragón 404, 28022 Madrid,

or at:

- **Deutsche Bank AG**, TSS/GES, Post IPO Services, 60262 Frankfurt am Main, Germany, and
- **EADS Securities Department**, ARLIS - BNP PARIBAS Securities Services, 9 rue du débarcadère - 93761 Pantin Cedex, France.

This documentation will also be available on our web-site **www.eads.com** (Investor Relations).

Agenda

1. Opening and general introductory statements

2. Presentation by the Chairman and the Chief Executive Officer, including report by the Board of directors in respect of the:
   a. Corporate governance statement
   b. Policy on dividend
   c. Report on the business and financial results of 2009

3. Discussion of all Agenda items

4. Vote on the resolutions in respect of the:
   a. Adoption of the audited accounts for the financial year 2009
   b. Approval of the result allocation
   c. Release from liability of the members of the Board of directors
   d. Appointment of Ernst & Young Accountants L.L.P. as co-auditor for the financial year 2010
   e. Appointment of KPMG Accountants N.V. as co-auditor for the financial year 2010
   f. Approval of the compensation policy and remuneration of the members of the Board of directors
   g. Renewal of the authorisation for the Board of directors to repurchase shares of the Company

5. Closing of the meeting


Text of the resolutions proposed by the Board of directors

FIRST RESOLUTION

Adoption of the audited accounts for the financial year 2009

RESOLVED THAT the audited accounts for the accounting period from 1 January 2009 to 31 December 2009, as submitted to the Annual General Meeting by the Board of directors, be and hereby are adopted.

SECOND RESOLUTION

Approval of the result allocation

RESOLVED THAT the net loss of €763 million, as shown in the income statement for the financial year 2009, shall be deducted from retained earnings.

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 2009, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2009 or in the report of the Board of directors.

FOURTH RESOLUTION

Appointment of Ernst & Young Accountants L.L.P. as co-auditor for the financial year 2010

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2010 shall be Ernst & Young Accountants L.L.P., whose registered office is at Antonio Vivaldistraat 150, 1083 HP Amsterdam, The Netherlands.

FIFTH RESOLUTION

Appointment of KPMG Accountants N.V. as co-auditor for the financial year 2010

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2010 shall be KPMG Accountants N.V., whose registered office is at Fascinatio Boulevard 200, 3065 WB Rotterdam, The Netherlands.

SIXTH RESOLUTION

Approval of the compensation policy and remuneration of the members of the Board of directors

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

SEVENTH 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 27 May 2009 in its ninth resolution.

Executive summary

1. GENERAL OVERVIEW

With a workforce of 119,506 employees (at year-end 2009) and revenues of €42.8 billion in 2009, EADS is Europe's number one aerospace and defence company, and the second largest aerospace and defence company in the world.

In terms of market share, EADS is among the top two manufacturers of commercial aircraft and civil helicopters, commercial space launch vehicles and missiles systems, and a leading supplier of military aircraft, satellites, defence electronics, integrated systems solutions for civil and defence applications, and related services. EADS has organised its businesses in four divisions: (i) Airbus (incl. Airbus Military), (ii) Eurocopter, (iii) Astrium and (iv) Defence & Security.

In 2009, EADS generated 75% of its revenues in the civil sector and 25% in the defence sector.

2. MAIN EVENTS FOR 2009

In 2009, EADS demonstrated resilience in a difficult market environment: revenues for 2009 amount to €42.8 billion. Despite the economic downturn, EADS has protected its capacity to grow and innovate, thanks to a broad business portfolio, increased defence and institutional activities and a solid net cash position. EADS has also succeeded in maintaining a strong order book, which at €389.1 billion represents several years of full production. The Group marked the beginning of its 10th anniversary with a succession of significant milestones: A400M and EC175 first flights and celebration of the 30th anniversary of the Ariane launcher.

For the full year 2009, EADS delivered an EBIT* of €-322 million. This EBIT* was burdened by A400M and A380 provisions and exceptional negative foreign exchange impacts. EBIT* before one-off – excluding non-recurring charges or profits – amounts to €2.2 billion. Revenues decreased by 1% to €42.8 billion in 2009. On 31 December 2009, the order book of EADS reached €389.1 billion. The Net Cash position is solid at €9.8 billion thanks to better than expected Free Cash Flow and remains a strong asset for the Group. The Net Cash figure includes customer payments at year-end 2009, which had been expected for 2010.

From an economic standpoint, EADS' performance is burdened by a weakening hedge book over time. In 2009, EADS dollar hedges matured at an average rate of 1€ = 1.26$, compared to a rate of 1€ = 1.18$ in 2008.

In the face of a tough economic environment, EADS and its Divisions are pursuing improvement programmes and cost-saving actions. Launched early in 2007, Airbus' turnaround programme Power8 exceeded targets, delivering around €2 billion of gross annual savings against the projected cost base. Power8 Plus, launched in 2008, aims to add a further €650 million in savings for Airbus and a total €1 billion in savings overall for the EADS Group against a projected cost base by the end of 2012. The "Future EADS" programme – launched at the end of 2008 with the declared goal of achieving by the end of 2012 an EBIT* contribution of €350 million against the projected cost base – aims at further integrating the organisational structure, improving the decision making processes and saving costs. In 2009, Eurocopter launched a new corporate transformation programme called SHAPE, in order to adapt the company to the new economic context while maintaining sustainable growth and aiming to save €200 million a year by the end of 2011, compared to the projected cost base. The programme includes Eurocopter's contribution to "Future EADS". Priority is currently being given to cash protection through focused capital expenditures and R&D expenses, in order to protect the Group whilst preparing the future.

As a result of constructive negotiations over several months, the Customer Nations and EADS/Airbus/Airbus Military SL ("AMSL") came in March 2010 to a principal agreement regarding the A400M Military Transport Aircraft ("A400M Understanding") with the intention to amend the original contract accordingly. In this principle agreement, the Launch Nations agree to increase the price of the contract by €2 billion; waive all liquidated damages related to current delays; provide an additional amount of €1.5 billion in exchange for a participation in future export sales (Export Levy Facilities); and accelerate pre-delivery payments in the period of 2010 to 2014 according to a new delivery plan.

* EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.


Based on the ongoing progress on the commercial side since the 4th quarter 2009, the successful first flight of the A400M and a significantly higher visibility on total expected costs, EADS reassessed the A400M loss provision which led to an increase of this provision by €1.8 billion pre tax. As the envisaged contract amendments currently reflected in the A400M Understanding and its related documents have not been finalised yet with the Launch Nations, the reassessment of the A400M loss provision has been determined based on the best estimate of EADS' management and may be subject to changes depending on final contracts to be implemented. If substantial changes on this assessment were to occur, EADS' performance could be significantly impacted.

Airbus delivered a total of 498 aircraft in 2009, 15 more than in 2008, which represents a new company delivery record for a single year. A380 deliveries fell short of the target set at the beginning of 2009, due to continued ramp-up difficulties.
In December 2009, the A380's production was reviewed and improvement measures have since been introduced to minimise delays on the final assembly line. Despite challenging market conditions, Airbus met its order intake target with a total of 310 gross orders worth US$34.9 billion at list prices, or 54% of the worldwide market share of aircraft of more than 100 seats. Three years after its launch the next generation A350 XWB passed the 500 orders milestone.
Further company streamlining saw the formation of **Airbus Military**, signalling the full integration of military aircraft programmes within Airbus. In December 2009, the A400M took off for its maiden flight. Conversion work for the first A330 MRTT (Multi-Role Tanker Transport) for the Royal Australian Air Force was completed and the MRTT received a further incremental order for three aircraft, raising the total orders to 28 at the end of 2009. The smaller military transport aircraft won 15 orders from seven customers in 2009. These include two orders for the C-212, two for the CN-235 and 11 for the C-295.

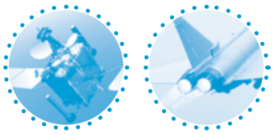
Eurocopter met its business and delivery objectives for 2009 with revenues roughly at the same level as in 2008. The sharp order decline in the civil market for light helicopters due to the economic crisis was over-compensated by military orders in terms of value. Service activities accounted for 35% of revenues in 2009. Eurocopter's key highlights in 2009 were the roll-out of the KUH (Korean Utility Helicopter) and the maiden flight of the EC175, a joint development with AVIC of China. The Tiger proved its operational reliability while deployed in Afghanistan with the French forces. NH90 deliveries continued throughout 2009, with 40 tactical transport version helicopters now in service in five countries. About 100 UH-72A Lakota have now been delivered to the US Army and Navy and a further 51 Lakotas were ordered in December 2009.

Regarding order bookings, a net total of 344 new helicopters were sold in 2009 (715 in 2008), which allowed Eurocopter to secure its leading position in 2009 in a weak civil and parapublic market. The Division's total order book at the end of 2009 amounted to 1,303 helicopters, or the equivalent of €15.1 billion, an increase of more than €1 billion compared to the end of 2008. Deliveries remained stable with 558 new civil and military helicopters to reach consolidated revenues of €4.6 billion. The Division retained its balance between the civil and military markets: 52% of the revenues deriving from civil and 48% from military products.

Astrium achieved strong growth in 2009 with revenues of over €4.8 billion and new orders totalling €8 billion, including a €4 billion order from Arianespace to produce 35 Ariane 5 launchers and a €500 million contract from SES ASTRA for four multi-purpose telecommunication satellites. The Ariane 5 launcher continued to prove its reliability completing seven launches for the year, for a sequence of 35 successful launches in a row. In the defence sector, Astrium also successfully tested the M51 ballistic missile and placed both the Spirale demonstrator and the Helios 2B military surveillance satellite in orbit for France. During a record year for telecommunications satellites, with seven new orders representing one quarter of the worldwide market, the COMSATBw-1 military communication satellite was placed in orbit for Germany. Despite missing out on the ESA contract for the next batch of Galileo satellites, Astrium will be responsible for a large part of the contract's value through subcontracting work for Astrium subsidiaries. Astrium remains committed to competing for the next batch.

Revenues at **Defence & Security** (DS) remained roughly stable in 2009. The Eurofighter partner nations awarded the Tranche 3a contract for 112 aircraft, which strengthened the Division's position in the global combat aircraft market. The year saw the delivery of the 200th Eurofighter. DS was awarded the border security programme covering the full borders of the Kingdom of Saudi Arabia. With this contract, DS confirmed its competitive position as lead systems integrator for global security projects. Regarding unmanned aerial vehicles ("**UAVs**"), 2009 was marked by the successful test of the UAV demonstrator Barracuda and completion of the risk reduction study for the Talarion UAV on behalf of France, Germany and Spain. Security capabilities developed through the expansion of Tetra networks in India, China, and Bulgaria. Adapting to new worldwide threats, DS participated in improving potential responses to cyber attacks thanks to its pioneering new solution for supervising information system security, "Cockpit Security".

The good performance of the military, institutional and space businesses in 2009 has demonstrated the validity of the Vision 2020 goal of counterbalancing revenues from the Airbus commercial aviation business with revenues from the other Divisions. EADS will further focus on eco-efficiency and Research & Development ("**R&D**") to prepare the Company for the future.



3. CORPORATE GOVERNANCE

3.1 Management and control

BOARD MEETINGS

The Board of directors met eleven times during 2009 and was regularly informed of developments through business reports from the Chief Executive Officer, including rolling forecasts as well as strategic and operational plans. The average attendance rate at such meetings was 84%.

On 14 April 2009, Rüdiger Grube resigned from the chairmanship of the EADS Board of directors, and the Board of directors designated Bodo Uebber as his successor in this position. Rüdiger Grube also resigned as member of the Board of directors, and for the remaining term of his appointment (*i.e.* until the Annual General Meeting of shareholders to be held in 2012) the Board of directors proposed as his replacement Wilfried Porth, who was elected by the annual shareholders' meeting held on 27 May 2009. In addition, on 2 February 2009, the Board of directors appointed Domingo Ureña-Raso as member of the Executive Committee and new Head of Airbus Military, and in November 2009, Sean O'Keefe as new Head of EADS North America. The latter became member of the Executive Committee on 1 January 2010. The Board of directors also approved the contract renewals of other Executive Committee members.

Overall, in 2009, seven Board of directors meetings covered A400M related matters. Other topics intensively discussed, and operations authorised at the Board of directors meetings included: EADS' strategy (including M&A matters and the competitive environment), major business issues such as the A350 XWB development and the Saudi border surveillance programme, regular updates on the other major programmes, progress of Vision 2020, the approval of the operational plan, the Group's financial results and forecasts. In times of economic crisis, the Board of directors focused on Enterprise Risk Management ("**ERM**"), the Corporate Audit plan and on progress of the Compliance Organisation, created in 2008. Ongoing legal cases and litigations were discussed as well. The Board of directors also dealt with topics regarding personnel and human resources, such as compensation policy, management qualification, remuneration (including the long-term incentive plan and an employee share ownership plan) as well as attracting, retaining and developing individuals with high potential in order to ensure the future quality of EADS' management and the multinational leadership structure. Moreover, the Board of directors tasked management to increase its efforts regarding diversity amongst its employees.

ASSESSMENT OF THE PERFORMANCE OF THE BOARD

The Board of directors carries out a self-assessment of its performance on an annual basis and a more thorough assessment every three years conducted by independent consultants. Due to the reconfiguration of the Board of directors in October 2007, the Board selected Egon Zehnder International for a board effectiveness review in 2010. The assessment concluded that the Board of directors is generally satisfied with its ability to work as a team and to tackle relevant matters openly in the best interest of the Company. While there is room for improvement, there is no need to alter the setup after 28 months of operation.

With regards to the Board's teamwork, attendance is adequate and the unanimous opinion is that conflicting views are expressed, discussions are open and dissent can be voiced constructively. Overall, the Board considers it assembles a very international, diverse and relevant set of skills, with strong finance competencies; in 2009, these skills were applied to discussing key programmes, the A400M contract re-negotiation, the risks inherent to the economic crisis and their impact on commerce operations and profitability. A closer working relationship between the Board and the Executive Committee was deemed conducive to better efficiency.

But they sense that the Board is still absorbed in operational matters – especially A400M – at the expense of the longer term questions. Therefore the majority of Board members require more time devoted to long lead questions, such as shared values and strategy, structure and efficiency. Steps in that direction were taken, however, and for the first time, the Board devoted a full day meeting to strategy in 2009, including an assessment of Vision 2020 goals in a changing environment. Committees are very thorough and professional, and the articulation of the Audit Committee and of the Remuneration and Nomination Committee with the rest of the Board is satisfactory.

Continuous improvement, competitiveness and effectiveness of governance and management of the Group will remain a prime focus and key success factor of EADS.

3.2 Dutch corporate governance Code

In accordance with Dutch law and with the provisions of the Dutch corporate governance Code as amended at the end of 2008 (the "**Dutch Code**"), which includes a number of non-mandatory recommendations, the Company either applies the provisions of the Dutch Code or, if applicable, explains and gives sound reasons for their non-application. While EADS, in its continuous efforts to adhere to the highest standards, applies most of the current recommendations of the Dutch Code, it has, in accordance with the "apply or explain" principle, provided the explanations in paragraph 4.2 "Dutch corporate governance Code" of its Board report which is part of the documentation for the General Meeting.

3.3 Compliance programme

In 2008, the Board of directors decided to create a Group-integrated Compliance Organisation and to appoint an EADS Group Chief Compliance Officer (CCO).

The EADS Group CCO is in charge of the design and implementation of the EADS Ethics and Compliance Programme, which supports the Group's commitment to adhering to the highest ethical and compliance standards in order to sustain the Group's global competitiveness. The EADS Ethics and Compliance Programme seeks to ensure that Group business practices conform to applicable laws and regulations as well as to ethical business principles endorsed by the Group. It also seeks to promote a culture of integrity internally.

In 2009, compliance programme progress reports were presented twice to the Board of directors and Audit Committee.

EADS Ethics & Compliance Organisation is not aware of any material ongoing compliance risks undisclosed to the Chairman of the Audit Committee.

3.4 Compensation policy and remuneration of the members of the Board of directors

Shareholders expect a strong commitment from members of the Board of directors; the compensation policy is therefore designed to focus efforts on what the Group wants to value and reward. Following an extensive benchmark against the practice of other global companies based in Europe and the United States, the compensation of the Non-Executive members of the Board of directors was reviewed with effect 1 January 2008. The compensation policy reflects European best practice: the remuneration does not contain a variable portion; and is based on fees for attendance to the Board and Committee meetings and compensation for governance responsibilities.

3.4.1 COMPENSATION OF THE BOARD OF DIRECTORS

The respective elements of EADS compensation policy for Non-Executive members of the Board of directors on the one hand and the Chief Executive Officer on the other hand are summarised in the following paragraphs.

3.4.1.1 Compensation of Non-Executive members of the Board of directors

Each Non-Executive member of the Board of directors is entitled to an annual fixed fee of €80,000 and a fee for participation in Board of directors meetings of €5,000 per meeting attended.

The Chairman of the Board of directors is entitled to an annual fixed fee of €180,000 for carrying out this role and a fee for participation in Board of directors meetings of €10,000 per meeting attended.

The Chairman of each of the Board of directors Committees is entitled to an additional annual fixed fee of €30,000. The members of each of the Board of directors Committees are entitled to an additional annual fixed fee of €20,000 for each Committee membership.

Committee chairmanship and Committee membership annual fees are cumulative if the concerned Non-Executive members of the Board of directors belong to two different Committees.

3.4.1.2 Compensation of the Chief Executive Officer

The compensation policy for the Chief Executive Officer follows the same principles as the compensation policy for EADS Executive Committee members. EADS' compensation policy aims at attracting and retaining talents that will contribute to the Group's business success.

The Chief Executive Officer is entitled to receive a total target compensation divided into a fixed part and a variable part: 45% fixed and 55% variable on target. The variable compensation is linked to key performance measures, individual objectives and pre-determined accessible and influenceable targets, which are predominantly of a long-term nature.

The variable part is calculated on the basis of two equal components:

- collective part (50% of the variable part) to reward business performance at EADS level. EBIT*, cash, and capital employed objectives are chosen early in the year to measure collective performance (EBIT* represents 50%, cash represents 25% and capital employed represents 25% of the collective part in 2009);
- individual bonus (50% of the variable part) to reward individual performance measured against the achievement of individual objectives, which are also set on the basis of financial and non-financial indicators that are relevant to the Company's long-term value creation, and behaviours.

In summary, the Chief Executive Officer compensation is as follows:

	Compensation element	Main drivers	Performance measures	Variation of payment as % of total target income/% of vesting
Short-term	Base salary	Position/job value	Individual performance/ Market practice	45% of total target income
	Variable pay	Achievement of Group business and financial yearly objectives and reward of individual performance	Collective part (50% of target variable pay): EBIT* (50%) cash (25%) and capital employed (25%) achievement	55% of total target income (range from 0% to 175%)
			Individual bonus (50% of target variable pay): achievement of annual individual objectives	
Mid- and Long-term	Performance unit plan	Achievement of long-term operational profit, measured through cumulative EBIT* achievement	The number of Performance units which will vest is based on cumulative EBIT* achievement at EADS level, deriving from the Operative Planning (OP)	Vested Performance units will range from 50% to 150% of initial grant (1)

(1) In case of negative cumulative EBIT* during the performance period, the Board of directors can decide to review the vesting of the Performance units including the 50% portion which is not subject to performance conditions (additional vesting condition).

3.4.2 LONG-TERM INCENTIVE PLAN (LTIP)

Since 2007 the Board of directors grants Performance units instead of options. Upon vesting, the so called "units" are not physically settled in shares, but in cash, based on stock price.

The EADS LTIP is a general tool for talent retention and promotion of Company value growth.

The Chief Executive Officer is eligible for the EADS LTIP. On 13 November 2009, the Board of directors granted 46,000 Performance units to the Chief Executive Officer.

As for all other 2009 unit plan participants, his Performance units will start vesting after a period of 3.5 years (at four vesting dates, between 3.5 and 5 years). Average vesting period is 4.25 years.

In addition, the following additional rules apply to the Chief Executive Officer:

- the Chief Executive Officer, as well as all Executive Committee members, will have to own EADS shares equal to a minimum of 20% of the number of vested units;
- the Chief Executive Officer, as well as all EADS Executive Committee members will have to hold the above number of EADS shares until the end of their mandate as an EADS Executive Committee member.

If, as planned, a LTIP is implemented in 2010, the grant value of the Performance units granted to the Chief Executive Officer will not represent more than 50% of his total target compensation as explained above.

* EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.

The Remuneration and Nomination Committee makes recommendations to the Board of directors, which then makes the final decision on the individual grant allocation.

Non-Executive members and the Chairman of the Board of directors are not eligible for LTIP.

3.4.3 EMPLOYEE SHARE OWNERSHIP PLAN (ESOP)

The Chief Executive Officer is eligible to the ESOP under the same conditions as any of EADS' employees, being individuals under contract with EADS or with its subsidiaries (more than 50% directly or indirectly held by EADS and companies in which EADS holds more than a 10% stake and where it exercises a material influence on the management).

If, as planned, an ESOP is implemented in 2010, the Chief Executive Officer would be entitled to subscribe, during the subscription period, up to a maximum of 500 shares with a discount to the market price. Those shares cannot be sold during a period of one year in case of a direct ownership or a period of five years in case of ownership through a mutual fund.

Non-Executive members and Chairman of the Board of directors are not eligible to participate in ESOP.

3.4.4 PENSION BENEFITS

The members of the Executive Committee have pension promises as part of their employment agreements. The general policy is to give them annual pensions of 50% of their annual base salary upon reaching five years of service in the Executive Committee of EADS at the age of 60 to 65. In case the Chief Executive Officer has reached the age of 65, then the policy allows payment of the pension with effect from his retirement date.

These rights will gradually increase to 60% after a second term, usually after ten years of service in the EADS Executive Committee.

These pension schemes have been implemented through collective executive pension plans in France and Germany and through individual arrangements in other countries. These pension promises also have separate rules *e.g.* for minimum length of service and other conditions to comply with national regulations.

Non-Executive members and Chairman of the Board of directors have no pension benefits.

3.4.5 POLICY FOR TERMINATION PACKAGE

In order to comply with recent corporate governance recommendations in France adopted at the end of 2008, the Chief Executive Officer has terminated his formal employment contract with the Company; nevertheless, his current mandate remains in force.

The Chief Executive Officer is entitled to a termination package when the parting results from a decision by the Company in case of change in control or the Company's strategy. Payment of the termination package is also subject to performance conditions as fixed and assessed by the Board of directors. The termination indemnity if applicable will be of a maximum of 18 months of annual total target salary.

However this termination indemnity is not applicable, since the Chief Executive Officer has reached the age of 65.

Non-Executive members and Chairman of the Board of directors have no termination package.

3.4.6 POLICY FOR LOANS AND GUARANTEES GRANTED TO MEMBERS OF THE BOARD OF DIRECTORS

General EADS policy is not to grant any loan to the members of the Board of directors.

3.4.7 OTHER

The Chief Executive Officer is subject to a non-competition clause applicable for a one-year-period, starting at the end of the mandate; this clause is renewable for another year at the Company's initiative.

The Chief Executive Officer will receive a compensation based on 50% of the last target annual monthly salary in return of the application of the non-competition clause. The monthly salary is defined as base salary and 1/12 of the annual performance bonus recently paid.

4. FINANCIAL AND OTHER HIGHLIGHTS

EADS' Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

ACCOUNTING FOR THE A400M PROGRAMME

In September 2008, the Airbus A400M airlifter programme was affected by an undefined delay of the first flight of the A400M, mainly due to the unavailability of the propulsion system and beyond that – but not first flight critical – due to the fact that other major suppliers of mission critical systems and of system integration were severely struggling with the challenging technical requirements of this aircraft. Consequently, from September 2008 onwards EADS could neither finally agree with OCCAR on an updated contract scheme for the A400M programme nor reliably assess the related financial implications of this delay and applied the early-stage method of accounting until the end of December 2009. Under the early stage method of accounting applied until the end of December 2009, all A400M related work-in-progress, which would have been expensed upon the completion of technical milestones according to the common percentage at completion method of accounting only, have been expensed as incurred, with related revenues recognised up to the recoverable part of these costs as per the initial A400M Launch Contract.

During its ongoing discussions in 2009 with OCCAR and the Launch Nations, EADS successfully reinforced the Nations' confidence in the A400M programme and prepared a common basis for all parties involved to realign and rebase the A400M programme on future realistic general and specific conditions acceptable to all parties. These discussions addressed various aspects of the future progress of the programme such as the date for the first flight, certification procedures and the expected first entry into service as well as technical details of the aircraft and commercial issues of an updated contract scheme. Even though these ongoing discussions did not lead to an updated A400M contract scheme until the date of issuance of these IFRS Consolidated Financial Statements, the increasing level of details agreed between EADS, OCCAR and the Launch Nations in their constructive negotiations during the 4th quarter 2009 and the first weeks of 2010 provides a reasonable basis for reassessing contract revenues from an EADS perspective. An important step on the commercial side was achieved with the signing of the joint principle agreement "Understanding on the Continuation of the A400M Programme" reached between the seven Launch Nations and EADS/Airbus/AMSL on 5 March 2010. This step was accompanied by a further technical progress of the programme – mainly reflected in the successful first flight of the A400M on 11 December 2009 – and a considerable reduction of sources of uncertainty regarding the total expected costs. All three items, the ongoing progress on the commercial side including the level of details agreed between EADS and the Launch Nations since the 4th quarter 2009, the successful first flight of the A400M (and its implications for linked programme milestones such as the delivery of the first aircraft) together with a significant higher visibility on total expected costs enabled EADS to leave the early-stage accounting of the A400M programme at the end of December 2009 and to reassess the A400M loss provision within the A400M related year end closing procedures.

This reassessment also considered as an adjusting event for EADS' 2009 Consolidated Financial Statements the details agreed upon with the Launch Nations during February and March 2010. In particular, the assessment of the need and amount of additional provisions for the continuation and completion of the A400M programme is based on the "Understanding on the Continuation of the A400M Programme" reached between the seven Launch Nations ("Nations") and EADS/Airbus/AMSL jointly signed by them (together the "Parties") on 5 March 2010 ("A400M Understanding"). This A400M Understanding has been reached "without prejudice and subject to contract". It is based on an exchange of letters from the State Secretary of the German Ministry of Defence, Rüdiger Wolf, on behalf of the seven Launch Nations and from the EADS CEO, Louis Gallois, during February 2010. The A400M Understanding – referring to the latest draft no. 14 of the Heads of Terms exchanged between the Parties until 5 March 2010 ("Heads of Terms") – and these letters are the result of negotiations over several months and constitute the basis on which management expects that a final agreement between the Parties on an amendment of the contract between AMSL and OCCAR ("Contract") will be reached as soon as practically possible.

The A400M Understanding, the Heads of Terms and the exchanged letters summarise the status of the negotiations and propose a number of changes to the initial contract which will only become binding upon Contract amendment and further requiring the implementation of an Export Levy Scheme or similar schemes. Assuming that the Nations will not derogate from what is agreed in the A400M Understanding and was offered in Mr Wolf's letters previously, management has made further assumptions.

Whilst management has made these assumptions in good faith and believing them to be probable, there is no certainty that a final Contract amendment can be achieved. In particular, it is critical to the management's assessment that the agreed Export Levy Scheme or a similar scheme providing for €1.5 billion will finally be concluded in a way which allows EADS/Airbus a revenue recognition as agreed in the A400M Understanding or can be included otherwise in the loss making contract ("LMC") computation. This will require a specific agreement with


the Nations on an Export Levy Scheme or on a similar scheme mechanism and will be subject to national approval processes and the availability of funds (for this specific scheme).

The following elements of the ongoing negotiations between EADS, OCCAR and the Launch Nations – as currently expressed in the A400M Understanding, the Heads of Terms and the exchanged letters – were *inter alia* considered within the reassessment of A400M loss provision as of 31 December 2009:

- a price increase of €2 billion at economic conditions as of January 2009;
- a waiver on liquidated damages arising from the former A400M delivery scheme being realigned to the new delivery plan proposed to the Launch Nations;
- an Export Levy Scheme providing for €1.5 billion; and
- accelerated pre-delivery payments in the period of 2010 to 2014 according to the new delivery plan.

The main characteristics of the Export Levy Scheme as currently negotiated is that a fixed pre-defined levy would be paid by EADS for each new export aircraft delivered without further guarantees by EADS.

The reassessment of the A400M loss provision considered also the updated expected total costs as of December 2009 in accordance with the current status of the negotiations. In addition, the impacts arisen from the cancellation of the South African A400M order in November 2009 were taken into account as well. Finally, EADS' management best estimate comprised an assessment of the fiscal consequences of the update of the A400M loss provision.

4.1 Revenues

Revenues of EADS stood at €42.8 billion (FY 2008: €43.3 billion), supported by record commercial aircraft deliveries at Airbus (498 units compared to 483 in 2008) but offset by lower revenue recognition in the A400M programme, price deterioration on commercial aircraft deliveries and negative foreign exchange impacts. In addition, revenues at Astrium grew by 12%.

4.2 EBIT pre-goodwill impairment and exceptionals

EADS uses **EBIT pre-goodwill impairment and exceptionals** as a key indicator of its economic performance. The term "exceptionals" refers to such items as depreciation expenses of fair value adjustments relating to the EADS merger, the Airbus combination and the formation of MBDA, as well as impairment charges thereon. In the following, EBIT pre-goodwill impairment and exceptionals is earmarked as EBIT*.

TABLE 1 – RECONCILIATION PROFIT (LOSS) BEFORE FINANCE COSTS AND INCOME TAXES TO EBIT* (IFRS)

(in €m)	2009	2008
Profit (loss) before finance costs and income taxes	**(380)**	**2,772**
Disposal of goodwill	0	0
Exceptional depreciation and disposal	58	58
EBIT Pre-goodwill impairment and exceptionals	**(322)**	**2,830**

The EBIT* of €-322 million (FY 2008: €2,830 million) was burdened by A400M and A380 provisions and exceptional negative foreign exchange impacts. In total, exchange rate impacts weighed down 2009 EBIT* by €2.5 billion compared to 2008. Compared to 2008, higher volumes at Airbus and Power8 savings were more than offset by a degradation of hedge rates, the deterioration of pricing on Airbus commercial deliveries and cost increases. A380 continued to weigh significantly on the underlying performance. The performance of single-aisle and long range programmes in Airbus as well as in other Divisions remains robust.

* EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.


EADS' **Net Income** amounted to €-763 million (FY 2008: €1,572 million), or earnings per share of €-0.94 (earnings per share FY 2008: €1.95). The Net Income was weighed down by the deterioration of EBIT*. **Self-financed R&D expenses** slightly increased to €2,825 million (FY 2008: €2,669 million), assigned to spur new technologies and future business.

4.3 Net Cash

Free Cash Flow before customer financing of €991 million (FY 2008: €2,886 million) exceeded guidance due to successful Cash Flow management. It also benefited from payments of public customers at year-end which were expected in 2010. Net customer financing outflow was lower than expected during 2009 at around €400 million. Free Cash Flow after customer financing amounted to €585 million (FY 2008: €2,559 million). Investing activities consumed €1.9 billion, reflecting an increase in capital expenditure as investment ramps up in the A350 XWB programme. In August 2009, EADS refinanced its €1 billion Eurobond, which is due for repayment in March 2010 with the issuance of the third tranche of the EMTN bond of €1 billion. The Group's **Net Cash position** reached €9.8 billion (year-end 2008: €9.2 billion).

Gross Cash comprises "Non-current securities", "Current securities" and "Cash and cash equivalents". For the Net Cash calculation "Long-term financing liabilities" and "Short-term financing liabilities" are deducted from the gross cash.

4.4 Order intake and order book

The Group's **order intake** decreased to €45.8 billion (FY 2008: €98.6 billion). The target order intake for commercial aircraft was achieved but as expected falls short of the 2008 level. On 31 December 2009, the **order book** of EADS stood at a robust €389.1 billion (year-end 2008: €400.2 billion) despite the revaluation impact at the closing rate of US$/€1.44 at the end of December *versus* US$/€1.39 at the end of December 2008. This revaluation has led to a reduction of around €11 billion. The defence order book increased to €57.3 billion (year-end 2008: €54.9 billion). This growth was driven by important military contracts in 2009 including Eurofighter Tranche 3a.

TABLE 2 – ORDER INTAKE AND ORDER BOOK BY DIVISION

	Order Intake (3)			Order Book (3)		
By Division (Amounts in €m)	**FY 2009**	**FY 2008**	**Change**	**31 December 2009**	**31 December 2008**	**Change**
Airbus Division (1)	**23,904**	85,493	-72%	**339,722**	357,824	-5%
Airbus Commercial	23,461	82,108	-71%	320,321	337,193	-5%
Airbus Military	637	5,083	-87%	20,686	22,269	-7%
Eurocopter	**5,810**	4,855	+20%	**15,064**	13,824	+9%
Astrium	**8,285**	3,294	+152%	**14,653**	11,035	+33%
Defence & Security	**7,959**	5,287	+51%	**18,796**	17,032	+10%
Headquarters/Consolidation	**(1,080)**	(1,993)	-	**(1,120)**	(2,636)	-
Other Businesses (2)	**969**	1,712	-43%	**1,952**	3,169	-38%
Total	**45,847**	**98,648**	**-54%**	**389,067**	**400,248**	**-3%**

(1) Following integration of former Military Transport Aircraft Division into Airbus Division, Airbus is now reporting in two segments: Airbus Commercial and Airbus Military. The Airbus Commercial perimeter includes EFW and the completed aerostructures reorganisation but now excludes the A400M activity. Airbus Military includes the former Military Transport Aircraft Division as well as all A400M activity. Eliminations are treated at the Division level. 2008 figures have been adjusted to reflect the changes, except for Augsburg site transferred from Defence & Security.

(2) As of 2009, the composition of Other Businesses differs compared to 2008. Since EADS is holding only a minority stake in DAHER-SOCATA, this unit is consolidated at equity within EADS accounts. Also as of 2009, EADS EFW is consolidated within Airbus accounts. Therefore, Other Businesses now contains ATR, EADS Sogerma and EADS North America and 30% of DAHER-SOCATA at equity. Other Businesses is not a stand-alone EADS Division. Other Businesses 2008 accounts have been adjusted for the transfer of EADS EFW to Airbus segment.

(3) Contributions from commercial aircraft activities to EADS Order Intake and Order Book are based on list prices.

* EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.

4.5 Workforce information

As of 31 December 2009, the EADS workforce was composed of 119,506 employees. The number of employees compared to 2008 decreased in the Division Defence & Security, as well as Headquarters & Others. The important increase of headcount at the Airbus Division is explained by three major changes in 2009: The former Military Transport Aircraft Division ("MTAD") is now part of the Airbus Division and is thus no longer a stand-alone Division at the end of 2009. The creation of Premium AEROTEC from within Defence & Security and Airbus contributed as well to the increasing workforce in the Airbus Division and furthermore explained the decrease at Defence & Security. Finally, the inclusion of Elbe Flugzeugwerke (EFW) within the Airbus Division not only explains the decrease in headcount at Headquarters & Others, which is also reinforced by the deconsolidation of Socata, but also explains the higher number of employees at the Airbus Division.

In 2009, the workforce consisted of 96.7% full time employees. Depending on country and hierarchy level, the average contractual working time is between 35 and 40 hours a week.

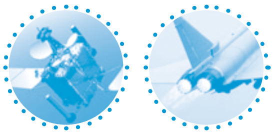
In 2009, 5,663 employees worldwide entered employment with EADS (7,081 in 2008). At the same time, 3,308 employees left EADS (5,078 in 2008).

In total, 94.9% of EADS' active workforce is located in Europe on more than 100 sites.

5. DIVIDEND POLICY

EADS' dividend policy is determined by the Board of directors, which may consider a number of factors, including the Group's financial performance, future cash needs as well as the dividends paid by other international companies in the same sector. EADS cannot guarantee the amount of dividends that may be paid in respect of any financial year.

Exceptionally, due to the significant loss in 2009, the EADS Board of directors recommends no dividend payment this year.



Presentation of the resolutions proposed by the Board of directors

FIRST RESOLUTION

Adoption of the audited accounts for the financial year 2009

We recommend that this AGM approve the audited accounts for 2009.

SECOND RESOLUTION

Approval of the result allocation

We recommend that this AGM resolve that the net loss of €763 million, as shown in the income statement for the financial year 2009, shall be deducted from retained earnings.

The Board of directors has decided that no dividend will be paid out for the financial year 2009.

For information on dividend policy, see Section 3.3 “Dividend Policy” of the Board report.

THIRD RESOLUTION

Release from liability of the members of the Board of directors

We recommend that this AGM discharge the members of the Board of directors from their responsibility for the conduct of the Company’s business with respect to the financial year 2009.

FOURTH AND FIFTH RESOLUTIONS

Appointment of the co-auditors for the financial year 2010

We recommend that the Company’s co-auditors for the financial year 2010 should be Ernst & Young Accountants L.L.P. whose registered office is at Antonio Vivaldistraat 150, 1083 HP Amsterdam, The Netherlands, and KPMG Accountants N.V. whose registered office is at Fascinatio Boulevard 200, 3065 WB Rotterdam, The Netherlands. Our proposal is thus to renew the appointment of the same co-auditors based on their respective qualifications, performance and independence. They are designated as co-auditors, jointly responsible for auditing the accounts for the financial year 2010. They will put forward a single audit opinion.

SIXTH RESOLUTION

Approval of the compensation policy and remuneration of the members of the Board of directors

We recommend that the AGM adopt the compensation policy and remuneration including the rights to subscribe for shares for the members of the Board of directors as described in the Board report (see in particular Section 4.5 “Compensation policy and remuneration of the members of the Board of directors”).

For a report on the remuneration of the members of the Board of directors during the year 2009, see:

- Note 11 to the Company Financial Statements; and
- Notes 36 and 37 to the Consolidated Financial Statements (IFRS).

SEVENTH RESOLUTION

Renewal of the authorisation for the Board of directors to repurchase shares of the Company

We recommend that this AGM approve the renewal of the authorisation to the Board of directors to repurchase shares of the Company, for a new 18-month period by any means, including derivative products, on any stock exchange or otherwise. Although Dutch law allows companies to repurchase up to 50% of their share capital, EADS restricts itself to repurchase of up to 10% in accordance with its previous practice and general market practice.

This authorisation will supersede and replace the authorisation granted by the AGM on 27 May 2009. The purposes of the share buy-back programme to be implemented by EADS will be determined on a case-by-case basis by the Board of directors based on needs and possibilities. However, the main purpose of the programme is the reduction of share capital by cancellation of all or part of the repurchased shares, to avoid the dilution effect related to certain share capital increases reserved for employees of the EADS Group and/or in the context of the exercise of stock options. In addition, EADS does not currently envisage any other use, in particular within the context of any takeover bid. Indeed, this possibility is hypothetical considering the current shareholding structure of EADS.

For additional information on EADS' share buy-back programmes including their purposes, characteristics and status, the reader should refer to EADS' website at **www.eads.com** (Investor Relations) and to the Registration Document posted thereon (see in particular Section 3.3.7.5 "Description of the share repurchase programme to be authorised by the annual general shareholders' meeting to be held on 1 June 2010").

Financial Statements – Summary

1. EADS N.V. CONSOLIDATED INCOME STATEMENTS (IFRS)

EADS N.V. Consolidated Income Statements (IFRS) for the years ended 31 December 2009 and 2008

(in €m)	2009	2008
Revenues	**42,822**	**43,265**
Cost of sales	(38,383)	(35,907)
Gross margin	**4,439**	**7,358**
Selling expenses	(924)	(933)
Administrative expenses	(1,272)	(1,253)
Research and development expenses	(2,825)	(2,669)
Other income	170	189
Other expenses	(102)	(131)
Share of profit from associates accounted for under the equity method	115	188
Other income from investments	19	23
Profit (loss) before finance costs and income taxes	**(380)**	**2,772**
Interest income	356	617
Interest expense	(503)	(581)
Other financial result	(445)	(508)
Total finance costs	(592)	(472)
Income taxes	220	(703)
Profit (loss) for the period	**(752)**	**1,597**
Attributable to:		
Equity owners of the parent **(Net income (loss))**	(763)	1,572
Non-controlling interests	11	25
Earnings per share	€	€
Basic	(0.94)	1.95
Diluted	(0.94)	1.95

EADS N.V. Consolidated statements of Financial Position (IFRS) at 31 December 2009 and 2008

(in €m) **Assets**	**2009**	**2008**
Non-current assets		
Intangible assets	11,060	11,171
Property, plant and equipment	12,508	12,156
Investment property	78	87
Investments in associates accounted for under the equity method	2,514	2,356
Other investments and other long-term financial assets	2,210	1,712
Non-current other financial assets	1,607	1,612
Non-current other assets	1,176	1,034
Deferred tax assets	2,656	2,756
Non-current securities	3,983	3,040
	37,792	**35,924**
Current assets		
Inventories	21,577	19,452
Trade receivables	5,587	5,267
Current portion of other long-term financial assets	230	177
Current other financial assets	2,043	2,495
Current other assets	1,698	1,466
Current tax assets	267	452
Current securities	4,072	3,912
Cash and cash equivalents	7,038	6,745
Non-current assets/disposal groups classified as held for sale	0	263
	42,512	**40,229**
Total assets	**80,304**	**76,153**

Equity and liabilities		
Equity attributable to equity owners of the parent		
Capital stock	816	815
Reserves	7,182	8,558
Accumulated other comprehensive income	2,646	1,758
Treasury shares	(109)	(109)
	10,535	11,022
Non-controlling interests	106	104
Total equity	**10,641**	**11,126**
Non-current liabilities		
Non-current provisions	8,137	7,479
Long-term financing liabilities	2,867	3,046
Non-current other financial liabilities	6,175	7,499
Non-current other liabilities	9,091	8,907
Deferred tax liabilities	751	953
Non-current deferred income	266	418
	27,287	**28,302**
Current liabilities		
Current provisions	5,883	4,583
Short-term financing liabilities	2,429	1,458
Trade liabilities	8,217	7,824
Current other financial liabilities	1,200	1,714
Current other liabilities	23,547	19,968
Current tax liabilities	220	201
Current deferred income	880	822
Liabilities directly associated with non-current assets classified as held for sale	0	155
	42,376	**36,725**
Total liabilities	**69,663**	**65,027**
Total equity and liabilities	**80,304**	**76,153**

EADS N.V. Consolidated Statements of Cash Flows (IFRS) for the years ended 31 December 2009 and 2008

(in €m)	2009	2008
Profit (loss) for the period attributable to equity owners of the parent (Net income (loss))	**(763)**	**1,572**
Profit for the period attributable to non-controlling interests	11	25
Adjustments to reconcile profit (loss) for the period to cash provided by operating activities:		
Interest income	(356)	(617)
Interest expense	503	581
Interest received	382	657
Interest paid	(331)	(471)
Income tax (income) expense	(220)	703
Income taxes received (paid)	4	(252)
Depreciation and amortisation	1,826	1,667
Valuation adjustments	(254)	924
Results on disposal of non-current assets	(31)	(31)
Results of companies accounted for by the equity method	(115)	(188)
Change in current and non-current provisions	1,767	1
Change in other operating assets and liabilities:	**15**	**(172)**
- Inventories	(1,961)	(1,210)
- Trade receivables	(478)	(845)
- Trade liabilities	192	757
- Advance payments received	2,925	2,435
- Other assets and liabilities	(257)	(982)
- Customer financing assets	(306)	(208)
- Customer financing liabilities	(100)	(119)
Cash provided by operating activities	**2,438**	**4,399**
Investments:		
- Purchase of intangible assets, Property, plant and equipment	(1,957)	(1,837)
- Proceeds from disposals of intangible assets, Property, plant and equipment	75	35
- Acquisitions of subsidiaries, joint ventures, businesses and non-controlling interests (net of cash)	(21)	(265)
- Proceeds from disposals of subsidiaries (net of cash)	13	2
- Payments for investments in associates, other investments and other long-term financial assets	(136)	(122)
- Proceeds from disposals of associates, other investments and other long-term financial assets	43	180
- Dividends paid by companies valued at equity	27	50
Disposals of non-current assets/disposal groups classified as held for sale and liabilities directly associated with non-current assets classified as held for sale	103	117
Change of securities	(821)	(2,676)
Contribution to plan assets	(173)	(436)
Change in cash from changes in consolidation	0	0
Cash (used for) investing activities	**(2,847)**	**(4,952)**
Increase in financing liabilities	1,114	471
Repayment of financing liabilities	(208)	(628)
Cash distribution to EADS N.V. shareholders	(162)	(97)
Dividends paid to non-controlling interests	(4)	(10)
Capital increase and changes in non-controlling interest	17	24
Change in treasury shares	(5)	39
Cash provided by (used for) financing activities	**752**	**(201)**
Effect of foreign exchange rate changes and other valuation adjustments on cash and cash equivalents	(50)	(50)
Net increase (decrease) in cash and cash equivalents	**293**	**(804)**
Cash and cash equivalents at beginning of period	**6,745**	**7,549**
Cash and cash equivalents at end of period	**7,038**	**6,745**


EADS N.V. Consolidated Statements of Comprehensive Income (IFRS) for the years ended 31 December 2009 and 2008

(in €m)	2009	2008
Profit (loss) for the period	**(752)**	**1,597**
Currency translation adjustments for foreign operations	(262)	417
Effective portion of changes in fair value of cash flow hedges	2,939	(2,971)
Net change in fair value of cash flow hedges transferred to profit or loss	(1,456)	(2,456)
Net change in fair value of available-for-sale financial assets	162	6
Net change in fair value of available-for-sale financial assets transferred to profit or loss	0	(6)
Actuarial gains (losses) on defined benefit plans	(595)	(346)
Tax on income and expense recognised directly in equity	(381)	1,722
Other comprehensive income, net of tax	**407**	**(3,634)**
Total comprehensive income of the period	**(345)**	**(2,037)**
Attributable to:		
Equity owners of the parent	(354)	(2,056)
Non-controlling interests	9	19

The Financial Statements 2009 are available on our website **www.eads.com** (Investor Relations).

2. COMPANY FINANCIAL STATEMENTS

Balance Sheet of the Company Financial Statements

(in €m) Assets	At 31 December 2009	At 31 December 2008
Fixed assets		
Goodwill	4,354	4,354
Financial fixed assets	9,578	9,575
Non-current securities	3,809	3,035
	17,741	**16,964**
Non-fixed assets		
Receivables and other assets	4,383	5,398
Securities	4,045	3,909
Cash and cash equivalents	5,377	5,321
	13,805	**14,628**
Total assets	**31,546**	**31,592**
Liabilities and stockholders' equity		
Stockholders' equity (1)		
Issued and paid up capital	816	815
Share premium	7,683	7,836
Revaluation reserves	1,389	237
Legal reserves	3,116	3,379
Treasury shares	(109)	(109)
Retained earnings	(1,597)	(2,708)
Result of the year	(763)	1,572
	10,535	**11,022**
Non-current liabilities		
Financing liabilities	322	332
Other non-current liabilities	1,619	1,501
	1,941	**1,833**
Current liabilities		
Other current liabilities	19,070	18,737
	19,070	**18,737**
Total liabilities and stockholders' equity	**31,546**	**31,592**

(1) The balance sheet is prepared before appropriation of the net result.

Income Statement of the Company Financial Statements

(in €m)	2009	2008
Income from investments	(953)	1,763
Other results	190	(191)
Net result	**(763)**	**1,572**


Useful Information

HOW TO ATTEND THE MEETING

Hotel Okura Amsterdam,
Ferdinand Bolstraat 333,
1072 LH Amsterdam, The Netherlands
Tel.: +31 (0)20 678 71 11

By car

Hotel Okura is located at about 30 minutes from Amsterdam-Schiphol international airport, right next to the RAI Congress Center.

From all directions, follow Ring Amsterdam (A10). Exit RAI (S109) and turn right at the traffic lights, direction RAI/Centrum (S109).

Follow direction Zuid (S109). After passing the roundabout, take the second street on your right (Scheldestraat). After 500 metres, Hotel Okura appears on your right hand side.

Parking at the Hotel Okura Amsterdam.

By public transport

From Schiphol Airport

- **First itinerary:** Take the train (direct rail link of 15 minutes) to Centraal Station – in the main arrival plaza – and then see the hereafter indications.

- **Second itinerary:** Take a stop train, direction Lelystad Centrum, Hilversum or Utrecht Centraal to the first stop (Zuid Station), and then, follow the hereafter indications.

- **Third itinerary:** Take a stop train, direction Hilversum or Almere Oostvaarders to the RAI station, and then, follow the hereafter indications.

From Centraal Station – CS

Take the tram number 25, direction President Kennedylaan, to the eleventh stop (Cornelis Troostplein, see the map ▲). Go down the street. After 200 metres, Hotel Okura appears on your left hand side. Walking time: 3 minutes.

From RAI Station

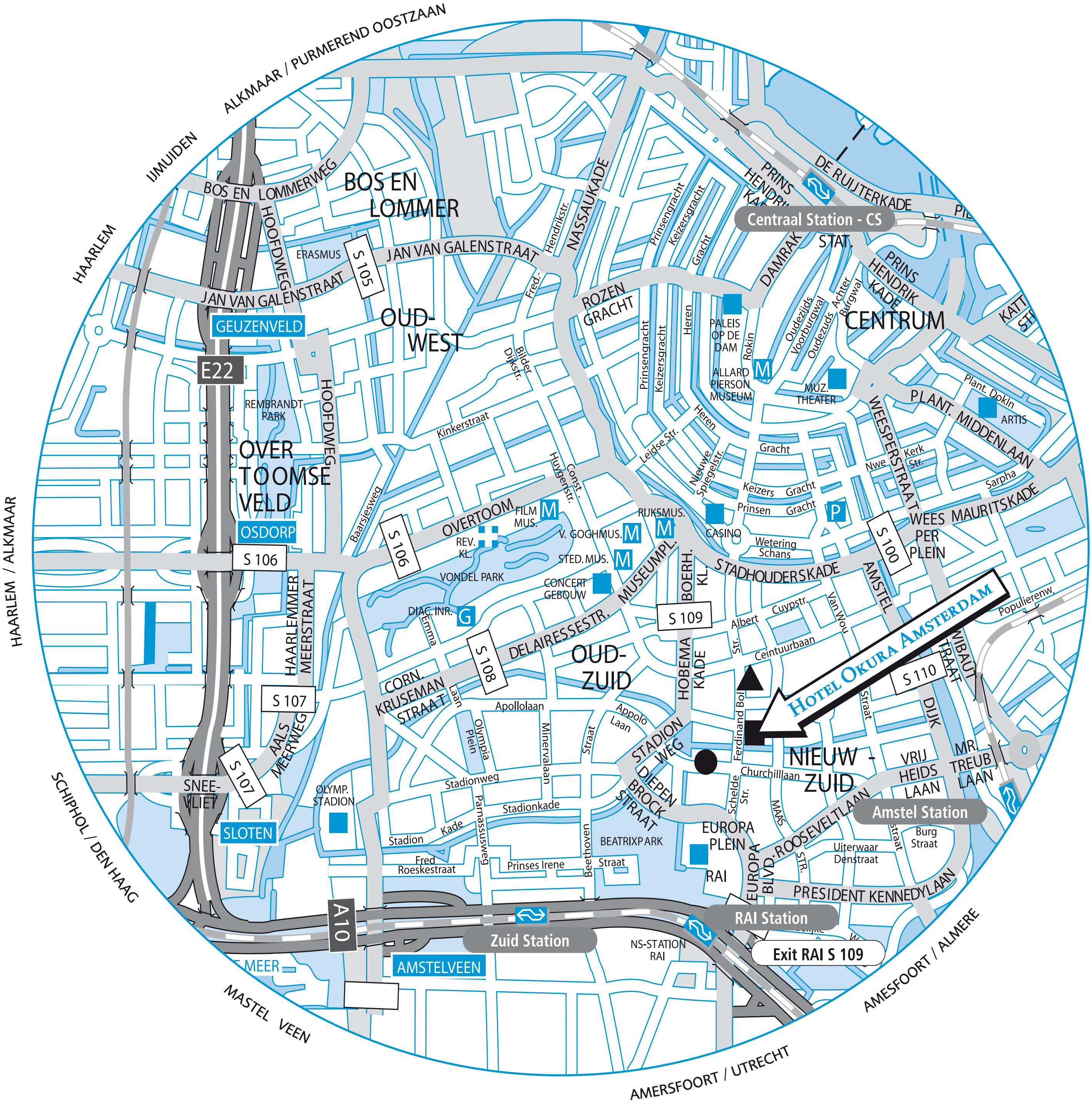
Walk in the direction of Europa Boulevard. Go straight away to Europaplein and then to Scheldestraat. After 500 metres, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 10 minutes.

From Amstel Station

Take the tram number 12, direction Station Sloterdijk, to the fifth stop (Scheldestraat, see the map ●), or bus number 65, direction Station Zuid, to the seventh stop (Scheldestraat, see the map ●). Walk in Churchilllaan for 100 metres, and then turn left in Ferdinand Bolstraat. After 100 metres, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 3 minutes.

From Zuid Station

Take the bus number 65, direction KNSM Eiland, to the fourth stop (Scheldestraat, see the map ●). Walk in Churchilllaan for 100 metres, and then turn left in Ferdinand Bolstraat. After 100 metres, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 3 minutes.



ALKMAAR / PURMEREND OOSTZAAN
IJMUIDEN
HAARLEM
HAARLEM / ALKMAAR
SCHIPHOL / DEN HAAG
MASTEL VEEN
AMERSFOORT / UTRECHT
AMESFOORT / ALMERE
BOS EN LOMMERWEG
BOS EN LOMMER
HOOFDWEG
ERASMUS
S 105
JAN VAN GALENSTRAAT
GEUZENVELD
E22
REMBRANDT PARK
OVER TOOMSE VELD
OSDORP
S 106
HAARLEMMERMEERSTRAAT
S 107
AALS MEERWEG
SNEE-VLIET
SLOTEN
OLYMP. STADION
OUD-WEST
Hendrikstr.
NASSAUKADE
Fred.-
Bilder Dijkstr.
Kinkerstraat
Baarsjesweg
Const. Huygenstr.
OVERTOOM
FILM MUS.
REV. KL.
VONDEL PARK
DIAC. INR.
Emma
S 108
DELAIRESSESTR.
CORN. KRUSEMAN STRAAT
Laan
Apollolaan
Olympia Plein
Minervalaan
Stadionweg
Stadionkade
Stadion
Kade
Parnassusweg
Fred Roeskestraat
Prinses Irene
Beethoven
Straat
BEATRIXPARK
A10
Zuid Station
AMSTELVEEN
MEER
NS-STATION RAI
RAI Station
Exit RAI S 109
ROZEN GRACHT
Prinsengracht
Keizersgracht
Gracht
Heren
PALEIS OP DE DAM
Rokin
ALLARD PIERSON MUSEUM
DAMRAK
PRINS HENDRIK KADE
DE RUIJTERKADE
Centraal Station - CS
STAT.
Oudezijds Voorburgwal
Oudezijds Achter Burgwal
CENTRUM
MUZ. THEATER
Plant. Dokln
ARTIS
PLANT. MIDDENLAAN
WEESPERSTRAAT
Nwe Kerk Str.
Leidse Str.
Nieuwe Spiegelstr.
Keizers Gracht
Prinsen Gracht
RIJKSMUS.
V. GOGHMUS.
STED. MUS.
CONCERT GEBOUW
MUSEUMPL.
CASINO
Wetering Schans
P
S 100
WEES PER PLEIN
MAURITSKADE
Sarpha
STADHOUDERSKADE
BOERH. KL.
S 109
HOBEMA KADE
Albert Cuypstr.
Ceintuurbaan
Van Wou
AMSTEL
OUD-ZUID
Appolo Laan
STADION WEG
DIEPEN BROCK STRAAT
Ferdinand Bol
Churchilllaan
Schelde Str.
HOTEL OKURA AMSTERDAM
S 110
WIBAUT STRAAT
Populierenw.
NIEUW-ZUID
VRIJ HEIDS LAAN
MR. TREUB LAAN
DIJK
Amstel Station
EUROPA PLEIN
RAI
EUROPA BLVD.
ROOSEVELTLAAN
Uiterwaar Denstraat
Burg Straat
PRESIDENT KENNEDYLAAN

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