

Information notice

Annual General Meeting

on Wednesday 29 May 2013 at 2 p.m.

at Hotel Okura Amsterdam
Ferdinand Bolstraat 333,
1072 LH Amsterdam,
The Netherlands

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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 2012
- 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 2012
 2. Approval of the result allocation and distribution
 3. Release from liability of the current and former Members of the Board of Directors
 4. Appointment of Ernst & Young Accountants L.L.P. as co-auditor for the financial year 2013
 5. Appointment of KPMG Accountants N.V. as co-auditor for the financial year 2013
 6. Adoption of the compensation and remuneration policy of the Members of the Board of Directors
 7. Delegation to the Board of Directors of powers to issue shares, to grant rights to subscribe for shares and to limit or exclude preferential subscription rights of existing shareholders
 8. Cancellation of shares repurchased by the Company
 9. Renewal of the authorisation for the Board of Directors to repurchase shares of the Company
- 5 Closing of the Meeting

Ways of participating in the Meeting

How to qualify for participation in the Meeting?

According to current Dutch law, your financial intermediary or EADS Securities Department will attest on your behalf your status as a holder of EADS shares as of **Wednesday 1st May 2013** (Registration Date), to qualify for participation in the Annual General Meeting. The shares will not be blocked from the Registration Date until the Meeting.

How to participate?

You can choose one of the following options:

1. To grant a power of attorney to the Chairman
2. To provide voting instructions
3. To grant a power of attorney to a specified person
4. To attend and to vote at the Annual General Meeting

You can express your choice:

- A. by using the voting form/attendance card request (the "Form") attached in printed version
- B. by Internet

A. In paper Form

1. To grant a power of attorney to the Chairman

If you wish to grant to the Chairman a power of attorney to vote each resolution and amendments or new resolutions, if any, presented during this Meeting, you must shade box **1** on the Form.

2. To provide voting instructions

In order to provide voting instructions to Euroclear France S.A., in the name of which your shares are registered in the shareholders' register of EADS, you must shade and fill out box **2** on the Form.

For each resolution, and amendment or new resolution, if any, presented during this Meeting, **you can express your choice as follows:**

- if you wish to vote **FOR**, shade the box **FOR**;
- if you wish to vote **AGAINST**, shade the box **AGAINST**;
- if you wish to vote **ABSTAIN**, shade the box **ABSTAIN**.

3. To grant a power of attorney to a specified person

If you wish to grant a power of attorney to a specified person to vote each resolution, and amendments or new resolutions, if any, presented during this Meeting, you must shade box **3** on the Form.

In this case, only the specified person will be admitted to the Meeting and only upon presentation of an attendance card and a valid proof of identity.

4. To attend and to vote at the Annual General Meeting

If you wish to attend and to vote at the Meeting, you must shade box **4** on the Form in order to receive an attendance card from EADS Securities Department.

In this case, you will be admitted to the Meeting only upon presentation of this attendance card and a valid proof of identity.

Whichever your choice is, whether **1, 2, 3** or **4**, just shade and fill out the appropriate items on the Form as indicated above. Then **date and sign** before returning it, as applicable, to your financial intermediary or to EADS Securities Department.

Your Form must be received:

- no later than **Tuesday 21 May 2013** by your financial intermediary which has to transmit it by the latest **Wednesday 22 May 2013** to EADS Securities Department;
- or no later than **Wednesday 22 May 2013** by EADS Securities Department.

Any Form received beyond the relevant date will be disregarded.

B. By Internet

You will be offered the same four options as proposed in the paper Form if you choose to express your choice through the secure website Gisproxo, which is available until **Wednesday 22 May 2013**.

The Internet procedure depends on the type of account in which you hold your EADS shares (pure registered, administrated registered or bearer shares) as of **Wednesday 1st May 2013** (Registration Date):

☉ I hold pure registered shares

The login and password required to connect to the voting platform Gisproxo are the same as those that let you check your registered account on the website *Planetshares – Myshares*. If you have these two items, you can connect to the voting platform Gisproxo.

If you forgot your login and/or your password, the login procedure will be identical to that provided for “I hold administrated registered shares”, presented below.

☉ I hold administrated registered shares

- If you choose to receive by post the information from EADS Securities Department: you will find your login on the paper Form in the box at the top right. With this login, you can connect to the website Gisproxo and request a password. You will then receive by post from EADS Securities Department your password without delay. With these two elements, you can connect to the voting platform Gisproxo.
- If you choose to receive by email the information from EADS Securities Department: you will find your login on the “e-information” sent by EADS Securities Department on Wednesday 17 April 2013. With this login, you can connect to the website Gisproxo and request a password. You will then receive by email from EADS Securities Department your password

without delay. With these two elements, you can connect to the voting platform Gisproxo.

☉ I hold bearer shares

Your financial intermediary should complete, on your behalf, a Shareholding Declaration* and send it to EADS Securities Department. As soon as the document is received and provided that it corresponds to the requirements, you will receive by email from EADS Securities Department your login. With this login and the number of shares mentioned on the Form or on the Shareholding Declaration you can connect to the website Gisproxo and request a password. The password will appear on the screen. With the login and the password, you can connect to the voting platform Gisproxo.

If the Shareholding Declaration is completed before **Wednesday 1st May 2013** (Registration Date), your financial intermediary must further confirm your status as a holder of EADS shares on this date.

The validity of the Shareholding Declaration relies solely on your financial intermediary, which shall be the entity exclusively responsible for the management of this operation in due time and in accordance with your request.

* The Shareholding Declaration includes the name, surname, mailing address and email address of the shareholder as well as the number of shares held on **Wednesday 1st May 2013** (Registration Date), on a headed paper of the financial intermediary. A special form is available on our website www.eads.com (Investor Relations > Annual General Meeting 2013).

The voting platform Gisproxo is available at the following address: <https://gisproxo.bnpparibas.com/eads.pg>
For any question related to the Internet voting, please contact +33 1 57 43 35 00.

Annual General Meeting documentation

The Annual General Meeting documentation (i.e. agenda, text and presentation of the proposed resolutions, Board report, 2012 audited financial statements and Auditors' reports) is available at the following addresses:

- in **The Netherlands**, Mendelweg 30, 2333 CS, Leiden;
- in **Germany**, Willy-Messerschmitt-Str. – Tor 1, 85521 Ottobrunn;
- in **France**, 37, boulevard de Montmorency, 75016 Paris; and, 4, rue du Groupe d'Or, bâtiment AURIGA, 31700 Blagnac ;
- in **Spain**, Avenida de Aragón 404, 28022 Madrid.

EADS Securities Department:
BNP PARIBAS Securities Services
CTS Assemblées
9, rue du débarcadère
93761 Pantin Cedex, France
Tél. : +33 1 57 43 35 00
Fax : +33 1 55 77 95 01

The Annual General Meeting document is also available at EADS Securities Department and on our website www.eads.com (Investor Relations > Annual General Meeting 2013).

Text of the Resolutions Proposed by the Board of Directors

FIRST RESOLUTION

Adoption of the audited accounts for the financial year 2012

RESOLVED THAT the audited accounts for the accounting period from 1 January 2012 to 31 December 2012, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

SECOND RESOLUTION

Approval of the result allocation and distribution

RESOLVED THAT the net profit of €1,228 million, as shown in the income statement included in the audited accounts for the financial year 2012, shall be added to retained earnings and that a payment of a gross amount of €0.60 per share shall be made to the shareholders from distributable reserves.

THIRD RESOLUTION

Release from liability of the current and former Members of the Board of Directors

RESOLVED THAT the current Members of the Board of Directors, as well as the former Members of the Board of Directors, who resigned with effect from the amendment to the Articles of Association resolved upon at the last Extraordinary General Meeting, be and hereby are granted a release from liability for the performance of their duties during and with respect to the financial year 2012 and in respect of the former Members of the Board of Directors who resigned, also with respect to the period up to the effective date of their resignations, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2012 or in the Report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

FOURTH RESOLUTION

Appointment of Ernst & Young Accountants L.L.P. as co-auditor for the financial year 2013

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2013 shall be Ernst & Young Accountants L.L.P., whose registered office is at Boompjes 258, 3011 XZ Rotterdam, The Netherlands.

FIFTH RESOLUTION

Appointment of KPMG Accountants N.V. as co-auditor for the financial year 2013

RESOLVED THAT the Company's co-auditor for the accounting period being the financial year 2013 shall be KPMG Accountants N.V., whose registered office is at KPMG Accountants N.V., Rijnzathe 14, 3454 PV De Meern, The Netherlands.

SIXTH 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.

SEVENTH RESOLUTION

Delegation to the Board of Directors of powers to issue shares, to grant rights to subscribe for shares and to limit or exclude 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 in the Company's 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 2014.

Such powers include without limitation the approval and implementation of share-related long-term incentive plans (such as stock option, performance and restricted share plans) and employee share ownership plans. Such powers 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. However, such powers shall not extend to issuing shares or granting rights to subscribe for shares in respect of which there is no preferential subscription right (by virtue of Dutch law, or because it has been excluded by means of a resolution of the competent corporate body), for an aggregate issue price in excess of €500 million per share issuance.

EIGHTH 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 2,448,884 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.

NINTH 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 per share 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 (i) supersedes and replaces the authorisation given by the Annual General Meeting of 31 May 2012 in its twenty-first resolution and (ii) is in addition, and without prejudice, to the repurchase authorisation granted by the Extraordinary General Meeting held on 27 March 2013.

Presentation of the Resolutions Proposed by the Board of Directors

FIRST RESOLUTION

Adoption of the audited accounts for the financial year 2012

We recommend that this Annual General Meeting (AGM) approve the audited accounts for 2012.

For more information on the audited accounts for 2012, see — Sections 5.1 to 5.3 of the Board Report.

SECOND RESOLUTION

Approval of the result allocation and distribution

We recommend that this AGM resolve that the net profit of €1,228 million, as shown in the income statement included in the audited accounts for the financial year 2012, shall be added to retained earnings and that a payment of a gross amount of €0.60 per share shall be made to the shareholders from distributable reserves. Pursuant to a decision by the Board of Directors, such dividend payment shall be made on 5 June 2013.

As from 31 May 2013, EADS' shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made on 5 June 2013 to holders of EADS' shares on 4 June 2013.

For more information on dividend policy, see — Section 3.5 “Dividend pay-out” of the Board Report.

THIRD RESOLUTION

Release from liability of the current and former Members of the Board of Directors

We recommend that this AGM release the current Members of the Board of Directors, as well as the former Members of the Board of Directors, who resigned with effect from the amendment to the Articles of Association resolved upon at the last Extraordinary General Meeting, from liability for the performance of their duties during and with respect to the financial year 2012 and in respect of the former Members of the Board of Directors who resigned, also with respect to the period up to the effective date of their resignations, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2012 or in the Report of the Board of Directors or was otherwise properly disclosed to the General Meeting.

FOURTH AND FIFTH RESOLUTIONS

Appointment of the co-auditors for the financial year 2013

We recommend that the Company's co-auditors for the financial year 2013 should be Ernst & Young Accountants L.L.P. whose registered office is at Boompjes 258, 3011 XZ Rotterdam, The Netherlands, and KPMG Accountants N.V. whose registered office is at Rijnzathe 14, 3454 PV De Meern, The Netherlands. Our proposal is thus to renew the appointment of the same co-auditors based on their respective qualifications, performance and independence. They are designated as co-auditors, jointly responsible for auditing the accounts for the financial year 2013. They will put forward a single audit opinion.

SIXTH RESOLUTION

Adoption of the compensation and remuneration policy of the Members of the Board of Directors

We recommend that this AGM adopt the compensation and remuneration policy for the Members of the Board of Directors, including the rights to subscribe for shares for the Executive Director, as described in the Board Report (see — Sections 4.3.1 “EADS' Remuneration Policy” and 4.3.2 “Remuneration of the Members of the Board”).

For a report on the remuneration of the Members of the Board of Directors during the year 2012, see:

- Note 11 to the Company Financial Statements; and
- Notes 35 and 36 to the Consolidated Financial Statements (IFRS).

SEVENTH RESOLUTION

Delegation to the Board of Directors of powers to issue shares, to grant rights to subscribe for shares and to limit or exclude preferential subscription rights of existing shareholders

We recommend that this AGM approve the renewal of the authorisation to the Board of Directors to issue shares and to grant rights to subscribe for shares of the Company up to 0.15% of the authorised share capital, *i.e.* 4.5 million shares equivalent (as at the date of convening the AGM) to 0.54% of the Company's issued share capital, and to limit or exclude preferential subscription rights, for a period expiring at the AGM to be held in 2014, including specific powers to approve and implement Employee Share Ownership Plans ("**ESOP**"), since the previous authorisation expires at the end of this AGM. The Company anticipates implementing an ESOP in 2013, which would have to be approved by the Board of Directors.

EIGHTH RESOLUTION

Cancellation of shares repurchased by the Company

We recommend that this AGM approve the cancellation of the shares repurchased by the Company up to a maximum amount of 2,448,884 shares, to compensate the dilution effect resulting from the issuance of shares following the exercise of stock options under the 2000, 2002 and 2004 stock option plans.

NINTH RESOLUTION

Renewal of the authorisation for the Board of Directors to repurchase shares of the Company

We recommend that this AGM approve the renewal of the authorisation to the Board of Directors to repurchase up to 10% of the shares of the Company, for a new 18-month period by any means, including derivative products, on any stock exchange or otherwise.

The purposes of the share buyback programme to be implemented by the Company will be determined on a case-by-case basis by the Board of Directors based on need. However, the main purpose of the programme is the reduction of share capital by cancellation of all or part of the repurchased shares, to avoid the dilution effect related to certain share capital increases reserved for employees of the EADS Group and/or in the context of the exercise of stock options.

This authorisation will (i) supersede and replace the authorisation granted by the AGM on 31 May 2012 and (ii) be in addition, and without prejudice, to the repurchase authorisation granted by the Extraordinary General Meeting held on 27 March 2013.

For additional information on the Company's share buyback programmes including their purposes, characteristics and status, the reader should refer to the Company's website at www.eads.com (Investor Relations) and to the Registration Document posted thereon (see in particular — Section 3.3.7.5 — "Description of the share repurchase programme authorised by the Extraordinary General Meeting of Shareholders held on 27 March 2013" and Section 3.3.7.6 - "Description of the share repurchase programme to be authorised by the Annual General Meeting of Shareholders to be held on 29 May 2013").

Executive Summary

1. General Overview

With consolidated revenues of €56.5 billion in 2012, EADS is Europe's premier aerospace and defence company and one of the largest aerospace and defence companies in the world. In terms of market share, EADS is among the top two manufacturers of commercial aircraft, civil helicopters, commercial space launch vehicles and missiles, and a leading supplier of military aircraft, satellites and defence electronics. In 2012, it generated

approximately 79% of its total revenues in the civil sector and 21% in the defence sector. As of 31 December 2012, EADS' active headcount was 140,405 employees.

EADS organises its businesses into the following four operating Divisions: (i) Airbus (including Airbus Commercial and Airbus Military), (ii) Eurocopter, (iii) Astrium, and (iv) Cassidian.

2. Summary 2012

2012 was a year of successful transition, continuous growth and sustained progress for EADS. Despite a difficult macro-economic environment, EADS improved its year-on-year operating performance, driven by strong commercial activities at Airbus and rising services activities at Eurocopter and Astrium.

When EADS started the year 2012 it set itself the following "EADS Group Priorities for 2012", which were shared with all employees:

1. Focus management on engagement, people skills and gender diversity; promote accordingly
2. Enhance profitability, generate cash and increase value creation
3. Execute on current programmes and improve engineering efficiency
4. Protect current and future governmental programmes in times of budget constraints
5. Identify organic and external business growth in the US and emerging countries
6. Enforce integrity and transparency in our key processes and set industry standards in both business ethics and Enterprise Risk Management
7. Foster innovation and entrepreneurship

8. Implement and deliver on services ambitions

9. Improve eco-efficiency of our products and industrial processes

10. Ensure a smooth and efficient transition process

For the full year 2012, EADS' revenues increased by 15% to €56.5 billion. This strong performance was driven mainly by higher volume and more favourable US dollar rates at Airbus Commercial as well as solid increases at Eurocopter and Astrium. Revenues at Eurocopter and Astrium were boosted by the services businesses, including Vector Aerospace and Vizada. These companies, which were acquired in 2011, contributed around €1.5 billion to the 2012 revenues. Despite the overall defence environment, defence revenues were flat compared to 2011. Physical deliveries remained strong with a record 588 aircraft for Airbus Commercial, 29 aircraft for Airbus Military, 475 helicopters at Eurocopter and the 53rd consecutive successful Ariane 5 launch.

EADS achieved double-digit revenue and profit growth during 2012, while further increasing the order backlog. Going-forward, the focus on bottom line growth and the dedication to profitability remain pivotal. If anything, the new governance, the new shareholder structure and the new Board as of end March 2013 aims to further energise the Company and its employees on their successful international growth path.

3. Corporate Governance

3.1 Management and Control

Board of Directors meetings 2012

The Board of Directors met 11 times during 2012 and was regularly informed of developments through business reports from the Chief Executive Officer, including strategic and operational plans. The average attendance rate at such meetings remained stable at 86%.

Throughout 2012, the Board of Directors monitored the progress of significant programmes, such as A350 XWB, A400M, A380, NH90, and Saudi Border Security. It was kept regularly informed about the A350 XWB programme development progress as well as the A380 wing rib feet challenges.

The Board of Directors also addressed EADS' strategy (including the competitive environment) and undertook post-merger integration reviews on recent acquisitions such as Vector Aerospace and Vizada. Furthermore, the Board approved the single-aisle Final Assembly Line investment in Mobile, Alabama (USA), which is bringing the production of the industry-leading A320 family to the world's largest market for single-aisle jetliners.

In line with the ambitious objectives of Vision 2020, the Board supported the management in its evaluation and negotiation of a merger between EADS and BAE Systems. The initiative was based on sound industrial logic and represented an opportunity to create a combination of two complementary companies greater than the sum of the parts. The effort was discontinued when it appeared that the interest of the parties' home country governments could not be reconciled adequately, and that the length of the process would be disruptive to the Company.

Finally, following a review of lessons learned from the abandoned merger project, the Board supported management to negotiate the renouncement by the principal shareholders of their control rights and the establishment of the new governance agreed in the Multiparty Agreement. During the merger evaluation and the governance discussions, the Board protected the integrity of its

work by setting up appropriate working groups, subcommittees and information sharing procedures to avoid risks of conflict of interest, and to shelter certain Directors from the risk of insider knowledge. Throughout this period, the Independent Directors played a major role.

Moreover, the Board of Directors focused on the Group's financial results and forecasts, asset management, supply chain challenges, the services business, compliance in key business processes and in major programmes, as well as efficiency and innovation initiatives. It reviewed Enterprise Risk Management ("ERM") results, export control regulations, investor relations and financial communication policy, and legal risks. The Board also discussed further actions resulting from the third EADS engagement survey.

Finally, the Board of Directors focused on governance issues and succession planning, ensuring a smooth Board and management transition. The recommendations for the respective appointments were prepared diligently by the Board of Directors, applying the succession process under the Governance of EADS, which was updated in October 2007. The process identified the best possible candidates for the composition of the Board of Directors as well as the top Executive management positions.

Board Assessment 2012

The Board of Directors carries out an assessment of its performance annually and a more thorough assessment is conducted every three years by independent consultants. Due to the transition of Board and management in mid-year, and in view of the significant changes in Governance, and Board composition, following the Extraordinary General Meeting ("EGM") in March 2013, the Board decided to forego a Board assessment in 2012. The next Board assessment will be conducted in 2013.

3.2 Dutch Corporate Governance Code

In accordance with Dutch law and with the provisions of the Dutch corporate governance code as amended at the end of 2008 (the “**Dutch Code**”), which includes a number of non-mandatory recommendations, the Company either applies the provisions of the Dutch Code or, if applicable, explains and gives sound reasons for their non-application. While EADS, in its continuous efforts to adhere to the highest standards, applies most of

the current recommendations of the Dutch Code, it must, in accordance with the “apply or explain” principle, provide the explanations include in the Board of Report which is part of the documentation for the General Meeting (section 4.2).

For the full text of the Dutch Code, please refer to www.commissiecorporategovernance.nl.

3.3 Ethics and Compliance Programme

The Board appointed the EADS Group Chief Compliance Officer (“**CCO**”) to design and implement the EADS Ethics and Compliance Programme, which supports the Group’s commitment to adhering to the highest ethical and compliance standards in order to sustain the Group’s global competitiveness. The CCO heads the Group-wide compliance organisation which operations are overseen by the Audit Committee.

The EADS Ethics and Compliance Programme seeks to ensure that Group business practices conform to applicable laws and regulations as well as to ethical business principles endorsed

by the Group. It also seeks to promote a culture of integrity and transparency. A key programme element consists of the Group Ethics Code, “Integrity & Transparency” (available on the Company’s website www.eads.com), which provides the daily behaviour of all EADS employees.

Programme progress reports are quarterly presented to the Board of Directors’ Audit Committee. Additionally, the EADS Group CCO established a bi-annual Compliance Report to the Audit Committee on compliance allegations.

3.4 EADS’ Remuneration policy

3.4.1 Detailed Remuneration Policy

3.4.1.1 Non-Executive Members of the Board of Directors

Each non-Executive Member of the Board of Directors receives an annual fixed fee of €80,000, as well as a fee for participation in Board meetings of €5,000 per meeting attended. The Chairman of the Board receives an annual fixed fee of €180,000 for carrying out this role, as well as a fee for participation in Board meetings of €10,000 per meeting attended.

The Chairmen of each of the Board Committees receive an additional annual fixed fee of €30,000. The Members of each of the Board Committees receive an additional annual fixed fee of €20,000 for each Committee membership. Committee chairmanship and committee membership annual fees are cumulative if the concerned non-Executive Members of the Board belong to two different Committees.

Non-Executive Members of the Board of Directors are not entitled to variable remuneration or grants under EADS’ long-term incentive plans (“**LTIP**”).

3.4.1.2 Chief Executive Officer

The Chief Executive Officer, the sole Executive Member of the Board of Directors, does not receive fees for participation in Board meetings or any dedicated compensation as Member of the Board. Rather, the remuneration policy for the Chief Executive Officer for

2012 (as well as the other Members of the Executive Committee) is designed to balance short-term operational performance with the mid- and long-term objectives of the Company and consists of the following main elements:

Remuneration Element	Main drivers	Performance measures	% of total target remuneration/ % of vesting
Base salary	Rewards market value of job/position	Not applicable	<ul style="list-style-type: none"> Former EADS CEO Louis Gallois: 45% of total target remuneration⁽¹⁾ EADS CEO Thomas Enders: 50% of total target remuneration⁽¹⁾ Other Members of the Executive Committee: 50% of total target remuneration
Annual variable remuneration	Rewards annual performance based on achievement of Company performance measures and individual/team objectives, including financial and non-financial targets and behaviours	Collective part (50% of target variable remuneration): EBIT* (50%), Free Cash Flow (50%)	<ul style="list-style-type: none"> Former EADS CEO Louis Gallois: 55% of total target remuneration (range from 0% to 200%)⁽¹⁾ EADS CEO Thomas Enders: 50% of total target remuneration (range from 0% to 200%)⁽¹⁾
		Individual part (50% of target variable remuneration): achievement of annual individual objectives	<ul style="list-style-type: none"> Other Members of the Executive Committee: 50% of total target remuneration (range from 0% to 200%)
Long-term incentive plans	Rewards long-term Company performance and engagement on financial targets	The number of performance units which will vest is based on 3 year absolute average earnings per share at EADS level	Vested performance units will range from 50% to 150% of initial grant ⁽²⁾

(1) For Louis Gallois, former CEO of EADS, until 31 May 2012. For Thomas Enders, CEO of EADS, since 1 June 2012.

(2) In case of absolute negative results during the performance period, the Board of Directors can decide to review the vesting of the performance units including the 50% portion which is not subject to performance conditions (additional vesting condition).

The individual performance targets of the Chief Executive Officer for 2012 were the “EADS Group Priorities for 2012” (see – Chapter 2 – “Summary 2012” of this document). The Board of Directors determined that the performance of both CEOs towards these priorities has been excellent, impacting the Individual Part of the Annual Variable Remuneration (see description above). In that respect, the Board emphasised the determining influence of both CEOs on EADS’ business achievements, the changes in the EADS governance structure, and their commitment towards the evolution of EADS’ culture. Furthermore, the Board recognised also their commitment to risk management and compliance.

The collective part of the Annual Variable Remuneration of the Chief Executive Officer for 2012 was determined on the basis of EADS Group stretched financial targets. These stretched targets (Reported EBIT* of €2.5 billion and Free Cash Flow before customer financing and M&A of €0.6 billion) were giving right to a 150% payout of the collective part of Annual Variable Remuneration.

With regards to the EBIT* criteria, the variable payout has been set from 0 to 200%: the spread of the EBIT* target (in percent of revenues) has been decided as being +/-1.5% from the 100% target.

For the cash criteria (FCF), the same logic applies but with a +/-2.5% (in percent of revenues) variation measurement against 100% target.

These targets have been established in the financial target setting process (see – Section 4.3.1.1. of the Board Report) and have also been overachieved.

Furthermore, the Chief Executive Officer (as well as the other Members of the Executive Committee) is entitled to pension and other benefits as described below.

3.4.1.3 Annual Variable Remuneration

Each year, variable remuneration in cash can be earned based on the achievement of specific and challenging targets, and is calculated on the basis of two equal components:

- Collective Financial Targets (representing 50% of the annual variable remuneration) to reward Company performance at Group level or Division level (if applicable). EBIT* and Free Cash Flow are the financial indicators chosen to measure Company performance in 2012 (EBIT* weighted at 50%, Free Cash Flow weighted at 50%); and

* Unless otherwise indicated, EBIT* figures presented in this report are Earning before Interest and Taxes, pre-goodwill impairment and exceptional.

- Individual Targets (representing 50% of the annual variable remuneration) to reward individual performance measured against the achievement of individual/team objectives, which also comprise non-financial indicators that are relevant to the Company's long-term value creation and behavioural objectives.

Based on the level of performance, the collective as well as the individual achievement can vary from 0% to 200% of the target variable remuneration. An achievement of 100% for both individual and collective financial targets would indicate meeting personal and Company performance targets.

As indicated in section 4.3.1.1 of the Board Report, (i), for the setting of collective financial targets 2013, it has been decided to introduce the RoCE metric in addition to the EBIT* and Free Cash Flow on Group and Divisional level. The respective weight of the three components will be as follows: 45% EBIT*, 45% Free Cash Flow, 10% RoCE. In 2014, the weight of the RoCE criteria may further increase.

Long-Term Incentive Plans (“LTIP”)

The EADS LTIP consists of performance units and restricted units, and is a general tool for talent retention and promotion of long-term value creation.

Performance units are rights to receive a payment in cash based on the value of the EADS share on the respective vesting dates. They are granted to Group executives based on their hierarchical level. Vesting of these units is conditional upon mid-term business performance. The average vesting period is four years and three months.

Restricted units are also rights to receive a payment in cash based on the value of the EADS share on the respective vesting dates. They are granted to selected individuals to reward personal performance and potential. Vesting of these units is subject to continued employment of the relevant individual in the Group.

Should the performance criteria be met and/or provided that the executive is still employed by the Company or any of its Group companies, the vesting of the performance and restricted units entitles the executives/selected individuals to four payments in cash between 3.5 and 5 years (average four years and three months); each payment representing 25% of the vested units. The Board of Directors decided in December 2012, that the vesting for EADS Executive Committee Members will be to 50% to 75% of its value distributed in cash, and to 25% to 50% in an

“unfunded share promise”. This “unfunded share promise” will give EADS Executive Committee Members the right to receive the corresponding number of EADS shares at the 4th vesting date of the EADS performance and restricted units plan vesting schedule.

A minimum of 50% of performance units will vest; 100% in case of on-target performance achievement; up to a maximum of 150% in case of overachievement of performance criteria. Until and including LTIP 2009, the performance criteria has been the cumulative EADS Group EBIT* of two consecutive years measured against the targets set in the respective Operative Planning. Since LTIP 2010, the performance criteria changed to “three years absolute average earnings per share” of the EADS Group based on a specific target setting by the EADS Board of Directors.

In case of absolute negative results (cumulative EBIT* of EADS Group) during the performance period, the Board can decide to review the vesting of the Performance units including the 50% portion which is not subject to performance conditions (additional vesting condition).

In addition, and in order to strengthen the alignment of EADS top management with long-term growth objectives, the Board has requested that EADS Executive Committee Members acquire and hold in the future – without specific delay – EADS shares in a value equal to their individual contractual “Total Target Remuneration”.

In December 2012, the Board approved the granting of 2,121,800 performance units on target and 623,080 restricted units to 1,797 EADS executives and selected non-executives.

The proposed 2013 LTIP would be a performance and restricted unit plan, with the same general principles as described above. The plan would offer the granting of about 4,000,000 (or more) performance and restricted units on target. This number of allocations will be strongly dependent on the number of beneficiaries and on the evolution of the share price used as calculation basis at grant date (face value methodology). The value of each unit would be based on an average price of the EADS share at the respective dates of vesting. The grant value of the performance units granted to the Chief Executive Officer will not represent more than 50% of his total target remuneration.

The size of the annual EADS LTIP grant will be adjusted to reflect the face value policy decided by the Board of Directors for the different EADS executive categories at target level.

3.4.2 Remuneration of the Members of the Board

The amounts of the various components constituting the remuneration granted to the Chief Executive Officer and to non-Executive Directors during 2012, together with additional information such as the number of performance units and details of the pension benefits entitlements of the Chief Executive Officer, are set out in “Notes to the Company Financial Statements – Note 11: Remuneration”.

They are summarised below as well:

3.4.2.1 Total Remuneration and Related Compensation Costs

The total remuneration and related compensation costs of the Members of the Board of Directors and former Directors related to 2012 and 2011 can be summarised as follows:

Non-Executive Members of the Board of Directors (in €)	2012	2011
Fixed Fees ⁽¹⁾	1,158,335	1,170,000
Fees for participation in meetings	510,000	425,000

(1) The Fixed Fees related to 2011 were paid in 2012; the Fixed Fees related to 2012 will be paid in 2013.

Executive Members of the Board of Directors (in €)	2012	2011
Base Salary Louis Gallois (1 January to 31 May 2012)	412,500	990,000
Variable Pay (related to reporting period 1 January to 31 May 2012) including the part paid by EADS N.V.) Louis Gallois	830,615	1,993,475
Base Salary Thomas Enders (1 June to 31 December 2012)	816,669	N/A
Variable Pay (related to reporting period 1 June to 31 December 2012) including the part paid by EADS N.V.) Thomas Enders	1,278,083	N/A

The cash remuneration of the non-Executive Members of the Board of Directors related to 2012 was as follows:

2012	Fixed Fees ⁽¹⁾ in €	Fees for participation in meetings in €	Total in €
Directors			
Bodo Uebber	157,500	55,000	212,500
Rolf Bartke	41,667	15,000	56,667
Dominique D’Hinnin	120,000	55,000	175,000
Juan Manuel Eguiagaray Ucelay	33,333	15,000	48,333
Arnaud Lagardère	164,167	80,000	244,167
Hermann-Josef Lamberti	130,000	50,000	180,000
Lakshmi N. Mittal	80,000	40,000	120,000
Sir John Parker	130,000	50,000	180,000
Michel Pébereau	100,000	40,000	140,000
Josep Piqué i Camps	46,667	35,000	81,667
Wilfried Porth	108,334	35,000	143,334
Jean-Claude Trichet	46,667	40,000	86,667
TOTAL	1,158,335	510,000	1,668,335

(1) The fixum will be paid in 2013.

The cash remuneration of the Executive Member of the Board of Directors related to 2012 was as follows:

2012	Base Salary in €	Variable Pay in € related to 2012
Directors		
Louis Gallois (1 January to 31 May 2012)	412,500	830,615
Thomas Enders (1 June to 31 December 2012)	816,669	1,278,083

3.4.2.2 Long-Term Incentives

The table below gives an overview of the performance units granted to the Chief Executive Officer in 2012 pursuant to the LTIP:

	Unit plan: number of performance units ⁽¹⁾	
	Granted in 2012	Vesting dates
Thomas Enders	50,300	Vesting schedule is made up of 4 payments over 2 years: (i) 25% expected in May 2016; (ii) 25% expected in November 2016; (iii) 25% expected in May 2017; (iv) 25% expected in November 2017.

(1) Vesting of all Performance units granted to the Chief Executive Officer is subject to performance conditions. No long-term incentive was granted to the former EADS CEO, Louis Gallois.

3.4.2.3 Pension Benefits

The twelve Members of the Executive Committee have pension promises as part of their employment agreements. The general policy is to give them annual pensions of 50% of their annual base salary upon reaching five years of service in the Executive Committee of EADS, payable once they reach retirement age.

These rights can gradually increase to 60% after a second term, usually after ten years of service in the EADS Executive Committee. However, in order to reach this 60% replacement ratio the respective Member of the Executive Committee must also have twelve years of seniority within the Group.

These pension schemes have been implemented through collective executive pension plans in France and Germany. These pension promises have also separate rules e.g. for minimum length of service and other conditions to comply with national regulations.

The former Chief Executive Officer, Louis Gallois, has retired 1 June 2012, with a pension promise worth €3,869,637 (defined benefit obligation (*i.e.* the book cash value)).

For the Chief Executive Officer, Thomas Enders, the amount of the pension defined benefit obligation (*i.e.* the book cash value) amounted to €11,800,233 as of 31 December 2012, while the amount of current service and interest cost related to his pension promise accounted for the fiscal year 2012 represented an expense of €1,000,769. This obligation has been accrued in the Consolidated Financial Statements. Such higher defined benefit obligation for the Company pension of Thomas Enders results from EADS Executive Committee pension policy as described above and takes into account (1) the seniority of Thomas Enders in EADS and its Executive Committee and (2) the significant lower public pension promise deriving from the German social security pension system, compared to public pensions resulting from the membership in the French public pension system. These above mentioned public pension promises are off-set positions, which reduce the ultimate pensions paid by the Company.

Non-Executive Members of the Board do not receive pension benefits.

3.4.2.4 Termination Indemnity

As part of his mandate contract, the Chief Executive Officer is entitled to a termination indemnity when the departure results from a decision by the Company in case of change in control or change in the Company's strategy. Payment of the termination indemnity is also subject to performance conditions as fixed and assessed by the Board of Directors. The termination indemnity, if applicable, would amount to a maximum of 18 months of annual total target remuneration.

The former Chief Executive Officer, Louis Gallois, reached the age of 65 in 2009 and retired in 2012, without any payment of a termination indemnity.

Non-Executive Members of the Board of Directors do not have a termination indemnity.

3.4.2.5 Non-competition Clause

A non-competition clause is included in the terms of the Chief Executive Officer's mandate, applicable for one-year starting at the end of the mandate contract, and renewable for another year at the Company's initiative. The clause envisages a compensation equal to 50% of the last target annual salary, defined as the base salary plus the last paid annual variable remuneration.

The application of the clause is subject to a Board of Directors decision.

The former Chief Executive Officer, Louis Gallois, has acknowledged EADS' expectations with regards to his non-competition clause when retiring. However, both EADS and Louis Gallois agreed not to formally enforce this non-competition clause hence no related payment has been made.

3.4.2.6 Other Benefits

The Chief Executive Officer, Thomas Enders, is entitled to a Company car. The residual value of his Company car was worth €57,134 (excluding VAT) as of 31 December 2012.

3.4.3 Employee Share Ownership Plan

EADS supports employee share ownership. Since its creation, EADS has regularly offered qualifying employees the opportunity to purchase EADS shares on favourable terms through Employee Share Ownership Plans (“ESOP”).

In June 2012, EADS has invited employees of the Group to subscribe for EADS shares matched with free shares based on a defined ratio. This ratio varied depending on the number of shares acquired at fair market value by the employees, with a maximum discount of 50% for 10 shares acquired and a minimum of 21% discount for 400 shares acquired. The maximum number of shares an employee could acquire was fixed by the Board of Directors at 400 leading to 507 shares received by the employee. The discount percentage calculation refers to the share price reduction considering the number of shares acquired versus the initial investment.

In France, employees could subscribe their shares through a mutual fund (“FCPE”) forming part of the Group Savings plan.

Non-Executive Members of the Board were not eligible for free shares.

Future ESOP

The Company intends to implement an ESOP in 2013, subject to approval by the Board of Directors. The 2013 ESOP is expected to be a share matching plan whereby the Company would match

a certain number of directly acquired shares with a grant of free shares. The total offering would be up to approximately 3.2 million shares of the Company, *i.e.* up to 0.39% of its issued share capital, open to all qualifying employees (including the Chief Executive Officer). Under the umbrella of ESOP 2013, a dedicated UK tax saving plan (Share Incentive Plan – SIP) has been deployed in December 2012 subject to the decision of the Board of Directors in May 2013.

Non-Executive Members of the Board are not eligible to participate in future ESOP.

3.4.4 Policy for Loans and Guarantees Granted

EADS’ general policy is not to grant any loan to the Members of the Board of Directors. Unless the law provides otherwise, the Members of the Board of Directors shall be reimbursed by the Company for various costs and expenses, like reasonable costs of defending claims. Under certain circumstances, such as an act or failure to act by a Member of the Board of Directors that can be characterised as intentional, intentionally reckless, or seriously culpable, there will be no entitlement to this reimbursement. The Company has also taken out liability insurance (“D&O” – Directors & Officers) for the persons concerned.

4. Financial and Other Highlights

EADS' Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

4.1 Revenues

For the full year 2012, EADS' revenues increased by 15% to €56.5 billion (FY 2011: €49.1 billion). This strong performance was driven mainly by higher volume and more favourable US dollar rates at Airbus Commercial as well as solid increases at Eurocopter and Astrium. Revenues at Eurocopter and Astrium were boosted by

the services businesses, including Vector Aerospace and Vizada. The companies acquired in 2011 contributed around €1.5 billion to the 2012 revenues. Despite the overall defence environment, defence revenues were flat compared to 2011.

4.2 EBIT Pre-Goodwill Impairment and Exceptionals

EADS uses EBIT pre-goodwill impairment and exceptionals as a key indicator of its economic performance. The term "exceptionals" refers to such items as depreciation expenses of fair value adjustments relating to the EADS merger, the Airbus combination and the formation of MBDA, as well as impairment charges thereon. In the following, EBIT pre-goodwill impairment and exceptionals is earmarked as EBIT*.

EADS' reported EBIT* increased to €2,186 million (FY 2011: €1,696 million) with one-off charges totalling €820 million booked during the year.

Of these total one-off charges, €522 million were booked at Airbus during 2012, including the anticipated €251 million on the A380 related to the wing rib feet repair. The A350 XWB charge of €124 million to reflect the latest programme update is unchanged since H1 2012. Good progress is being made on the A350 XWB programme but it remains challenging and there is no room left in the schedule. Also included are the €76 million charges related to the Hawker Beechcraft Programme closure booked in the third quarter and a €71 million charge for the foreign exchange impact on pre-delivery payments mismatch and balance sheet revaluation. At Eurocopter, the on-going renegotiation of certain contracts for governmental customers resulted in a €100 million charge in the fourth quarter. At Cassidian, a total of €198 million of charges were booked in the final quarter to reflect restructuring costs in line with the business transformation (€98 million) and a charge related to portfolio de-risking (€100 million), in particular for the secure systems and solutions business.

EBIT* before one-off (adjusted EBIT*) – an indicator capturing the underlying business margin by excluding material non-recurring charges or profits caused by movements in provisions related to programmes and restructurings or foreign exchange impacts – increased sharply to €3.0 billion (FY 2011: €1.8 billion) for EADS and to around €1.8 billion for Airbus (FY 2011: around €0.5 billion). The Group performance was driven by the strong underlying performance at Airbus Commercial while Eurocopter and Astrium also delivered absolute increases to the EBIT* before one-off.

Net Income increased by 19% to €1,228 million (FY 2011: €1,033 million), or earnings per share of €1.50 (FY 2011: €1.27). The Net Income* before one-off increased to €1,838 million (FY 2011: €1,132 million). These increases reflect the improvement in the underlying operating performance. Net Income* before one-off is the Net Income stripped of the EBIT* one-offs. It excludes other financial result (except the unwinding of discount on provisions) and all tax effects on the mentioned items. Net Income* before one-off is the Net Income before one-off pre-goodwill and exceptionals net of tax.

The finance result amounted to €-453 million (FY 2011: €-220 million). The 2012 interest result of €-285 million (FY 2011: €13 million) deteriorated partly due to lower interest income as a function of the high quality of investments. In addition, the 2011 interest result included a positive one-time release of €120 million due to the termination of the A340 programme. The other financial result amounts to €-168 million (FY 2011: €-233 million), reflecting an improved impact from the foreign exchange revaluation compared to 2011. This line also includes the unwinding of discounted provisions.

TABLE 1 – EBIT* AND REVENUES BY DIVISION

By Division (Amounts in € million)	EBIT*			Revenues		
	<i>FY 2012</i>	<i>FY 2011</i>	<i>Change</i>	<i>FY 2012</i>	<i>FY 2011</i>	<i>Change</i>
Airbus Division ⁽¹⁾	1,230	584	+111%	38,592	33,103	+17%
<i>Airbus Commercial</i>	1,125	543	+107%	36,943	31,159	+19%
<i>Airbus Military</i>	93	49	+90%	2,131	2,504	-15%
Eurocopter	311	259	+20%	6,264	5,415	+16%
Astrium	312	267	+17%	5,817	4,964	+17%
Cassidian	142	331	-57%	5,740	5,803	-1%
Headquarters/Consolidation	142	196	-	(1,457)	(1,409)	-
Other Businesses	49	59	-17%	1,524	1,252	+22%
Total	2,186	1,696	+29%	56,480	49,128	+15%

* Earnings before interest and taxes, pre-goodwill impairment and exceptionals.

(1) The reportable segments Airbus Commercial and Airbus Military form the Airbus Division. Eliminations are treated at the Division level.

4.3 Net Cash

EADS' Net Cash position increased to a solid €12.3 billion (year-end 2011: €11.7 billion) after a cash contribution of €856 million to pension assets and the dividend payment of about €370 million.

Gross Cash comprises "Non-current securities", "Current securities" and "Cash and cash equivalents". For the Net Cash calculation "Long-term financing liabilities" and "Short-term financing liabilities" are deducted from the gross cash.

Free Cash Flow before acquisitions of €1,449 million exceeded expectations. The traditional end of year seasonal payment pattern has been very strong. It resulted in a strong positive swing in fourth

quarter working capital thanks to the high delivery performance and stream of advances and receipts from commercial and government customers. Gross cash flow from operations reflects the strong underlying performance during the year.

The level of capital expenditure was €3.3 billion, reflecting the ramp up in development and series programmes as the Company builds capacity for future volume driven top and bottom line growth. It also includes the capitalised R&D under IAS38. Despite the record level of commercial aircraft deliveries, EADS' customer financing gross exposure was broadly stable compared to the 2011 level.

4.4 Order Intake and Order Book

EADS' order intake amounted to €102.5 billion (FY 2011: €131.0 billion) and reflected continuing commercial momentum across the EADS portfolio. Airbus Military, Eurocopter, Astrium and Cassidian all recorded year-on-year increases in order intake while Airbus Commercial exceeded its order target, booking 914

gross orders for 2012. At the end of December 2012, the Group's order book had increased by 5% to €566.5 billion (year-end 2011: €541.0 billion). The defence order book decreased to €49.6 billion (year-end 2011: €52.8 billion).

TABLE 2 – ORDER INTAKE AND ORDER BOOK BY DIVISION

By Division (Amounts in € million)	Order Intake ⁽²⁾			Order Book ⁽²⁾		
	<i>FY 2012</i>	<i>FY 2011</i>	<i>Change</i>	<i>31 December 2012</i>	<i>31 December 2011</i>	<i>Change</i>
Airbus Division ⁽¹⁾	88,142	117,874	-25%	523,410	495,513	+6%
<i>Airbus Commercial</i>	86,478	117,301	-26%	503,218	475,477	+6%
<i>Airbus Military</i>	1,901	935	+103%	21,139	21,315	-1%
Eurocopter	5,392	4,679	+15%	12,942	13,814	-6%
Astrium	3,761	3,514	+7%	12,734	14,666	-13%
Cassidian	5,040	4,168	+21%	15,611	15,469	+1%
Headquarters/Consolidation	(1,413)	(1,233)	-	(1,112)	(1,467)	-
Other Businesses	1,549	2,025	-24%	2,908	2,983	-3%
Total	102,471	131,027	-22%	566,493	540,978	+5%

(1) The reportable segments Airbus Commercial and Airbus Military form the Airbus Division. Eliminations are treated at the Division level.

(2) Contributions from commercial aircraft activities to EADS Order Intake and Order Book are based on list prices.

4.5 Workforce Information

In 2012, 11,080 employees worldwide entered employment with EADS (8,238 in 2011), while 4,042 employees left the Group (3,666 in 2011). At year-end the EADS workforce had increased to 140,405 (year-end 2011: 133,115). The increase in active workforce was mainly driven by the ramp-up in EADS business activities, which is expected to continue. EADS plans to recruit another 5,000 people in 2013.

In terms of nationalities, 38.5% of EADS employees are from France, 32.9% from Germany, 9.3% from the UK and 8.2% are from Spain. US nationals account for 1.7% of employees. The remaining 9.4% are employees coming from a total of 130 other countries.

Given the growth dynamic and mounting competition for highly qualified staff, capacity to attract talent is a key asset for the Company. In 2012, several independent surveys recognised EADS and its Divisions as employers of choice. According to research conducted by international HR services Company Randstad, amongst experienced professionals EADS and its Divisions were ranked in the top three companies in France, Germany and Spain. In 2012, French engineering students ranked EADS Europe's number one employer according to both the Trendence and Universum graduate surveys.

4.6 Dividend Pay-out

Based on earnings per share (EPS) of € 1.50, the EADS Board of Directors proposes payment on 5 June 2013 of a gross dividend of € 0.60 per share to the Annual General Meeting of Shareholders (FY 2011: € 0.45 per share). The record date should be 4 June 2013.

It is converging towards a pay-out ratio in line with sector and industry peers. From a Board perspective, as the Company is maturing, this dividend pay-out shall be the orientation for the future.

Financial Statements – Summary

The Financial Statements 2012 are available on EADS website www.eads.com (Investor Relations).

1. EADS N.V. — Consolidated Financial Statements (IFRS)

EADS N.V. — Consolidated Income Statements (IFRS) for the years ended 31 December 2012 and 2011

(in € million)	2012	2011
Revenues	56,480	49,128
Cost of sales	(48,545)	(42,285)
Gross margin	7,935	6,843
Selling expenses	(1,192)	(981)
Administrative expenses	(1,672)	(1,427)
Research and development expenses	(3,142)	(3,152)
Other income	184	359
Other expenses	(229)	(221)
Share of profit from associates accounted for under the equity method	241	164
Other income from investments	6	28
Profit before finance costs and income taxes	2,131	1,613
Interest income	237	377
Interest expense	(522)	(364)
Other financial result	(168)	(233)
Total finance costs	(453)	(220)
Income taxes	(449)	(356)
Profit for the period	1,229	1,037
Attributable to:		
Equity owners of the parent (Net income)	1,228	1,033
Non-controlling interests	1	4
Earnings per share	€	€
Basic	1.50	1.27
Diluted	1.50	1.27

EADS N.V. – Consolidated Statements of Financial Position (IFRS) at 31 December 2012 and 2011

(in € million)	2012	2011
Assets		
Non-current assets		
Intangible assets	13,422	12,786 ⁽¹⁾
Property, plant and equipment	15,196	14,146 ⁽¹⁾
Investment property	72	74
Investments in associates accounted for under the equity method	2,662	2,677
Other investments and other long-term financial assets	2,115	2,352 ⁽¹⁾
Non-current other financial assets	1,386	631
Non-current other assets	1,415	1,253
Deferred tax assets	4,518	4,318 ⁽¹⁾
Non-current securities	5,987	7,229
	46,773	45,466
Current assets		
Inventories	23,216	22,563
Trade receivables	6,790	6,394 ⁽¹⁾
Current portion of other long-term financial assets	287	172
Current other financial assets	1,448	1,739
Current other assets	2,046	2,253
Current tax assets	458	339
Current securities	2,328	4,272
Cash and cash equivalents	8,756	5,284
	45,329	43,016
Total assets	92,102	88,482
Equity and liabilities		
Equity attributable to equity owners of the parent		
Capital stock	827	820
Share premium	7,253	7,519
Retained earnings	900	471
Accumulated other comprehensive income	1,513	153
Treasury shares	(84)	(113)
	10,409	8,850
Non-controlling interests	25	15 ⁽¹⁾
Total equity	10,434	8,865
Non-current liabilities		
Non-current provisions	9,816	9,144 ⁽¹⁾
Long-term financing liabilities	3,506	3,628
Non-current other financial liabilities	7,458	8,193
Non-current other liabilities	10,524	9,817 ⁽¹⁾
Deferred tax liabilities	1,504	1,043 ⁽¹⁾
Non-current deferred income	212	290
	33,020	32,115
Current liabilities		
Current provisions	6,045	5,856 ⁽¹⁾
Short-term financing liabilities	1,273	1,476
Trade liabilities	9,917	9,630
Current other financial liabilities	1,715	1,687
Current other liabilities	28,183	27,670
Current tax liabilities	458	308
Current deferred income	1,057	875
	48,648	47,502
Total liabilities	81,668	79,617
Total equity and liabilities	92,102	88,482

(1) Please refer to "Notes to the Consolidated Financial Statements (IFRS) – Note 4: Acquisitions and disposals" in the Financial Statements 2012 available on EADS website. Comparative information is adjusted retrospectively in accordance with IFRS 3.45. Main changes comprise: Intangible assets by € +41 million, property, plant and equipment by € -13 million, other investments and long-term financial assets by € -26 million, non-controlling interests by € -5 million and non-current provisions by € +19 million.

EADS N.V. – Consolidated Statements of Cash Flows (IFRS) for the years ended 31 December 2012 and 2011

(in € million)	2012	2011
Profit for the period attributable to equity owners of the parent (Net income)	1,228	1,033
Profit for the period attributable to non-controlling interests	1	4
<i>Adjustments to reconcile profit for the period to cash provided by operating activities:</i>		
Interest income	(237)	(377)
Interest expense	522	364
Interest received	198	417
Interest paid	(351)	(307)
Income tax expense	449	356
Income taxes paid	(219)	(100)
Depreciation and amortisation	2,053	1,884
Valuation adjustments	318	(408)
Results on disposals of non-current assets	(21)	(29)
Results of companies accounted for by the equity method	(241)	(164)
Change in current and non-current provisions	216	230
Change in other operating assets and liabilities:	(76)	1,386
• Inventories	(1,526)	(1,640)
• Trade receivables	(260)	447
• Trade liabilities	754	806
• Advance payments received	1,243	1,965
• Other assets and liabilities	(141)	(327)
• Customer financing assets	30	246
• Customer financing liabilities	(176)	(111)
Cash provided by operating activities	3,840	4,289
Investments:		
• Purchases of intangible assets, Property, plant and equipment	(3,270)	(2,197)
• Proceeds from disposals of intangible assets, Property, plant and equipment	73	79
• Acquisitions of subsidiaries, joint ventures, businesses and non-controlling interests (net of cash)	(201)	(1,535)
• Proceeds from disposals of subsidiaries (net of cash)	0	18
• Payments for investments in associates, other investments and other long-term financial assets	(328)	(312)
• Proceeds from disposals of associates, other investments and other long-term financial assets	232	77
• Dividends paid by companies valued at equity	46	50
Payments for investments in securities	(3,237)	(11,091)
Proceeds from disposals of securities	6,659	10,713
Cash (used for) investing activities	(26)	(4,198)
Increase in financing liabilities	380	813
Repayment of financing liabilities	(505)	(399)
Cash distribution to EADS N.V. shareholders	(369)	(178)
Dividends paid to non-controlling interests	(10)	(5)
Changes in capital and non-controlling interests	144	(65)
Change in treasury shares	(5)	(1)
Cash (used for) provided by financing activities	(365)	165
Effect of foreign exchange rate changes and other valuation adjustments on cash and cash equivalents	23	(2)
Net increase (decrease) in cash and cash equivalents	3,472	254
Cash and cash equivalents at beginning of period	5,284	5,030
Cash and cash equivalents at end of period	8,756	5,284

**EADS N.V. – Consolidated Statements of Comprehensive Income (IFRS)
 for the years ended 31 December 2012 and 2011**

(in € million)	2012	2011
Profit for the period	1,229	1,037
Currency translation adjustments for foreign operations	(46)	(25)
Effective portion of changes in fair value of cash flow hedges	1,047	(365)
Net change in fair value of cash flow hedges transferred to profit or loss	917	(171)
Net change in fair value of available-for-sale financial assets	189	(20)
Actuarial gains (losses) on defined benefit plans	(1,031)	(747)
Changes in other comprehensive income from investments accounted for using the equity method	(211)	129
Tax on income and expense recognised directly in equity	(278)	331
Other comprehensive income, net of tax	587	(868)
Total comprehensive income of the period	1,816	169
Attributable to:		
Equity owners of the parent	1,817	163
Non-controlling interests	(1)	6

2. Company Financial Statements

Balance Sheet of the Company Financial Statements

(in € million)	At 31 December 2012	At 31 December 2011
Assets		
Fixed assets		
Goodwill	4,354	4,354
Financial fixed assets	11,337	9,802
Non-current securities	5,786	7,103
	21,477	21,259
Non-fixed assets		
Receivables and other assets	8,654	6,362
Current securities	2,228	4,140
Cash and cash equivalents	6,962	3,394
	17,844	13,896
Total assets	39,321	35,155
Liabilities and stockholders' equity		
Stockholders' equity⁽¹⁾		
Issued and paid up capital	827	820
Share premium	7,253	7,519
Revaluation reserves	146	(1,207)
Legal reserves	4,143	3,544
Treasury shares	(84)	(113)
Retained earnings	(3,104)	(2,746)
Result of the year	1,228	1,033
	10,409	8,850
Non current liabilities		
Financing liabilities	3,078	3,090
	3,078	3,090
Current liabilities		
Other current liabilities	25,834	23,215
	25,834	23,215
Total liabilities and stockholders' equity	39,321	35,155

(1) The balance sheet is prepared before appropriation of the net result.

Income Statement of the Company Financial Statements

(in €m)	2012	2011
Income from investments	1,168	1,010
Other results	60	23
Net result	1,228	1,033

Useful Information

How to attend the meeting

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

By car

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

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 metres, 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 Lelystad Centrum, Hilversum or Utrecht Centraal to the first stop (Zuid Station), and then, follow the hereafter indications.
- **Third itinerary:** Take a stop train, direction Hilversum or Almere Oostvaarders to the 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 metres, 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 metres, 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 65, direction Station Zuid, to the seventh stop (Scheldestraat, see the map ●). Walk in Churchillaan for 100 metres, and then turn left in Ferdinand Bolstraat. After 100 metres, just after the bridge, Hotel Okura appears on your right hand side. Walking time: 3 minutes.

From Zuid Station

Take the bus number 65, direction KNSM Eiland, to the fourth stop (Scheldestraat, see the map ●). Walk in Churchillaan for 100 metres, and then turn left in Ferdinand Bolstraat. After 100 metres, Hotel Okura appears on your right hand side, just after the bridge. Walking time: 3 minutes.



www.eads.com

Shareholders Information

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European Aeronautic Defence and Space Company EADS N.V.

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