

**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 11, 2005.**

**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 (EXPIRATION OF MANDATES AND APPOINTMENT OF MESSRS. MANFRED BISCHOFF, ARNAUD LAGARDÈRE, THOMAS ENDERS, NOËL FORGEARD, JEAN-PAUL GUT, HANS PETER RING, JUAN MANUEL EGUIAGARAY UCELAY, LOUIS GALLOIS, RÜDIGER GRUBE, FRANÇOIS DAVID, MICHAEL ROGOWSKI AS MEMBERS OF THE BOARD OF DIRECTORS)**

**RESOLVED THAT** effective the end of this Annual General Meeting, the Board of Directors be reconstituted to replace the Board of Directors appointed for a period expiring at the end of this Annual General Meeting to consist of the following persons as members of the Board of Directors for a term of five (5) years, ending at the close of the Annual General Meeting which shall be held in the year 2010:

- Dr. Manfred Bischoff;
- Mr. Arnaud Lagardère;
- Dr. Thomas Enders;
- Mr. Noël Forgeard;
- Mr. Jean-Paul Gut;
- Mr Hans Peter Ring;
- Mr. Juan Manuel Eguiagaray Ucelay;
- Mr. Louis Gallois;
- Dr. Rüdiger Grube;
- Mr. François David;
- Dr. Michael Rogowski.

**VOTED FOR: 564,432,994**

**VOTED AGAINST: 26,019,018**

The resolution was adopted with a majority of more than 95.59 per cent of the votes cast.

**SECOND 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 rights to subscribe for shares for the Board of Directors, be and hereby is accepted and approved.

**VOTED FOR: 564,935,794**

**VOTED AGAINST: 25,517,353**

The resolution was adopted with a majority of more than 95.68 per cent of the votes cast.

**THIRD RESOLUTION (ADOPTION OF THE AUDITED STATUTORY ACCOUNTS FOR THE FINANCIAL YEAR 2004)**

**RESOLVED THAT** the audited Dutch statutory accounts for the accounting period from January 1, 2004 to December 31, 2004, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

**VOTED FOR: 583,334,122**

**VOTED AGAINST: 7,119,375**

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

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

**RESOLVED THAT** the net profit of € 487 million, as shown in the audited Dutch statutory profit and loss statement for the financial year 2004, shall be added to retained earnings and that a payment of a gross amount of € 0.50 per share shall be made to the shareholders from distributable reserves on June 8, 2005.

**VOTED FOR: 583,854,609**

**VOTED AGAINST: 6,598,783**

The resolution was adopted with a majority of more than 98.88 per cent of the votes cast.

**FIFTH 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 2004, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2004 or in the Report of the Board of Directors.

**VOTED FOR: 581,882,928**

**VOTED AGAINST: 8,570,569**

The resolution was adopted with a majority of more than 98.55 per cent of the votes cast.

**SIXTH RESOLUTION (APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL YEAR 2005)**

**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: 583,848,565**

**VOTED AGAINST: 6,604,862**

The resolution was adopted with a majority of more than 98.88 per cent of the votes cast.

**SEVENTH RESOLUTION (AMENDMENT OF ARTICLE 23.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION)**

**RESOLVED THAT** Article 23, paragraph 3 of the Company's Articles of Association shall be amended to reflect changes of Dutch law to read in translation as follows: "*The Board of Directors shall announce the date of the annual meeting of shareholders at least two months before the meeting. Requests made by one or more shareholders collectively representing at least one percent (1%) of the issued share capital or collectively representing a market value, determined on the basis of the price per share at which the shares are publicly traded, of fifty million euro (€ 50,000,000.00) or such other minimum amount as shall, from time to time, be determined by Government Decree (Algemene Maatregel van Bestuur), to put items on the agenda for the annual general meeting of shareholders, shall be effected by the Board of Directors, if such a request to the Board of Directors has been made at least six (6) weeks before the meeting and if there are no objections because of important company's interest(s), which in the judgment of the Board of Directors should prevail above putting an item on the agenda*".<sup>1</sup>

**VOTED FOR: 583,857,441**

**VOTED AGAINST: 6,595,312**

The resolution was adopted with a majority of more than 98.88 per cent of the votes cast.

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<sup>1</sup> *In the original Dutch language: "De Raad van Bestuur zal de datum van de jaarlijkse algemene vergadering van aandeelhouders ten minste twee maanden voor de vergadering aankondigen. Aan verzoeken van één of meer aandeelhouders die tezamen vertegenwoordigen ten minste één procent (1%) van het geplaatste kapitaal of tenminste een waarde, bepaald op basis van de prijs per aandeel waarop de aandelen publiekelijk worden verhandeld, van ten minste vijftig miljoen euro (€ 50,000,000.00) of zulk ander minimumbedrag als van tijd tot tijd bij algemene maatregel van bestuur zal worden bepaald, om onderwerpen op de agenda van de jaarlijkse algemene vergadering van aandeelhouders te plaatsen zal de Raad van Bestuur gevolg geven, mits een dergelijk verzoek ten minste zes (6) weken voor de vergadering is gedaan en er naar het oordeel van de Raad van Bestuur geen zwaarwichtige belangen van de Vennootschap zijn die zich tegen opneming in de agenda verzetten".*

**EIGHTH 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 2006. Such powers include the approval of stock option plans and employee share ownership plans which may 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.

**VOTED FOR: 571,906,498**

**VOTED AGAINST: 18,546,829**

The resolution was adopted with a majority of more than 96.86 per cent of the votes cast.

**NINTH 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 1,336,358 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: 583,844,183**

**VOTED AGAINST: 6,609,314**

The resolution was adopted with a majority of more than 98.88 per cent of the votes cast.

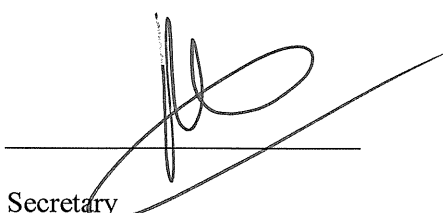
**TENTH RESOLUTION (RENEWAL OF THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO REPURCHASE SHARES OF THE COMPANY)**

**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 5 % 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 May 6, 2004 in its ninth resolution.

**VOTED FOR: 581,824,351**

**VOTED AGAINST: 8,628,771**

The resolution was adopted with a majority of more than 98.54 per cent of the votes cast.

  
Secretary