# Information notice

### **ANNUAL GENERAL MEETING**



# on Wednesday 27 May 2009 at 2 p.m.

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

| Ways of Participating in the Meeting                               | 2  |
|--|----|
| Agenda   | 3  |
| Text of the Resolutions Proposed by the Board of Directors         | 4  |
| Executive Summary  | 6  |
| Presentation of the Resolutions Proposed by the Board of Directors | 15 |
| Financial Statements – Summary                                     | 17 |
| Useful Information   | 22 |



# Ways of Participating in the Meeting

In order to participate in the meeting, please choose one of the following options. detailed below:

- I. TO GRANT A POWER OF ATTORNEY TO THE CHAIRMAN
- II. TO PROVIDE VOTING INSTRUCTIONS
- III. TO GRANT A POWER OF ATTORNEY TO A SPECIFIED PERSON;
- IV. TO ATTEND AND TO VOTE AT THE ANNUAL GENERAL MEETING

# I. 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 at this meeting, you must shade box 1 on the voting form/attendance card request (the "Form") attached.

#### II. 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 attached.

#### To express your choice, proceed as follows:

- if you wish to vote FOR a resolution and amendment or new resolution, if any, presented at this meeting, do not shade the corresponding box;
- if you wish to vote AGAINST a resolution and amendment or new resolution, if any, shade the corresponding box.

# III. 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 at this meeting, you must shade and fill out box 3 on the Form attached.

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

# IV. 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 attached in order to receive an admission card.

This card is provided upon request:

- either by your financial broker;
- or by EADS Securities Department, ARLIS,
   6 rue Laurent-Pichat, 75216 Paris Cedex 16, France.

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

Whichever your choice is, whether I, II, III or IV, just shade and fill out the appropriate items on the Form as indicated above. Then **date and sign** before returning it, following the case, to your financial broker or to EADS Securities department.

Your Form must be received:

- by your financial broker no later than Tuesday 19 May 2009, which has to transmit it by the latest on Wednesday 20 May 2009 to EADS Securities Department;
- or by EADS Securities Department no later than Wednesday 20 May 2009.

Any Form received beyond that date will be disregarded.

In any case, if you wish to participate in the meeting, your financial broker or EADS Securities department, shall justify on your behalf your status as a holder of EADS shares.

The Annual General Meeting Documentation (*ie* agenda and text of draft resolutions, Board Report, 2008 audited annual financial statements and auditors' report) is available in English at EADS headquarters in The Netherlands and at EADS head offices at the following addresses:

- 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;

as well as at: **EADS Securities Department, ARLIS**, 6 rue Laurent-Pichat, 75216 Paris Cedex 16, France.

This documentation will also be available on our website www.eads.com (Investor Relations).



# Agenda

- 1 Adoption of the Report of the Board of Directors including the:
  - chapter on corporate governance,
  - policy on dividends.
  - proposed compensation policy and remuneration including rights to subscribe for shares for the Members of the Board of Directors;
- Adoption of the audited accounts for the financial year 2008;
- **3** Approval of the result allocation, distribution and payment date;
- 4 Release from liability of the Members of the Board of Directors;
- 5 Appointment of the auditors for the financial year 2009;
- 6 Amendment of Article 29 paragraph 2 of the Company's Articles of Association;
- **7** Delegation to the Board of Directors of powers to issue shares and to set aside 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; and
- 10 Appointment of Mr. Wilfried Porth as a Member of the Board of Directors.





# Text of the Resolutions Proposed by the Board of Directors

#### FIRST RESOLUTION

#### Adoption of the Report of the Board of Directors

**RESOLVED THAT** the Report of the Board of Directors, as submitted to the Annual General Meeting, including the chapter on corporate governance, the policy on dividends and proposed compensation policy and remuneration including rights to subscribe for shares for the Members of the Board of Directors be and hereby is accepted and adopted.

#### SECOND RESOLUTION

# Adoption of the audited accounts for the financial year 2008

**RESOLVED THAT** the audited accounts for the accounting period from 1 January 2008 to 31 December 2008, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

#### THIRD RESOLUTION

# Approval of the result allocation, distribution and payment date

**RESOLVED THAT** the net profit of  $\in$  1,572 million, as shown in the income statement for the financial year 2008, shall be added to retained earnings and that a payment of a gross amount of  $\in$  0.20 per share shall be made to the shareholders from distributable reserves on 8 June 2009.

#### **FOURTH 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 2008, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2008 or in the Report of the Board of Directors.

#### FIFTH RESOLUTION

# Appointment of the auditors for the financial year 2009

**RESOLVED THAT** the Company's auditors for the accounting period being the financial year 2009 shall be Ernst & Young Accountants L.L.P., whose registered office is at Antonio Vivaldistraat 150, 1083 HP Amsterdam, The Netherlands, and KPMG Accountants N.V., whose registered office is at Fascinatio Boulevard 200, 3065 WB Rotterdam, The Netherlands.

#### SIXTH RESOLUTION

# Amendment of Article 29 paragraph 2 of the Company's Articles of Association

**RESOLVED THAT** the following Article of the Company's Articles of Association shall be amended to reflect changes of Dutch law to read in translation as follows and that both the Board of Directors and the Chief Executive Officer be and hereby are authorised, with powers of substitution, to implement this resolution:

#### "FINANCIAL YEAR AND ANNUAL ACCOUNTS Article 29

2. The Company shall close its books on the thirty-first of December of each year. The Board of Directors shall draw up the annual financial report, consisting of the audited annual accounts, the Board Report and statements as referred to in Article 5:25c Act on Financial Supervision ("WFT") and the Company shall make these generally available within four months therefrom. The audited annual accounts, consisting of a balance sheet, a profit and loss account, explanatory notes and consolidated accounts shall be submitted by the Board of Directors to the General Meeting of shareholders for adoption \*".

<sup>\*</sup> In the original Dutch language: "BOEKJAAR EN JAARREKENING Artikel 29

<sup>2</sup> De boeken van de Vennootschap worden jaarlijks per de één en dertigste december afgesloten. De Raad van Bestuur maakt de jaarlijkse financiële verslaggeving, bestaande uit de door een accountant gecontroleerde jaarrekening, het jaarverslag en de verklaringen als bedoeld in artikel 5:25c Wet op het Financieel Toezicht ("WFT") op en de Vennootschap stelt deze binnen vier maanden na afloop van het boekjaar algemeen verkrijgbaar. De door een accountant gecontroleerde jaarrekening, bestaande uit een balans, een winst- en verliesrekening met toelichting en geconsolideerde jaarrekening wordt door de Raad van Bestuur aan de algemeen vergadering van aandeelhouders ter vaststelling overlegd".





#### 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 1% 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 2011.

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.

#### **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 22,987 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 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 2008 in its seventh resolution.

#### **TENTH RESOLUTION**

# Appointment of Mr. Wilfried Porth as a Member of the Board of Directors

RESOLVED THAT effective at the end of this Annual General Meeting, Mr. Wilfried Porth be appointed as a Member of the Board of Directors.





# **Executive Summary**

#### 1. General Overview

With a workforce of 118,349 employees (at year-end 2008) and revenues of €43.3 billion in 2008, EADS is Europe's number one aerospace and defence company, and the second largest aerospace and defence company in the world.

In terms of market share, EADS is among the top two manufacturers of commercial aircraft and civil helicopters,

commercial space launch vehicles and missiles systems, and a leading supplier of military aircraft, satellites, defence electronics and related services.

In 2008, EADS generated 74.5% of its revenues in the civil sector and 25.5% in the defence sector.

#### 2. Main Events for 2008

EADS delivered satisfactory results in 2008, but is facing challenges in critical programmes. The Group continued to show robust underlying performance and benefited from strong market demand. EADS recorded a remarkable order intake across its product portfolio, receiving more than €98.6 billion in orders for the year. In particular, Airbus aircraft and helicopters deliveries were at historically high levels. The solid cash flow generation and the record net cash position provide some resilience against the financial and economic crisis.

For the full year 2008, EADS delivered an EBIT\* of  $\[ \in \]$  2.8 billion. The Group benefited from its strong underlying performance and foreign currency effects while dealing with challenges in critical programmes. Revenues increased by 11% to  $\[ \in \]$  43.3 billion. EADS' order book achieved a new record of more than  $\[ \in \]$  400 billion. Net Cash reached an unprecedented level of  $\[ \in \]$  9.2 billion thanks to better than expected Free Cash Flow generation.

EADS has made several proactive decisions to face the financial turmoil head on. With weaker air traffic and more difficult financing conditions, the commercial aircraft market is expected to slow down with risk of deferrals and even cancellations. On the Airbus single aisle family, rates are reduced to 34 aircraft per month from October 2009 and ramp up on the Long Range family is frozen at 8.5 per month, to reflect the weakening outlook. Airbus will use the flexibility to adapt its production policy as the economic environment changes.

The transformation process initiated in 2006 in reaction to the A380 delays and the US\$ volatility allows EADS to face the crisis with a better shape. Through a new organisational

structure, leaner processes and careful cash management, Power8 has significantly reduced Airbus' cost base. For the second year in a row, Power8 exceeded targets, delivering cost savings of about €1.3 billion. This is more than half way to the €2.1 billion 2010 objective. To complement Power8 launched in 2007, EADS initiated other measures to improve its global efficiency. Power8 Plus has been launched as a Group-wide initiative to deliver a further annual EBIT\* benefit of €1 billion from across the Group in 2011 to 2012. The full amount will comprise a €650 million contribution from Airbus and €350 million contributed by the MTAD (Airbus Military), Eurocopter, Astrium and Defence & Security Divisions as well as by EADS Headquarters. In addition, a programme called "Future EADS" aims at a leaner organisation at Group level and better integration mainly through shared services and targets cost savings at a minimum level of €200 million in 2011-2012.

In 2008, EADS also made significant progress in focusing on its core business. The Group successfully completed its aerostructures strategy. In the course of 2008, the Laupheim site and part of Filton have been sold, while the German sites Nordenham, Varel and Augsburg were merged into Premium Aerotec and the French sites at Meaulte and St. Nazaire Ville into Aerolia. These two companies became operational on 1 January 2009. Furthermore, EADS has sold a 70% holding in Socata to Daher, whilst keeping the remaining 30% for the time being. In parallel, Airbus continues to expand its industrial footprint. The new A320 Final Assembly Line in Tianjin, China opened in September and will secure access to the fast-growing Chinese market.

<sup>\*</sup> EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.



At the same time, the year 2008 was also characterised by challenges on key development programmes. The A400M programme has been delayed, while Airbus continues to face a strong challenge in ramping up A380 production. With respect to the A400M programme in particular, it will have to be brought back on track, with a clear and reliable time schedule. In order to simplify the management structure and to exploit synergies with the rest of Airbus, EADS announced in December that it would integrate the Military Transport Aircraft Division into Airbus under the name "Airbus Military". In particular, the integration will strengthen management of the challenging A400M military transport programme.

In the meantime, Airbus Military (the former Military Transport Aircraft Division) and EADS announced that they had proposed a new programme approach for the A400M to the Launch Nations, through OCCAR, with the aim to find an appropriate way forward for this programme. Airbus Military and EADS wanted to initiate discussions around the programme schedule, along with changes to other areas of the contract, including in particular certain technical characteristics of this military aircraft. In line with complex military development programmes, Airbus Military suggested to resume series production only once adequate maturity is reached based on flight test results. With such new approach, the first delivery of the A400M would then occur three years after its first flight. This programme might constitute a significant exposure. Airbus Military and EADS will only be able to update all of the financial consequences of a revised industrial plan, once the availability of the engines and mission critical systems is firmly determined and once OCCAR's position on the proposal is known.

During 2008, Airbus delivered a record number of aircraft while addressing major industrial challenges. Airbus delivered 483 aircraft, 30 more than compared to 2007. The revised target of delivering 12 A380 aircraft in 2008 was reached. In what was a difficult year for the global economy, Airbus' order intake was remarkably strong and above expectations. Airbus recorded 900 firm new gross orders, increasing the order backlog to a new record of 3,715 aircraft. Net orders, after accounting for cancellations, stood at 777 in 2008. This represents a 54% market share for aircraft with more than 100 seats by units and 59% by value. The recently launched A350 XWB won 163 new firm orders increasing the total order count to 478 from 29 customers. Airbus Military experienced delays in its flagship A400M heavy transport aircraft, which overshadowed the division's other activities and weighed on the financial results. In September 2008, EADS announced an undefined delay of the first flight of the A400M mainly due to the unavailability of the propulsion system. Otherwise, the first C295 aircraft has been delivered to Portugal. The A330 Multi-Role Tanker Transport (MRTT) aircraft won four out of the five competitive tenders worldwide, including the UK's Future Strategic Tanker Aircraft programme (14), the United Arab Emirates' order (3) and Saudi Arabia's order (3). The Northrop Grumman KC45 Tanker aircraft that is based on A330 MRTT was initially selected by the U.S. Air Force, even though the decision was

revised later for legal reasons linked to the management of the tender process by the DoD (US Department of Defense).

Eurocopter met its 2008 objectives for helicopter sales and deliveries and increased its turnover by 7.5%. Constituting a production ramp-up of 20% as compared to 2007, a total of 588 helicopters have been delivered. Reflecting their advanced capabilities and low lifecycle costs, Eurocopter helicopters captured a 53% share of the civil and parapublic market and continued to increase its military orders. At the end of December, the order backlog value exceeded €14 billion or the equivalent of 1,515 helicopters. Order bookings, still showing strong demand for new helicopter models and services, amounted to €4.9 billion. This included 715 new aircraft, 36% civil and 64% military respectively.

Astrium strengthened several years of innovation and efficiency improvement, and confirmed its competitive position. Prime contractor on Europe's contribution to the ISS, Astrium achieved a historic technical success as the Columbus laboratory and Automated Transfer Vehicle connected with the ISS in space early in 2008. Ariane 5 launcher won 13 orders, more than half the open market. It has proved highly reliable, performing 28 successful launches in a row since 2003. Also within the Business Unit, France's new-generation M51 ballistic missile completed its final trial flight.

While the telecommunications satellite market slowed, the Satellites Business Unit maintained its market share, winning two orders, launching seven telecommunication and two observation satellites. The European Space Agency awarded Astrium's three major scientific satellites, while Chile and Spain each ordered an observation satellite. The Services Business Unit reached maturity. The Paradigm secure communications system became fully operational and able to service the UK Ministry of Defence following delivery of the third and final satellite, Skynet 5C. Progress was satisfactory on similar communications programmes for Germany and the United Arab Emirates.

While the established Eurofighter, missiles and radars continue to support **Defence & Security** (DS) growth, divisions' increasingly competitive technologies in Unmanned Aerial Vehicles (UAVs) and global security systems have an increasing share.

For Eurofighter, the last aircraft out of 148 tranche one multi-role combat aircraft were delivered. The 236 in tranche two are being delivered. Within UAVs, DS is the only European supplier able to provide both large and small systems. Work on the risk reduction study for the Advanced UAV continued with the identification of France, Germany and Spain's capability requirements; for the two French programmes DRAC and SIDM delivery milestones were achieved. Furthermore, aerial target drones were delivered to the US Army. In line with Group strategy, D&S continued to expand security capabilities. Significantly, the acquisition of PlantCML brought access to the US market.



### 3. Corporate Governance

#### 3.1 MANAGEMENT AND CONTROL

#### **Board meetings**

The Board met nine times during 2008 and was regularly informed of developments through business reports from the Chief Executive Officer, including rolling forecasts as well as strategic and operational plans. The average attendance rate at such meetings was 80%.

Topics intensively discussed, and operations authorised at the Board meetings included: EADS' strategy (including M&A matters and the competitive environment), major business issues such as the A380 and A400M recovery efforts, the implementation of the future EADS programme and of the Power8+ programme for Airbus, the A350 XWB programme progress and Airbus future product strategy, the regular updates on the remaining programmes, the approval of operational plans, reorganisation topics, budgets, the Group's financial results and forecasts, as well as the creation of a new Compliance Organisation. The Board also dealt with topics regarding personnel and human resources, such as management qualification, remuneration (including a long-term incentive plan and an employee share ownership plan) as well as attracting, retaining and developing individuals with high potential in order to ensure the future quality of EADS' management and the multinational leadership structure. Besides, the Board took note of the decision to integrate the MTAD Division into Airbus under the name of Airbus Military, and to establish a coordination (without merger) of EADS Astrium and EADS Defence and Security to capture

technical and commercial synergies between these divisions. In addition, the Board intensively discussed the impact of the financial and economic crisis on EADS.

#### Assessment of the Performance of the Board

The assessment concluded that the Board is generally satisfied with its ability to work as a team and to tackle relevant matters openly in the best interest of the company. In other words, there is room for enhancements, but no need for drastic adjustments, after 16 months of operation.

With regards to the Board's teamwork, attendance is adequate and the unanimous opinion is that conflicting views are expressed, discussions are open and dissent can be voiced constructively. Overall, the Board considers it assembles a very international, diverse and relevant set of skills, with a strong emphasis on finance competencies which are valuable to navigate the global financial crisis. But they sense that the Board is too involved in operational matters – brought about by pressing programme difficulties – and absorbed by short term issues at the expense of the longer term view. Therefore, the majority of Board Members require more time devoted to long lead questions, such as strategy and succession planning, by the whole Board. Committees are very thorough and professional. The diversity of the skill set and experience in the Board room, and the focus on the agenda are the most tangible improvements.

#### 3.2 DUTCH CORPORATE GOVERNANCE CODE

In accordance with Dutch law and with the provisions of the Dutch Corporate Governance Code (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 the 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 has, in accordance with the "apply or explain" principle, provided the explanations in paragraph 4.2 "Dutch Corporate Governance Code" of its Board Report which is part of the documentation for the General Meeting.

At the end of 2008, the Dutch Corporate Governance Code Monitory Committee presented various amendments to the Dutch Code (the "Revised Code"), which will become applicable in respect of financial years starting on or after 1 January 2009. EADS will state in its next Board Report for the 2009 financial year how it applied the principles and best practice provisions of the Revised Code and will, where applicable, explain why a provision was not applied.



#### 3.3 COMPLIANCE PROGRAMME

Having reviewed the Company's compliance practices and policies, the Board decided in 2008 to update the Group's compliance approach through the establishment of a further integrated Compliance Organisation.

The Board has appointed an EADS Group Chief Compliance Officer in order to set up the Compliance Organisation, and to design and implement the EADS Ethics and Compliance Programme, which will seek to ensure that the Group conducts its business in compliance with relevant laws and best practices endorsed by the Group.

#### 3.4 COMPENSATION POLICY AND REMUNERATION OF THE MEMBERS OF THE BOARD

Shareholders expect a strong commitment from Members of the Board; the compensation policy is therefore designed to focus efforts on what the Group wants to value and reward. Following an extensive benchmark against the practice of other global companies based in Europe and the United States, the non-executive Members of the Board's compensation was reviewed with effect 1 January 2008. The new compensation policy reflects European best practices and compensate for time commitment and responsibilities in the new governance structure.

#### 3.4.1 Compensation of the Board

The respective elements of EADS compensation policy for non-executive Members of the Board on the one hand and the Chief Executive Officer on the other hand are summarised in the following paragraphs.

# 3.4.1.1 Compensation of non-executive Members of the Board

Each non-executive Member of the Board is entitled to an annual fixed fee of &80,000 and a fee for participation in Board meetings of &5,000 per meeting attended.

The Chairman of the Board is entitled to an annual fixed fee of  $\in$  180,000 for carrying out this role and a fee for participation in Board meetings of  $\in$  10,000 per meeting attended.

The Chairman of each of the Board Committees is entitled to an additional annual fixed fee of €30,000. The Members of

each of the Board Committees are entitled to 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.

#### 3.4.1.2 Compensation of the Chief Executive Officer

The compensation policy for the Chief Executive Officer follows the same principles as the compensation policy for EADS Executive Committee Members. EADS' compensation policy aims at attracting and retaining talents that will contribute to the Group's business success.

The Chief Executive Officer is entitled to receive a total target compensation divided into a fixed part and a variable part: 45% fixed and 55% variable on target.

The variable part will be calculated on the basis of two equal components:

- collective part (50% of the variable part) to reward business performance at EADS level. Starting 2009, EBIT\*, Cash, and Capital Employed are the financial indicators chosen to measure collective performance (EBIT\* represents 50%, cash represents 25% and Capital Employed represents 25% of the collective part in 2009);
- individual bonus (50% of the variable part) to reward individual performance measured against the achievement of individual objectives.

<sup>\*</sup> EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals





In summary, the Chief Executive Officer compensation is as follows:

|                    | Compensation element  | Main driver  | Performance measures  | Variation of payment as % of total target income / % of vesting             |
|--------------------|-----------------------|--|---|---|
|                    | Base salary           | Position/Job value   | Individual performance/Market practice  | -   |
| Short-term         | Variable pay          | Achievement of Group business<br>and financial yearly objectives and<br>reward of individual performance | Collective part (50% of target variable pay): EBIT* (50%) cash (25%) and capital employed (25%) achievement  Individual bonus (50% of target variable pay): achievement of annual individual objectives | 55% of total target income (range<br>from 0% to 175%)                       |
| Mid- and Long-term | Performance unit plan | Achievement of long-term<br>operational profit, measured<br>through cumulative EBIT*<br>achievement      | The number of performance units which will vest is based cumulative EBIT* achievement at EADS level, deriving from the Operative Planning (OP)  | Vested performance units will<br>range from 50% to 150%<br>of initial grant |

The change in the variable pay components of the Chief Executive Officer will be proposed by the Board of Directors to be adopted at this Annual General Meeting (AGM).

#### 3.4.2 Long-term Incentive Plan (LTIP)

The Chief Executive Officer is eligible for the EADS LTIP.

On 13 November 2008, the Board granted 40,000 performance units to the Chief Executive Officer.

As for all other 2008 unit plan participants, Performance Units would vest after a period of 3 years (at 4 vesting dates).

In addition, the following additional rules would apply to the Chief Executive Officer:

- the Chief Executive Officer, as well as all Executive Committee Members, will have to own EADS shares equal to a minimum of 20% of the number of vested units;
- the Chief Executive Officer, as well as all EADS Executive Committee Members will have to hold the above number of EADS shares until the end of their mandate as an EADS Executive Committee Member.

The Remuneration and Nomination Committee makes recommendations to the Board, which then makes the final decision on the individual grant allocation.

If, as planned, a LTIP is implemented in 2009, the maximum volume of Performance Units to be granted to the Chief Executive Officer should not be more than 50,000.

Non-executive Members and Chairman of the Board are not eligible for LTIP.

#### 3.4.3 Employee Share Ownership Plan (ESOP)

The Chief Executive Officer is eligible to the ESOP under the same conditions as any of EADS' employees, being individuals under contract with EADS or with its subsidiaries.

ESOP shares cannot be sold during a period of one year in case of a direct ownership or a period of five years in case of ownership through a mutual fund.

Non-executive Members and Chairman of the Board are not eligible to participate in ESOP.

#### 3.4.4 Pension benefits

The 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 5 years of service in the Executive Committee of EADS at the age of 60 to 65. In case of the Chief Executive Officer has reached the age of 65, then the policy allows payment of the pension with effect from his retirement date.

These rights will gradually increase to 60% after a second term.

Non-executive Members and Chairman of the Board have no pension benefits.

<sup>\*</sup> EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals





In order to comply with recent corporate governance recommendations in France adopted at the end of 2008, the Chief Executive Officer has terminated his formal employment contract with the Company; nevertheless, his current mandate remains in force.

The Chief Executive Officer is entitled to a termination package when the parting results from a decision by the Company in case of change in control or the Company's strategy. Payment of the termination package is also subject to performance conditions as fixed and assessed by the Board. The termination indemnity, if applicable, will be of a maximum of 18 months of annual total target salary.

The indemnity could be reduced prorata or would even not be applicable depending on age and date of retirement.

The change in policy for termination package of the Chief Executive Officer will be proposed by the Board to be adopted at this AGM.

Non-executive Members and Chairman of the Board have no termination package.

# 3.4.6 Policy for loans and guarantees granted to Members of the Board

General EADS policy is not to grant any loans to its Members of the Board.

#### 3.4.7 Other

The Chief Executive Officer is entitled to a non-competition clause applicable for a one-year period, starting at the end of the mandate, and is renewable for one year at the Company's initiative.

The Chief Executive Officer will receive a compensation based on 50% of his monthly salary (including variable pay) in return of the application of the non-competition clause.

# 4. Financial Highlights

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

#### Accounting for the A400M programme

On 25 September 2008, EADS announced an undefined delay of the first flight of the A400M, mainly due to the unavailability of the propulsion system, which is to be developed by subcontractors – an engine manufacturers' consortium – of Airbus Military SL. This undefined delay was primarily due to an official notice by these subcontractors, as to their inability to specify a new delivery date for the A400M engines and beyond that – but not first flight critical – due to the fact that other major suppliers of mission critical systems and of system integration were severely struggling with the challenging technical requirements of this aircraft. Consequently, from that date onwards and up to the date of these financial statements, a revised technical timetable of the A400M programme and the related financial implications of this delay could no longer be reliably assessed.

As a result of the undefined delays and the uncertain technical environment which eventually led to the proposed new programme approach as described above, EADS applied the early stage method of accounting from 25 September 2008 onwards. Under this method, all A400M related work-in-progress, which would have been expensed upon the completion of technical milestones according to the estimate at completion method of accounting have since then been expensed as incurred, with related revenues recognised up to the recoverable part of these costs as per the A400M contract. At the same time, the A400M contract loss provision was updated in light of the excess-contract-costs-over-remainingcontract-revenues, based on the probable remaining contract costs that could be estimated. On the contrary, additional potential contract costs not estimable as of the date of these financial statements have been considered as contingent liabilities. The early stage method of accounting has to be applied until future triggering events allow the resumption of the estimate at completion method. For further information relating to the A400M programme, see "Notes to the Consolidated Financial Statements (IFRS) - Note 3: Accounting for the A400M programme".





#### 4.1 REVENUES

**Revenues** rose strongly by 11% to €43.3 billion (FY 2007: €39.1 billion) reflecting top line growth from operations across all Divisions. The increase includes €1.1 billion resulting from the move to the early stage accounting methodology in the A400M programme, applied starting in the third quarter of

2008. The Group's revenue growth more than offset a weaker average US dollar rate. Based upon a strong delivery performance, EADS achieved 56% of its revenues outside Europe thanks to strong contributions from Asia-Pacific (25%), North America (18%) and other regions (13%).

#### 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\*.

TABLE 1 - RECONCILIATION PROFIT (LOSS) BEFORE FINANCE COSTS AND INCOME TAXES TO EBIT\* (IFRS)

| (in €m)   | 2008  | 2007 |
|---|-------|------|
| Profit (loss) before finance costs and income taxes | 2,772 | (33) |
| Disposal of goodwill                                | 0     | 12   |
| Exceptional depreciation and disposal               | 58    | 73   |
| EBIT*   | 2,830 | 52   |
|   |       |      |

EADS' EBIT\* for the full year of 2008 improved to €2,830 million compared to €52 million in the previous year, when Airbus' EBIT\* in particular was burdened by higher exceptional charges (Power8, A400M, A350 XWB). This EBIT\* growth contains around €900 million resulting from the revaluation of loss-making contracts at the €/US\$ and £/US\$ closing spot rates. The stronger EBIT\* resulted from improvements across all Divisions. At Airbus, strong operational performance in series programmes, achievement of Power8 cost savings and lower exceptional charges than in the previous year contributed positively to EBIT\* growth. The Military Transport Aircraft Division's EBIT\* improvement was due to a ramp-up in tanker activity and lower exceptional charges than in the previous year. Eurocopter's EBIT\* increase

reflects the positive volume effect and better pricing. Both Astrium and the Defence & Security Division increased EBIT\* and reached record profitability.

In line with the Group's EBIT\* development, EADS improved its **Net Income** to €1,572 million (FY 2007: €-446 million), or earnings per share to €1.95 (earnings per share FY 2007: €-0.56). **Self-financed R&D expenses** remained stable at €2,669 million (FY 2007: €2,608 million). This reflects Airbus' and Eurocopter's continuing aircraft development programmes.

<sup>\*</sup> EBIT: earnings before interest and taxes, pre-goodwill impairment and exceptionals.



#### 4.3 NET CASH

Free Cash Flow before customer financing was stronger than expected and reached €2,886 million (FY 2007: €3,293 million). The change resulted mainly from the higher level of advance payments received in 2007 (incl. Paradigm refinancing step-up of €1.1 billion), partly compensated by positive contributions from tanker programmes. Due to some customer financing needs, Free Cash Flow including customer financing stood at €2,559 million (FY 2007: €3,354 million). Despite a cash-out for contribution to plan assets of pension schemes and

premium for options, the **Net Cash position** reached a record €9.2 billion (year-end 2007: €7.0 billion). This gives EADS a robust liquidity base in economically turbulent and unpredictable times.

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.

#### 4.4 ORDER INTAKE AND ORDER BOOK

A remarkable **order intake** of €98.6 billion (FY 2007: €136.8 billion), supported by strong order flow in all Divisions – including the important UK tanker order – underlines the attractiveness of EADS' product offering across its entire portfolio. At the end of December 2008, EADS' **order book** reached a record level of €400.2 billion (year-end 2007: €339.5 billion). The growth in order book

benefited  $\in$  10 billion from a favourable US dollar spot rate at the end of December 2008 compared to year-end 2007. Orders within the commercial aircraft business are based on list prices. Strong order intake in the defence businesses led to a stable defence order book of  $\in$  54.9 billion (year-end 2007:  $\in$  54.5 billion).

TABLE 2 - ORDER INTAKE AND ORDER BOOK BY DIVISION

| Pro Division (Amounts in fun)   |         | Order Intake (4) |        |                  | Order Book (4)   |        |
|---------------------------------|---------|------------------|--------|------------------|------------------|--------|
| By Division (Amounts in €m)     | FY 2008 | FY 2007          | Change | 31 December 2008 | 31 December 2007 | Change |
| Airbus                          | 82,041  | 117,323          | -30%   | 344,818          | 283,829          | +21%   |
| Military Transport Aircraft (1) | 5,083   | 784              | +548%  | 22,269           | 19,932           | +12%   |
| Eurocopter                      | 4,855   | 6,584            | -26%   | 13,824           | 13,455           | +3%    |
| Astrium                         | 3,294   | 4,492            | -27%   | 11,035           | 12,895           | -14%   |
| Defence & Security (2)          | 5,287   | 7,460            | -29%   | 17,032           | 17,836           | -5%    |
| Headquarters/Consolidation      | (3,807) | (1,807)          | -      | (12,094)         | (11,155)         | -      |
| Other Businesses (2) (3)        | 1,895   | 1,963            | -3%    | 3,364            | 2,740            | +23%   |
| Total                           | 98,648  | 136,799          | -28%   | 400,248          | 339,532          | +18%   |
|                                 |         |                  |        |                  |                  |        |

<sup>(1)</sup> EADS has adjusted its divisional structure: the former Military Transport Aircraft Division will be integrated into Airbus and will become – under the name of Airbus Military – the fully-fledged military arm of Airbus. As this leaner organisation became effective as of 1 January 2009, EADS is disclosing its 2008 results in the former divisional structure, thus still reporting the Military Transport Aircraft Division senarately

<sup>(2)</sup> As of 1 January 2008, the consolidation of EADS North America was changed by transferring parts from Defence & Security Division to Other Businesses. Nevertheless, the lead of material business elements remains within the respective Divisions. The figures for FY 2007 are adjusted accordingly. In the full year of 2008, EADS North America's revenues mainly include revenues linked to the prime contractorship of the LUH programme.

<sup>(3)</sup> ATR, EADS EFW, EADS Socata, EADS Sogerma and EADS North America are allocated to Other Businesses which is not a stand-alone EADS Division. EADS EFW will be integrated into Airbus. This new organisation became effective as of 1 January 2009.

<sup>(4)</sup> Contributions from commercial aircraft activities to EADS order intake and order book based on list prices



#### 4.5 WORKFORCE INFORMATION

As of 31 December 2008, the EADS workforce was composed of 118,349 employees. It has globally increased by 1,856 employees compared to 2007. The number of employees compared to 2007 decreased at Airbus, Corporate Headquarters and units belonging to Other Businesses.

In 2008, the workforce consisted of 96.69% full time employees. Depending on country and hierarchy level, the average working time is between 35 and 40 hours a week.

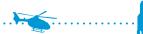
In 2008, 7,081 employees worldwide entered employment with EADS (6,860 in 2007). At the same time, 5,078 employees left EADS (4,648 in 2007).

In total, 95.4% of EADS' active workforce is located in Europe on more than 80 sites.

## 5. Dividend policy

The Group's improved operational performance in legacy programmes and the strong cash development drove earnings per share to  $\in$  1.95 and justify the increase in dividend.

The Board of Directors is proposing to the Annual General Meeting of shareholders a dividend of €0.20 per share (gross amount dividend per share 2007: €0.12). Subject to the Annual General Meeting approval, the dividend will be paid on 8 June 2009.



# Presentation of the Resolutions Proposed by the Board of Directors

#### **FIRST RESOLUTION**

#### Adoption of the Report of the Board of Directors

We recommend that this Annual General Meeting (AGM) adopt the Board Report including, in order to comply with Dutch law and the recommendations of the Dutch Code, the chapter on corporate governance, the policy on dividends and the compensation policy and remuneration for the Members of the Board as described in the Board Report.

#### **SECOND RESOLUTION**

# Adoption of the audited accounts for the financial year 2008

We recommend that this AGM approve the audited accounts for 2008.

#### THIRD RESOLUTION

# Approval of the result allocation, distribution and payment date

We recommend that this AGM resolve that the net profit of  $\in 1,572$  million, as shown in the income statement for the financial year 2008, shall be added to retained earnings and that a payment of a gross amount of  $\in 0.20$  per share shall be made to the shareholders from distributable reserves on 8 June 2009.

As from Wednesday 3 June 2009, EADS' shares will be traded ex-dividend on the Frankfurt, Paris and Spanish Stock Exchanges. The dividend payment will be made on 8 June 2009 to holders of EADS' shares as of 5 June 2009.

#### **FOURTH RESOLUTION**

# Release from liability of the Members of the Board of Directors

We recommend that this AGM discharge the Members of the Board from their responsibility for the conduct of the Company's business with respect to the financial year 2008.

#### FIFTH RESOLUTION

# Appointment of the auditors for the financial year 2009

We recommend that the Company's auditors for the financial year 2009 should be Ernst & Young Accountants L.L.P. whose registered office is at Antonio Vivaldistraat 150, 1083 HP Amsterdam, The Netherlands, and KPMG Accountants N.V. whose registered office is at Fascinatio Boulevard 200, 3065 WB Rotterdam, The Netherlands. Our proposal is thus to renew the appointment of the same auditors based on their respective qualifications, performance and independence.

#### SIXTH RESOLUTION

# Amendment of Article 29 paragraph 2 of the Company's Articles of Association

We recommend that this AGM approve the amendment of the Company's Articles of Association in order to comply with changes in Dutch law that require the Company's annual financial report to be made available within four months of its financial year-end.

#### **SEVENTH RESOLUTION**

#### Delegation to the Board of Directors of powers to issue shares and to set aside preferential subscription rights for existing shareholders

We recommend that this AGM approve the renewal of the authorisation to the Board to issue shares of the Company up to 1% of the authorised share capital, and to limit or exclude preferential subscription rights, for a period expiring at the AGM to be held in 2011, including specific powers to approve LTIPs (Long Term Incentive Plans) as well as ESOPs (Employee Share Ownership Plans), since the previous authorisation expires at the end of this AGM. The Company anticipates implementing an ESOP in 2009, which would have to be approved by the Board.



#### **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 22,987 shares, to compensate the dilution effect resulting from the issuance of shares following the exercise of stock options under the 2000 and 2002 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 to repurchase shares of the Company, for a new 18-month period by any means, including derivative products, on any stock exchange or otherwise. This authorisation will supersede and replace the authorisation granted by the AGM on 26 May 2008. The purposes of the share buy-back programmes to be implemented by EADS will be determined on a case-by-case basis by the Board based on needs and possibilities. For additional information on EADS' share buy-back programmes including their purposes, characteristics and status, the reader should refer to EADS' website at <a href="https://www.eads.com">www.eads.com</a> (Investor Relations) and to the documents filed with and/or approved by the relevant stock exchange authorities posted thereon.

#### **TENTH RESOLUTION**

# Appointment of Mr. Wilfried Porth as Member of the Board of Directors

On 14 April 2009, Mr. Rüdiger Grube presented his resignation as Chairman of the EADS Board and the Board decided to designate Mr. Bodo Uebber as his successor in this position, with immediate effect. Mr. Rüdiger Grube also presented his resignation as Member of the Board and the Board decided to propose to this AGM Mr. Wilfried Porth as his replacement for the remaining term of his appointment (i.e. AGM to be held in 2012).

As a consequence, we recommend that this AGM appoints Mr. Wilfried Porth as Member of the Board, effective as of the end of this AGM.

#### Bodo Uebber

Mr. Bodo Uebber was appointed Chairman of EADS in April 2009. He has been a Member of Daimler AG's Board of Management since 2003. He is currently responsible for finance, controlling, corporate procurement and Daimler Financial Services. In 2001, he was appointed Member of the Board of Management and Chief Financial Officer in Daimler Services AG and subsequently in 2003 Chairman of the Board of Management of Daimler Services AG, as well as Deputy Member of the Board of Management of Daimler AG. He previously held various financial positions within DASA AG, Dornier Luftfahrt and MTU Aero Engines GmbH. Mr. Uebber graduated in engineering and economics at the Technical University of Karlsruhe.

#### Wilfried Porth

Mr. Wilfried Porth has been a Member of Daimler AG's Board of Management since April 2009. He is currently responsible for Human Resources and for the Labour relations of the company. Since 2006, he was Executive Vice President, MB Van and prior to that, he was Chief Executive Officer of Mitsubishi Fuso Truck & Bus Corp. He previously held various engineering and management positions within the Daimler Group, including several years of experience abroad. Mr Porth graduated in engineering at the University of Stuttgart.



# Financial Statements – Summary

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

#### EADS N.V. Consolidated Income Statements (IFRS) for the years ended 31 December 2008 and 2007

| (in €m)   | 2008     | 2007     |
|---|----------|----------|
| Revenues  | 43,265   | 39,123   |
| Cost of sales   | (35,907) | (34,802) |
| Gross margin  | 7,358    | 4,321    |
| Selling expenses  | (933)    | (864)    |
| Administrative expenses   | (1,253)  | (1,314)  |
| Research and development expenses                                     | (2,669)  | (2,608)  |
| Other income  | 189      | 233      |
| Other expenses  | (131)    | (97)     |
| Share of profit from associates accounted for under the equity method | 188      | 210      |
| Other income from investments   | 23       | 86       |
| Profit (loss) before finance costs and income taxes                   | 2,772    | (33)     |
| Interest income   | 617      | 502      |
| Interest expense  | (581)    | (701)    |
| Other financial result  | (508)    | (538)    |
| Total finance costs   | (472)    | (737)    |
| Income taxes  | (703)    | 333      |
| Profit (loss) for the period  | 1,597    | (437)    |
| Attributable to:  |          |          |
| Equity holders of the parent (Net income (loss))                      | 1,572    | (446)    |
| Minority interests  | 25       | 9        |
| Earnings per share  | €        | €        |
| Basic   | 1.95     | (0.56)   |
| Diluted   | 1.95     | (0.55)   |





#### EADS N.V. Consolidated Balance Sheets (IFRS) at 31 December 2008 and 2007

| (in €m)   |            |              |
|---|------------|--------------|
| Assets  | 2008       | 2007         |
| Non-current assets  |            |              |
| Intangible assets   | 11,171     | 10,832       |
| Property, plant and equipment   | 12,156     | 13,393       |
| Investment property   | 87         | 96           |
| Investments in associates accounted for under the equity method                     | 2,356      | 2,238        |
| Other investments and other long-term financial assets                              | 1,712      | 1,553        |
| Non-current other financial assets  | 1,612      | 2,510        |
| Non-current other assets  | 1,034      | 1,033        |
| Deferred tax assets   | 2,756      | 2,705        |
| Non-current securities  | 3,040      | 2,691        |
| Non-current securities  |            |              |
|   | 35,924     | 37,051       |
| Current assets  | 10 452     | 10.006       |
| Inventories   | 19,452     | 18,906       |
| Trade receivables   | 5,267      | 4,639        |
| Current portion of other long-term financial assets                                 | 177        | 166          |
| Current other financial assets  | 2,495      | 3,855        |
| Current other assets  | 1,466      | 1,317        |
| Current tax assets  | 452        | 375          |
| Current securities  | 3,912      | 1,598        |
| Cash and cash equivalents   | 6,745      | 7,549        |
| Non-current assets/disposal groups classified as held for sale                      | 263        | 0            |
|   | 40,229     | 38,405       |
| Total assets  | 76,153     | 75,456       |
|   |            |              |
| Equity and liabilities  | Γ          |              |
| Equity attributable to equity holders of the parent                                 |            |              |
| Capital stock   | 815        | 814          |
| Reserves  | 8,558      | 7,406        |
| Accumulated other comprehensive income  | 1,758      | 5,076        |
| Treasury shares   | (109)      | (206)        |
|   | 11,022     | 13,090       |
| Minority interests  | 104        | 85           |
| Total equity  | 11,126     | 13,175       |
| Non-current liabilities   | 11,120     | 15,175       |
| Non-current provisions  | 7,479      | 8,055        |
| Long-term financing liabilities   | 3,046      | 3,090        |
| Non-current other financial liabilities   | 7,499      | 5,653        |
| Non-current other liabilities   | 8,907      | 8,474        |
|   | ·          |              |
| Deferred tax liabilities  Non-current deferred income                               | 953<br>418 | 2,188<br>753 |
| Non-current deferred income   |            |              |
| . 0.1000  | 28,302     | 28,213       |
| Current liabilities   | 1.500      | 4.270        |
| Current provisions  | 4,583      | 4,378        |
| Short-term financing liabilities  | 1,458      | 1,724        |
| Trade liabilities   | 7,824      | 7,398        |
| Current other financial liabilities   | 1,714      | 1,514        |
| Current other liabilities   | 19,968     | 18,169       |
| Current tax liabilities   | 201        | 179          |
| Current deferred income   | 822        | 706          |
| Liabilities directly associated with non-current assets classified as held for sale | 155        | 0            |
|   | 36,725     | 34,068       |
| Total liabilities   | 65,027     | 62,281       |
| Total equity and liabilities  | 76,153     | 75,456       |
|   | ·          |              |



#### EADS N.V. Consolidated Statements of Cash Flows (IFRS) for the years ended 31 December 2008 and 2007

| (in €m)  | 2008    | 2007    |
|--|---------|---------|
| Profit (loss) for the period attributable to equity holders of the parent (Net income (loss))        | 1,572   | (446)   |
| Profit for the period attributable to minority interests   | 25      | 9       |
| Adjustments to reconcile net income (loss) to cash provided by operating activities:                 |         |         |
| Interest income  | (617)   | (502)   |
| Interest expense   | 581     | 701     |
| Interest received  | 657     | 480     |
| Interest paid  | (471)   | (370)   |
| Income taxes   | 703     | (333)   |
| Income taxes received (paid)   | (252)   | 36      |
| Depreciation and amortisation  | 1,667   | 1,772   |
| Valuation adjustments  | 924     | 582     |
| Results on disposal of non-current assets  | (31)    | (125)   |
| Results of companies accounted for by the equity method  | (188)   | (210)   |
| Change in current and non-current provisions   | 1       | 2,268   |
| Change in other operating assets and liabilities:  | (172)   | 1,236   |
| - Inventories  | (1,210) | (2,998) |
| - Trade receivables  | (845)   | (148)   |
| - Trade liabilities  | 757     | 44      |
| - Advance payments received  | 2,435   | 4,817   |
| - Other assets and liabilities   | (982)   | (540)   |
| - Customer financing assets  | (208)   | 194     |
| - Customer financing liabilities   | (119)   | (133)   |
| Cash provided by operating activities  | 4,399   | 5,098   |
| Investments;   |         |         |
| - Purchase of intangible assets, Property, plant and equipment                                       | (1,837) | (2,028) |
| - Proceeds from disposals of intangible assets, Property, plant and equipment                        | 35      | 162     |
| - Acquisitions of subsidiaries and joint ventures (net of cash)                                      | (265)   | 0       |
| - Proceeds from disposals of subsidiaries (net of cash)  | 2       | 29      |
| - Payments for investments in associates, other investments and other long-term financial assets     | (122)   | (132)   |
| - Proceeds from disposals of associates, other investments and other long-term financial assets      | 180     | 186     |
| - Dividends paid by companies valued at equity   | 50      | 39      |
| Disposals of non-current assets/disposal groups classified as held for sale and liabilities          | 30      |         |
| directly associated with non-current assets classified as held for sale                              | 117     | 0       |
| Change of securities   | (2,676) | (2,641) |
| Contribution to plan assets  | (436)   | (303)   |
| Change in cash from changes in consolidation   | 0       | (249)   |
| Cash (used for) provided by investing activities   | (4,952) | (4,937) |
| Increase in financing liabilities  | 471     | 206     |
| Repayment of financing liabilities   | (628)   | (792)   |
| Cash distribution to EADS N.V. shareholders  | (97)    | (97)    |
| Dividends paid to minorities   | (10)    | (1)     |
| Capital increase   | 24      | 46      |
| Change in treasury shares  | 39      | 0       |
| Cash used for financing activities   | (201)   | (638)   |
| Effect of foreign exchange rate changes and other valuation adjustments on cash and cash equivalents | (50)    | (117)   |
|  |         |         |
| Net (decrease) increase in cash and cash equivalents   | (804)   | (594)   |
| Cash and cash equivalents at beginning of period   | 7,549   | 8,143   |
| Cash and cash equivalents at end of period   | 6,745   | 7,549   |





# EADS N.V. Consolidated Statements of Recognised Income and Expense (IFRS) for the years ended 31 December 2008 and 2007

| (in €m)   | 2008    | 2007    |
|---|---------|---------|
| Currency translation adjustments for foreign operations                                       | 417     | (196)   |
| Effective portion of changes in fair value of cash flow hedges                                | (2,971) | 2,124   |
| Net change in fair value of cash flow hedges transferred to profit or loss                    | (2,456) | (1,884) |
| Net change in fair value of available-for-sale financial assets                               | 6       | 4       |
| Net change in fair value of available-for-sale financial assets transferred to profit or loss | (6)     | (54)    |
| Actuarial gains (losses) on defined benefit plans   | (346)   | 608     |
| Tax on income and expense recognised directly in equity                                       | 1,722   | (46)    |
| Income and expense recognised directly in equity  | (3,634) | 556     |
| Profit (loss) for the period  | 1,597   | (437)   |
| Total recognised income and expense of the period   | (2,037) | 119     |
| Attributable to:  |         |         |
| Equity holders of the parent  | (2,056) | 78      |
| Minority interests  | 19      | 41      |
| Total recognised income and expense of the period   | (2,037) | 119     |



# 2. Company Financial Statements

#### Balance Sheet of the Company Financial Statements

| (in €m)                                    | At 31 December | At 31 December |
|--|----------------|----------------|
| Assets                                     | 2008           | 2007           |
| Fixed assets                               |                |                |
| Goodwill                                   | 4,354          | 4,354          |
| Financial fixed assets                     | 9,575          | 11,303         |
| Non-current securities                     | 3,035          | 2,685(2)       |
|  | 16,964         | 18,342         |
| Non-fixed assets                           |                |                |
| Receivables and other assets               | 5,398          | 5,526          |
| Securities                                 | 3,909          | 1,595(2)       |
| Cash and cash equivalents                  | 5,321          | 6,444          |
|  | 14,628         | 13,565         |
| Total assets                               | 31,592         | 31,907         |
| Liabilities and stockholders' equity       |                |                |
| Stockholders' equity (1)                   |                |                |
| Issued and paid up capital                 | 815            | 814            |
| Share premium                              | 7,836          | 7,968          |
| Revaluation reserves                       | 237            | 3,973          |
| Legal reserves                             | 3,379          | 2,844          |
| Treasury shares                            | (109)          | (206)          |
| Retained earnings                          | (2,708)        | (1,857)        |
| Result of the year                         | 1,572          | (446)          |
|  | 11,022         | 13,090         |
| Non current liabilities                    |                |                |
| Financing liabilities                      | 332            | 316            |
| Other non-current liabilities              | 1,501          | 1,532          |
|  | 1,833          | 1,848          |
| Current liabilities                        |                |                |
| Other current liabilities                  | 18,737         | 16,969         |
|  | 18,737         | 16,969         |
| Total liabilities and stockholders' equity | 31,592         | 31,907         |

<sup>(1)</sup> The balance sheet is prepared before appropriation of the net result

#### Income Statement of the Company Financial Statements

| (in €m)                 | 2008  | 2007  |
|-------------------------|-------|-------|
| Income from investments | 1,763 | (380) |
| Other results           | (191) | (66)  |
| Net result              | 1,572 | (446) |

<sup>(2)</sup> The securities with a residual maturity of more than one year which are managed by EADS Group Treasury department are classified as non-current securities. The figures for 31 December 2007 are adjusted accordingly.





# **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 meters, Hotel Okura appears on your right hand side.

Parking at the Hotel Okura Amsterdam

### By public transport

#### From Schiphol Airport

- **First itinerary**: Take the train (direct rail link of 15 minutes) to Centraal Station in the main arrival plaza and then see the hereafter indications.
- Second itinerary: Take a stop train, direction Lelystad
  Centrum or Hilversum, to the first (Zuid Station) or second
  stop (RAI Station), and then, follow the hereafter
  indications.

#### From Centraal Station - CS

Take the tram number 25, direction President Kennedylaan, to the eleventh stop (Cornelis Troostplein, see the map ▲). Go down the street. After 200 meters, Hotel Okura appears on your left hand side. Walking time: 3 minutes.

#### From RAI Station

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

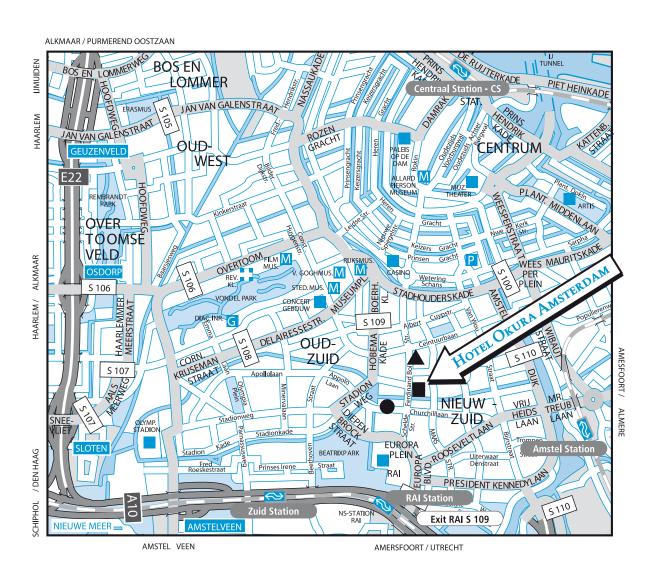
#### From Amstel Station

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

#### From Zuid Station

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





23

## WWW.EADS.COM



### **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 1 45 30 85 82
 E-mail box: ir@eads.com

#### European Aeronautic Defence and Space Company EADS N.V.

Limited liability company (naamloze vennootschap)
Mendelweg 30, 2333 CS, Leiden, The Netherlands
Registered at the Chamber of Commerce in The Hague under number 24288945

