

# EADS 2012 Annual General Meeting

## Convening Notice



Dear Shareholder,

In accordance with Article 22 of the Articles of Association of the Company, we are pleased to invite you to the Annual General Meeting that will take place:

**On Thursday 31 May 2012 at 10:30 a.m.**

at Hotel Okura Amsterdam

Ferdinand Bolstraat 333

1072 LH Amsterdam, The Netherlands

### 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 :**

- 1) Corporate governance statement
- 2) Policy on dividend
- 3) Report on the business and financial results of 2011

#### **3. Discussion of all agenda items**

#### **4. Vote on the resolutions in respect of the :**

- 1) Adoption of the audited accounts for the financial year of 2011
- 2) Approval of the result allocation, distribution and payment date
- 3) Release from liability of the Members of the Board of Directors
- 4) Appointment of Mr Arnaud Lagardère as a Member of the Board of Directors
- 5) Appointment of Mr Thomas Enders 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 Hermann-Josef Lamberti as a Member of the Board of Directors
- 8) Appointment of Mr Lakshmi N. Mittal as a Member of the Board of Directors
- 9) Appointment of Sir John Parker as a Member of the Board of Directors
- 10) Appointment of Mr Michel Pébereau as a Member of the Board of Directors
- 11) Appointment of Mr Josep Piqué i Camps as a Member of the Board of Directors
- 12) Appointment of Mr Wilfried Porth as a Member of the Board of Directors
- 13) Appointment of Mr Jean-Claude Trichet as a Member of the Board of Directors
- 14) Appointment of Mr Bodo K. Uebber as a Member of the Board of Directors
- 15) Appointment of Ernst & Young Accountants L.L.P. as co-auditor for the financial year 2012
- 16) Appointment of KPMG Accountants N.V. as co-auditor for the financial year 2012
- 17) Removal of Articles 15, 16 and 17 of the Company's Articles of Association
- 18) Adoption of the compensation and remuneration policy of the Members of the Board of Directors
- 19) Delegation to the Board of Directors of powers to issue shares and to set aside preferential subscription rights of existing shareholders
- 20) Cancellation of shares repurchased by the Company
- 21) Renewal of the authorisation for the Board of Directors to repurchase shares of the Company

#### **5. Closing of the meeting**

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## ATTENDANCE AND VOTE

Pursuant to Dutch law, the persons who have the right to attend and vote at the Annual General Meeting are those who are so on record as shareholders on **Thursday 3 May 2012** (the "Registration Date") at close of markets, irrespective of who may be the owner of shares at the time of the Annual General Meeting.

• **Shareholders holding their shares through Euroclear France SA** (i.e., the public) who wish to attend the Annual General Meeting, provide instructions or grant power of attorney to vote on their behalf, must complete the form (« voting form / attendance card request ») provided for this purpose by their financial intermediary or by EADS Securities Department - BNP PARIBAS Securities Services. Such form must be received, no later than **Wednesday 23 May 2012** by their financial intermediary, or no later than **Thursday 24 May 2012** by EADS Securities Department.

Alternatively, these shareholders may complete these formalities electronically by following the instructions given by their financial intermediary or by EADS Securities Department. Shareholders of bearer shares wishing to do so should first have their shares transferred as registered shares. All electronic formalities must be completed no later than **Thursday 24 May 2012**. Please contact your financial intermediary or EADS Securities Department for further information.

• **All other shareholders** (or persons acting on their behalf) must notify the Board of Directors no later than **Tuesday 29 May 2012** of their intention to attend and to vote at the Annual General Meeting.

As at publication of this Convening Notice, EADS' total issued share capital in number of issued shares and in voting rights is published on EADS' website ([www.eads.com](http://www.eads.com) > Investor Relations > Annual General Meeting 2012).

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The Annual General Meeting Documentation (i.e. agenda and text of proposed resolutions, report of the Board of Directors, 2011 audited financial statements and Auditors' reports) is available:

- at the Company's headquarters: Mendelweg 30, 2333 CS, Leiden, The Netherlands
- at its head offices:
  - **in France:** 37, boulevard de Montmorency, 75016 Paris
  - **in Germany:** Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn
  - **in Spain:** Avenida de Aragón 404, 28022 Madrid
- at **EADS Securities Department:** BNP PARIBAS Securities Services – CTS Assemblées – 9, rue du débarcadère - 93761 Pantin Cedex, France (tel: +33.1.57.43.35.00)
- on our website [www.eads.com](http://www.eads.com) (Investor Relations).

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### SHAREHOLDERS INFORMATION

**Toll-free number from:** France: 0 800 01 2001  
Germany: 00 800 00 02 2002  
Spain: 00 800 00 02 2002

**Phone:** + 33 800 01 2001  
**E-mail box:** [ir@eads.com](mailto:ir@eads.com)

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The Hague Commercial Register - Registration Number 24288945