

**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 31 MAY 2012
(THE "MEETING")**

OPENING AND SECRETARY

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

VALIDITY OF THE MEETING

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

VOTING ON RESOLUTIONS

In the Meeting each of the following resolutions were adopted:

FIRST RESOLUTION (ADOPTION OF THE AUDITED ACCOUNTS FOR THE FINANCIAL YEAR 2011)

RESOLVED THAT the audited accounts for the accounting period from 1 January 2011 to 31 December 2011, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

VOTED FOR: 630,693,782

VOTED AGAINST: 604,338

ABSTAINED: 389,223

The resolution was adopted with a majority of 99.90% per cent. of the votes cast.

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

RESOLVED THAT the net profit of € 1,033 million, as shown in the income statement for the financial year 2011, shall be added to retained earnings and that a payment of a gross amount of € 0.45 per share shall be made to the shareholders from distributable reserves on 7 June 2012.

VOTED FOR: 630,881,302

VOTED AGAINST: 430,673

ABSTAINED: 375,368

The resolution was adopted with a majority of 99.93% per cent. of the votes cast.

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

RESOLVED THAT the Members of the Board of Directors be and hereby are granted a release from liability for the performance of their duties during and with respect to the financial year 2011, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2011 or in the Report of the Board of Directors.

VOTED FOR: 609,753,734

VOTED AGAINST: 19,910,238

ABSTAINED: 2,023,371

The resolution was adopted with a majority of 96.84% per cent. of the votes cast.

FOURTH RESOLUTION (APPOINTMENT OF MR ARNAUD LAGARDERE AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual 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 2017.

VOTED FOR: 558,054,045

VOTED AGAINST: 73,240,136

ABSTAINED: 393,162

The resolution was adopted with a majority of 88.40% per cent. of the votes cast.

FIFTH RESOLUTION (APPOINTMENT OF MR THOMAS ENDERS AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Thomas Enders 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 2017.

VOTED FOR: 626,024,452

VOTED AGAINST: 4,727,559

ABSTAINED: 935,332

The resolution was adopted with a majority of 99.25% per cent. of the votes cast.

SIXTH RESOLUTION (APPOINTMENT OF MR DOMINIQUE D'HINNIN AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual 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 2017.

VOTED FOR: 545,073,495

VOTED AGAINST: 85,658,258

ABSTAINED: 955,590

The resolution was adopted with a majority of 86.42% per cent. of the votes cast.

SEVENTH RESOLUTION (APPOINTMENT OF MR HERMANN-JOSEF LAMBERTI AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual 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 2017.

VOTED FOR: 610,677,122

VOTED AGAINST: 20,056,027

ABSTAINED: 954,194

The resolution was adopted with a majority of 96.82% per cent. of the votes cast.

EIGHTH RESOLUTION (APPOINTMENT OF MR LAKSHMI N. MITTAL AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual 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 2017.

VOTED FOR: 546,558,744

VOTED AGAINST: 84,184,917

ABSTAINED: 943,682

The resolution was adopted with a majority of 86.65% per cent. of the votes cast.

NINTH RESOLUTION (APPOINTMENT OF SIR JOHN PARKER AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual 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 2017.

VOTED FOR: 623,108,446

VOTED AGAINST: 7,624,389

ABSTAINED: 954,508

The resolution was adopted with a majority of 98.79% per cent. of the votes cast.

TENTH RESOLUTION (APPOINTMENT OF MR MICHEL PEBEREAU AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Michel Pébereau 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 2017.

VOTED FOR: 526,854,849

VOTED AGAINST: 103,889,813

ABSTAINED: 942,681

The resolution was adopted with a majority of 83.53% per cent. of the votes cast.

ELEVENTH RESOLUTION (APPOINTMENT OF MR JOSEP PIQUE I CAMPS AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Josep Piqué i Camps 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 2017.

VOTED FOR: 532,147,486

VOTED AGAINST: 98,582,430

ABSTAINED: 957,427

The resolution was adopted with a majority of 84.37% per cent. of the votes cast.

TWELFTH RESOLUTION (APPOINTMENT OF MR WILFRIED PORTH AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Wilfried Porth 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 2017.

VOTED FOR: 551,706,356

VOTED AGAINST: 78,708,863

ABSTAINED: 1,272,124

The resolution was adopted with a majority of 87.51% per cent. of the votes cast.

THIRTEENTH RESOLUTION (APPOINTMENT OF MR JEAN-CLAUDE TRICHET AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Jean-Claude Trichet 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 2017.

VOTED FOR: 543,278,668

VOTED AGAINST: 87,470,724

ABSTAINED: 937,951

The resolution was adopted with a majority of 86.13% per cent. of the votes cast.

FOURTEENTH RESOLUTION (APPOINTMENT OF MR BODO K. UEBBER AS A MEMBER OF THE BOARD OF DIRECTORS)

RESOLVED THAT effective at the close of this Annual General Meeting, Mr Bodo K. 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 2017.

VOTED FOR: 552,391,033

VOTED AGAINST: 78,347,101

ABSTAINED: 949,209

The resolution was adopted with a majority of 87.58% per cent. of the votes cast.

FIFTEENTH RESOLUTION (APPOINTMENT OF ERNST & YOUNG ACCOUNTANTS L.L.P. AS CO-AUDITOR FOR THE FINANCIAL YEAR 2012)

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2012 shall be Ernst & Young Accountants L.L.P., whose registered office is at Boompjes 258, 3011 XZ Rotterdam, The Netherlands.

VOTED FOR: 630,560,718

VOTED AGAINST: 722,325

ABSTAINED: 404,300

The resolution was adopted with a majority of 99.89% per cent. of the votes cast.

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

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2012 shall be KPMG Accountants N.V., whose registered office is at KPMG Accountants N.V., Rijnzathe 14, 3454 PV De Meern, The Netherlands.

VOTED FOR: 629,959,337

VOTED AGAINST: 1,322,187

ABSTAINED: 405,819

The resolution was adopted with a majority of 99.79% per cent. of the votes cast.

SEVENTEENTH RESOLUTION (REMOVAL OF ARTICLES 15, 16 AND 17 OF THE COMPANY'S ARTICLES OF ASSOCIATION)

RESOLVED THAT Articles 15, 16 and 17 of the Company's Articles of Association are removed and as a consequence the numbering and the cross-referencing (where relevant) in and/or of Articles 10 and Articles 15 up to and including 32 of the Company's Articles of Association will be adjusted accordingly 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.

VOTED FOR: 6 30 965 617

VOTED AGAINST: 266,447

ABSTAINED: 455,279

The resolution was adopted with a majority of 99.96% per cent. of the votes cast.

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

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

VOTED FOR: 585,109,365

VOTED AGAINST: 33,014,737

ABSTAINED: 13,563,241

The resolution was adopted with a majority of 94.66% per cent. of the votes cast.

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

RESOLVED THAT in accordance with the Articles of Association, the Board of Directors be and hereby is designated, subject to revocation by the General Meeting, to have powers to issue shares and to grant rights to subscribe for shares which are part of the Company's authorised share capital, provided that such powers shall be limited to 0.15% of the Company's authorised capital from time to time and to limit or exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2013.

Such powers include without limitation 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: 630,835,525

VOTED AGAINST: 439,835

ABSTAINED: 411,983

The resolution was adopted with a majority of 99.93% per cent. of the votes cast.

TWENTIETH 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 553,233 shares, be cancelled and both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution in accordance with Dutch law.

VOTED FOR: 631,242,364

VOTED AGAINST: 43,532

ABSTAINED: 401,447

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

TWENTY-FIRST 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 26 May 2011 in its tenth resolution.

VOTED FOR: 631,158,139

VOTED AGAINST: 131,640

ABSTAINED: 397,564

The resolution was adopted with a majority of **99.98%** per cent. of the votes cast.



Secretary