

**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 MAY 4, 2006.**

**OPENING AND SECRETARY**

The Company's Chairmen, Messrs. Bischoff and Lagardère were Chairmen of the Meeting (the "**Chairmen**"), and the Company's Secretary, Mrs. Dors was appointed Secretary of the Meeting pursuant to article 28.2 of the Company's Articles of Association (the "**Articles**").

**VALIDITY OF 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 23.1 of the Company's Articles.

**VOTING ON RESOLUTIONS**

In the Meeting each of the following resolutions were adopted:

**FIRST RESOLUTION (APPROVAL OF THE REPORT OF THE BOARD OF DIRECTORS)**

**RESOLVED THAT** the Report of the Board of Directors, as submitted to the Annual General Meeting, including the chapter on corporate governance, the policy on dividends and proposed remuneration policy including arrangements for the grant of stock options and performance shares and rights to subscribe for shares for the Members of the Board of Directors, be and hereby is accepted and approved.

**VOTED FOR: 496,775,207**

**VOTED AGAINST: 24,935,797**

The resolution was adopted with a majority of more than 95.22 per cent of the votes cast.

**SECOND RESOLUTION (ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2005)**

**RESOLVED THAT** the audited accounts for the accounting period from 1<sup>st</sup> January 2005 to 31<sup>st</sup> December 2005, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

**VOTED FOR: 521,615,221**

**VOTED AGAINST: 95,675**

The resolution was adopted with a majority of more than 99.98 per cent of the votes cast.

**THIRD RESOLUTION (APPROVAL OF THE RESULT ALLOCATION, DISTRIBUTION AND PAYMENT DATE)**

**RESOLVED THAT** the net profit of € 1,676 million, as shown in the audited profit and loss statement for the financial year 2005, shall be added to retained earnings and that a payment of a gross amount of €0.65 per share shall be made to the shareholders from distributable reserves on 1<sup>st</sup> June 2006.

**VOTED FOR: 521,562,367**

**VOTED AGAINST: 148,861**

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

**FOURTH 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 2006, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2005 or in the Report of the Board of Directors.

**VOTED FOR: 518,384,433**

**VOTED AGAINST: 3,326,746**

The resolution was adopted with a majority of more than 99.36 per cent of the votes cast.

**FIFTH RESOLUTION (APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL YEAR 2006)**

**RESOLVED THAT** the Company's auditors for the accounting period being the financial year 2005 shall be Ernst & Young Accountants, whose registered office is at Drentestraat 20, 1083 HK Amsterdam, The Netherlands, and KPMG Accountants N.V., whose registered office is at K.P. van der Mandelelaan 41-43, 3062 MB Rotterdam, The Netherlands.

**VOTED FOR: 518,718,312**

**VOTED AGAINST: 2,992,816**

The resolution was adopted with a majority of more than 99.43 per cent of the votes cast.

**SIXTH 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 of the Company which are part of the Company's authorized share capital provided that such powers shall be limited to 1 % of the Company's authorized capital from time to time and to have powers to limit or to exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2007. Such powers include the approval of share-related long term

incentive plans (such as stock option, 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.

**VOTED FOR: 509,800,716**

**VOTED AGAINST: 11,910,311**

The resolution was adopted with a majority of more than 97.72 per cent of the votes cast.

**SEVENTH 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 6,656,970 shares, be cancelled and both the Board of Directors and the Chief Executive Officers be and hereby are authorized, with powers of substitution, to implement this resolution in accordance with Dutch law.

**VOTED FOR: 521,679,445**

**VOTED AGAINST: 31,530**

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

**EIGHTH 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 authorized, 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 authorization supersedes and replaces the authorization given by the Annual General Meeting of 11<sup>th</sup> May 2005 in its tenth resolution.

**VOTED FOR: 518,701,416**

**VOTED AGAINST: 3,009,408**

The resolution was adopted with a majority of more than 99.42 per cent of the votes cast.

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Secretary