

DOCUMENTATION FOR THE EXTRAORDINARY GENERAL MEETING



on Monday, October 22, 2007 at 10:30 a.m.
at Hotel Okura Amsterdam
Ferdinand Bolstraat 333,
1072 LH Amsterdam,
The Netherlands

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AGENDA

- 1 Adoption of the Report of the Board of Directors;
- 2 Amendment of Articles 18, 19, 20, 24, 26 and 28 of the Company's Articles of Association;
- 3 Appointment of Mr. Rüdiger Grube as a Member of the Board of Directors;
- 4 Appointment of Mr. Louis Gallois as a Member of the Board of Directors;
- 5 Appointment of Mr. Rolf Bartke as a Member of the Board of Directors;
- 6 Appointment of Mr. Dominique D'Hinnin as a Member of the Board of Directors;
- 7 Appointment of Mr. Juan Manuel Eguiagaray Ucelay as a Member of the Board of Directors;
- 8 Appointment of Mr. Arnaud Lagardère as a Member of the Board of Directors;
- 9 Appointment of Mr. Hermann-Josef Lamberti as a Member of the Board of Directors;
- 10 Appointment of Mr. Lakshmi N. Mittal as a Member of the Board of Directors;
- 11 Appointment of Sir John Parker as a Member of the Board of Directors;
- 12 Appointment of Mr. Michel Pébereau as a Member of the Board of Directors;
- 13 Appointment of Mr. Bodo Uebber as a Member of the Board of Directors.

EADS

TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

FIRST RESOLUTION

Adoption of the Report of the Board of Directors

RESOLVED THAT the Report of the Board of Directors as submitted to the Extraordinary General Meeting be and hereby is accepted and approved.

SECOND RESOLUTION

Amendment of Articles 18, 19, 20, 24, 26 and 28 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 to the Company's corporate governance to be 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 in accordance with Dutch law:

"BOARD OF DIRECTORS

Article 18

3. The entire Board of Directors retires at the close of the annual general meeting of shareholders held in two thousand twelve and afterwards in each annual general meeting of shareholders held five years later. A retiring member of the Board of Directors can always be re-elected.

Article 19

3. The Board of Directors may draw up rules governing its internal affairs and its own decision making process. Such rules shall not apply to the extent that they violate the provisions of these Articles of Association.

The Board of Directors shall appoint a member of the Board of Directors to be chairman of the Board of Directors and shall appoint a member of the Board of Directors to be "Chief Executive Officer".

Furthermore, the Members of the Board of Directors may allocate their duties among themselves by internal rules or otherwise.

If the Board of Directors has established rules governing its internal affairs and its own decision making process, resolutions of the Board of Directors shall be adopted in accordance with the provisions of such rules.

REPRESENTATION

Article 20

1. The Company is represented by the Board of Directors or by the Member of the Board of Directors appointed as "Chief Executive Officer".

GENERAL MEETINGS OF SHAREHOLDERS

Article 24

3. Any person who is entitled to exercise the rights set out in paragraph 1 of this Article (either in person or by means of a written proxy) and is attending the meeting from another location in the meaning of Article 21, paragraph 5 hereof, in such manner that the person acting as chairman of the meeting is convinced that such person is properly participating in the meeting, shall be deemed to be present or represented at the meeting, shall be entitled to vote and shall be counted towards a quorum accordingly.

VOTING AT GENERAL MEETINGS OF SHAREHOLDERS

Article 26

3. The chairman of the meeting shall determine the method of voting.
4. If none of those entitled to vote objects, resolutions, including appointments, may also be passed by acclamation, following a proposal to that effect by the chairman.

CHAIRMANSHIP AND SECRETARIAT OF THE GENERAL MEETING OF SHAREHOLDERS

Article 28

1. The general meeting of shareholders shall be chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is not present at the meeting, the meeting shall elect its own chairman.
2. The person who is chairman of the meeting shall appoint one of those present to take minutes, which he and the appointed secretary shall adopt and, in evidence thereof, sign. If the proceedings at the meeting are laid down in a notarial report, no minutes will be required and the signing of the official report by the notary shall suffice.

The English language will be used in the meeting, unless the chairman decides otherwise.
3. Each Member of the Board of Directors or one or more persons entitled to vote who collectively hold at least ten per cent of the issued share capital, and the chairman of the meeting shall at all times be empowered to order the drawing up of a notarial report at the expense of the Company*.

* In the original Dutch language:

"RAAD VAN BESTUUR

Artikel 18

3. De Raad van Bestuur treedt in zijn geheel af per het einde van de jaarlijkse vergadering van aandeelhouders die wordt gehouden in twee duizend twaalf en vervolgens per het einde van iedere jaarlijkse vergadering van aandeelhouders die vijf jaar daarna wordt gehouden. Een aftredend lid van de Raad van Bestuur is terstond herbenoembaar.

Artikel 19

3. De Raad van Bestuur kan een reglement opstellen waarin zijn interne aangelegenheden en besluitvorming worden geregeld. Een dergelijk reglement is niet bindend voor zover het in strijd is met het bepaalde in deze statuten. De Raad van Bestuur benoemt een lid van de Raad van Bestuur tot voorzitter en een lid van de Raad van Bestuur tot "Chief Executive Officer". Voorts kunnen de leden van de Raad van Bestuur al dan niet bij reglement hun werkzaamheden onderling verdelen. Indien er een reglement betreffende interne aangelegenheden en besluitvorming van de Raad van Bestuur is opgesteld zullen besluiten van de Raad van Bestuur in overeenstemming met dit reglement genomen dienen te worden.

VERTEGENWOORDIGING

Artikel 20

1. De vennootschap wordt vertegenwoordigd door de Raad van Bestuur of door het lid van de Raad van Bestuur dat de titel "Chief Executive Officer" draagt.

ALGEMENE VERGADERINGEN VAN AANDEELHOUDERS

Artikel 24

3. Een ieder die bevoegd is tot het uitoefenen van de rechten als bedoeld in lid 1 van dit artikel hetzij in persoon, door middel van een schriftelijke volmacht en die de vergadering bijwoont vanaf een andere locatie als

bedoeld in artikel 21 lid 5 van deze statuten, op zodanige wijze dat degene die optreedt als voorzitter van de vergadering ervan overtuigd is dat diegene voldoende in staat is om aan de vergadering deel te nemen, wordt geacht ter vergadering aanwezig of vertegenwoordigd te zijn, is bevoegd daarin stem uit te brengen en wordt voor de berekening van een quorum meegeteld.

STEMMING IN ALGEMENE VERGADERINGEN VAN AANDEELHOUDERS Artikel 26

3. De voorzitter van de vergadering bepaalt de wijze van stemmen.
4. Indien geen der stemgerechtigden zich ertegen verzet, kunnen op voorstel van de voorzitter, ook bij acclamatiebesluiten worden genomen, daaronder begrepen benoemingen.

VOORZITTERSCHAP EN SECRETARIAAT VAN DE ALGEMENE VERGADERING VAN AANDEELHOUDERS

Artikel 28

1. De algemene vergadering van aandeelhouders wordt geleid door de voorzitter van de Raad van Bestuur. Is de voorzitter van de Raad van Bestuur niet ter vergadering aanwezig dan voorziet de vergadering zelf in haar leiding.
2. De voorzitter van de vergadering wijst één der aanwezigen aan voor het bijhouden van de notulen en stelt met deze secretaris de notulen vast, ten blijk van waarvan hij deze met de secretaris tekent. Indien van het verhandelde ter vergadering een notarieel proces-verbaal wordt opgemaakt behoeven notulen niet te worden bijgehouden en is ondertekening van het proces-verbaal door de notaris voldoende. Tenzij de voorzitter van de vergadering anders bepaalt, is de voertaal in de vergadering de Engelse taal.
3. Ieder lid van de Raad van Bestuur, één of meer stemgerechtigden die tezamen tenminste tien procent van het geplaatste kapitaal vertegenwoordigen en de voorzitter der vergadering zijn te allen tijde bevoegd opdracht te geven om op kosten van de vennootschap een notarieel proces-verbaal te doen opmaken."

THIRD RESOLUTION

Appointment of Mr. Rüdiger Grube as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Rüdiger Grube be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

FOURTH RESOLUTION

Appointment of Mr. Louis Gallois as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Louis Gallois be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

FIFTH RESOLUTION

Appointment of Mr. Rolf Bartke as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Rolf Bartke be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

SIXTH RESOLUTION

Appointment of Mr. Dominique D'Hinnin as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Dominique D'Hinnin be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

SEVENTH RESOLUTION

Appointment of Mr. Juan Manuel Eguiagaray Ucelay as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Juan Manuel Eguiagaray Ucelay be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

EIGHTH RESOLUTION

Appointment of Mr. Arnaud Lagardère as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Arnaud Lagardère be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

NINTH RESOLUTION

Appointment of Mr. Hermann-Josef Lamberti as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Hermann-Josef Lamberti be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

TENTH RESOLUTION

Appointment of Mr. Lakshmi N. Mittal as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Lakshmi N. Mittal be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

ELEVENTH RESOLUTION

Appointment of Sir John Parker as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Sir John Parker be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

TWELFTH RESOLUTION

Appointment of Mr. Michel Pébureau as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Michel Pébureau be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

THIRTEENTH RESOLUTION

Appointment of Mr. Bodo Uebber as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Extraordinary General Meeting, Mr. Bodo Uebber be appointed as a Member of the Board of Directors for a term of five years, ending at the close of the Annual General Meeting which shall be held in the year 2012.

REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders,

We take great pleasure in convening this Extraordinary General Meeting of the Shareholders (the “EGM”) of **European Aeronautic Defence and Space Company EADS N.V.** (hereinafter referred to as “EADS” or the “Company”).

The objective of this meeting is:

- firstly, to adopt the Report of the Board of Directors of the Company (the “Board”) (the “Board Report”) of the proposed changes to the corporate governance of EADS;
- secondly, the amendment of the Company’s Articles of Association; and
- finally, to reconstitute the Board.

The “Documentation for the Extraordinary General Meeting” contains:

- the agenda for this EGM;
- the proposed resolutions which will be submitted for your approval at the end of this EGM; and
- this Board Report.

For further information and details on EADS, inter alia, its activities, finances, financing and corporate governance, the reader should refer to the EADS website at www.eads.com (Investor Relations) and to the documents posted thereon.

1. Introduction

Since its formation in 2000, EADS has been an example of successful European industrial cooperation in one of the most competitive industries globally. For the past seven years, the dual-headed management structure with two Chairmen and two co-Chief Executive Officers (“CEOs”) has provided the necessary balance and stability required for a company with such a unique industrial and multi-national heritage. It has allowed the Group to achieve outstanding results and overcome major technological challenges that are an inherent aspect of progress and innovation in this industry. However, the core shareholders and EADS’ existing

management have concluded that a simplified management structure is now more appropriate in providing the unified leadership needed to compete successfully in the future.

On 16th July 2007, the EADS core shareholders have decided, together with the EADS management team, to implement a new management and leadership structure. The German Government has also been consulted. Guiding principles of the modification are efficiency, cohesiveness and simplification of EADS’ management and leadership structure, towards corporate governance best practices while maintaining a balance between the French and the German core shareholders.

2. Proposed Changes

Under the simplified management structure, EADS will be led by a single Chairman and a single CEO. The core shareholders have also concluded that it is in the best interest of the Group to recommend an increase in the number of independent members of the Board by conforming to international corporate governance best practices and appropriately reflect the global profile of EADS.

In line with this proposal by the core shareholders, DaimlerChrysler and the French holding company, Sogéade (Lagardère and the French State), will each relinquish two seats

on the Board in order to allow for the election of four independent directors. These four independent directors will join the Chairman, the CEO, two representatives from DaimlerChrysler, two representatives from Sogéade and one representative from SEPI on the future Board. The CEO will be the only executive director of the newly-composed Board.

The Board’s decisions will be taken on a simple majority vote (i.e. six out of eleven), save for a limited list of reserved matters including appointment of the Chairman, EADS CEO and Airbus CEO and major strategic or investment decisions,

which will require approval by all the Sogade and DaimlerChrysler directors.

The core shareholders have also decided to amend the responsibilities assumed by the CEO. The CEO and his Executive Committee will have more leeway in the day-to-day management of the Company: in particular, investments below €350 million become sole responsibility of the Executive Committee, as well as the appointment of the management teams of EADS' main subsidiaries and business units.

By exception, the appointment of the Airbus CEO and the EADS Executive Committee will be proposed by the EADS CEO, agreed by the EADS Chairman and approved by the Board.

Rüdiger Grube will assume the position of sole Chairman of the Board. In this role, he will be responsible for overseeing the

Group's strategic development and dealings with its shareholders. In particular, he will chair the newly-created EADS Strategic committee. Louis Gallois will assume the position of sole CEO. In this role, he will be responsible for leading the management team and managing the Company's interaction with its public shareholders. Thomas Enders will assume the position of CEO of Airbus in its Toulouse headquarters, reporting to the CEO of EADS. He will be supported by Fabrice Brégier as Chief Operating Officer of Airbus.

This, as well as all future management appointments will adhere to the principles of the "best man for the job" while at the same time maintaining the balance and diversity of the Group, consistent with its heritage and founding shareholders.

3. Presentation of the resolutions proposed by the Board of Directors

The information contained in this Board Report will enable you to understand the changes to the corporate governance of the Company submitted for your approval.

3.1 First resolution

We propose that this EGM adopts this Board Report.

3.2 Second resolution

We propose that this EGM approves the amendment of the Company's Articles of Association in order to reflect changes to the corporate governance of the Company.

Accordingly, the Articles of Association will be amended to reflect the simplification of the management structure of EADS by changing the existing dual management structure in favour of a one Chairman and one CEO structure.

The resolutions submitted to your vote strictly conform to the terms of this Board Report and are in our opinion in the interests of the Company and the development of its activities.

Consequently, we invite you to adopt the resolutions and thank you for the trust you have repeatedly shown us at the key stages since the creation of our Company.

The Board of Directors

3.3 Third to thirteenth resolutions

As part of the changes to the EADS corporate governance, we recommend that this EGM appoints Messrs. Rüdiger Grube, Louis Gallois, Rolf Bartke, Dominique D'Hinnin, Juan Manuel Eguiagaray Ucelay, Arnaud Lagardère, Hermann-Josef Lamberti, Lakshmi N. Mittal, Sir John Parker, Messrs. Michel Pébereau and Bodo Uebber as members of the Board effective as of the end of this EGM and for a term of five years ending at the close of the Annual General Meeting which shall be held in the year 2012.

For further information on the future Board members including their CVs, please refer to the EADS web-site at www.eads.com (Investor Relations).

SHAREHOLDERS INFORMATION

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

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

By car

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 meters, 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 Duivendrecht, to the second stop (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 meters, Hotel Okura appears on your left hand side. Walking time: 3 minutes.

From RAI Station

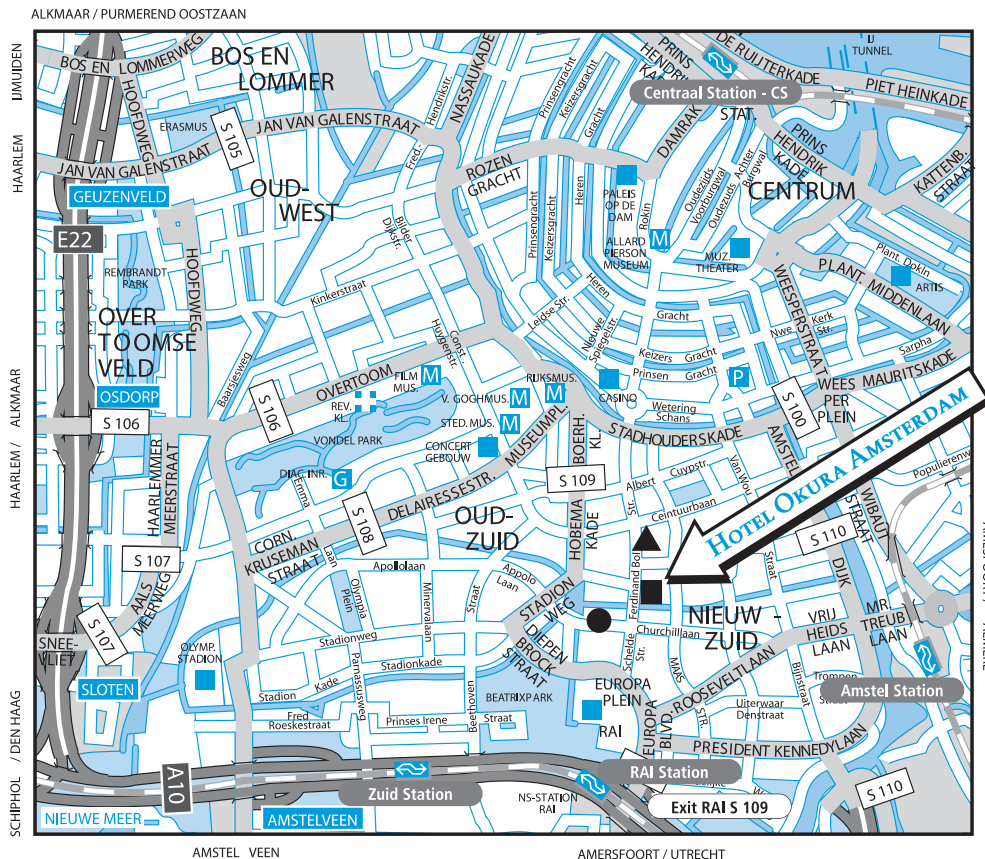
Walk in the direction of Europa Boulevard. Go straight away to Europaplein and then to Scheldestraat. After 500 meters, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 10 minutes.

From Amstel Station

Take the tram number 12, direction Station Sloterdijk, to the fifth stop (Scheldestraat, see the map ●), or bus number 15, direction Station Sloterdijk, to the seventh stop (Scheldestraat, see the map ●). Walk in Churchillaan for 100 meters, and then turn left in Ferdinand Bolstraat. After 100 meters, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 3 minutes.

From Zuid Station

Take the bus number 15, direction Muiderpoortstation, to the fourth stop (Scheldestraat, see the map ●). Walk in Churchillaan for 100 meters, and then turn left in Ferdinand Bolstraat. After 100 meters, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 3 minutes.



Shareholders Information

(Freephone)

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Germany : 00 800 00 02 2002

Spain : 00 800 00 02 2002

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