

## Directors' Charter

The Board of Directors (the "**Board**") of European Aeronautic Defence and Space Company EADS N.V. (the "**Company**") during its meeting held on 5 December 2003 resolved that the members of the Board ("**Directors**") shall be bound by a charter detailing the rights and duties of the Directors in the light of Corporate Governance best practice. As a consequence, the present charter has been elaborated and the Directors accept to comply with, and to be bound by the principles arising from this Directors' Charter (the "**Directors' Charter**"). This Directors' Charter has been updated on 10<sup>th</sup> March 2008.

The principles in this Directors' Charter are complementary to the rules and regulations from time to time applicable to the Board under applicable law and/or the Articles of Association of the Company and/or the Internal Rules of the Board. Where these principles are inconsistent with such rules and regulations, the latter shall prevail.

Each Director accepts to be bound by the following principles:

1. Knowledge of and compliance with the relevant laws and regulations connected with the office

Each Director shall ensure that he has knowledge of and will comply with the general and/or specific obligations connected with his office. In particular, he should familiarise himself with the relevant laws and regulations (such as Dutch Corporate Governance Code, Dutch Civil Code, AFM, AMF, BaFin and CNMV rules and recommendations, OECD guidelines and principles) applicable to the Company and with the Company's internal documents including but not limited to the Articles of Association and the Internal Rules of the Board including this Directors' Charter as amended from time to time by the relevant bodies of the Company. In this respect, the Corporate Secretary will provide each Director with an induction package.

2. Right to obtain and duty to demand information

Each Director has the right to obtain all information needed to fulfil his duties and a duty to demand and responsibility to obtain any information required. In this respect, each Director receives from the Chairman in sufficient time the information (including information to be provided by the external auditors, advisers and officers of the Company invited to the Board meetings as guests) required for meaningful participation in a meeting with respect to the matters on the Board's and Committees' agenda. However, each Director could ask for additional information if deemed necessary. The Corporate Secretary will support the Chairman in providing the requested information.

3. Best interests of the Company and its stakeholders

Each Director shall act in all circumstances in the best interests of the Company and its stakeholders, including all its shareholders.

4. Duty of care

Each Director shall devote the necessary time and attention to the carrying out of his duties. Accordingly:

(i) the Executive Director may not be a member of the board of more than two listed companies outside the EADS Group. Nor may the Executive Director be the chairman of the board of a listed company. The candidacy by the Executive Director of membership of the board of a listed company shall be approved by the Board prior to acceptance.

(ii) a Non-Executive Director may not be a member of the board of more than five Dutch listed companies, for which purpose the chairmanship of a board counts as double. However, a Non-Executive Director may also be a member of boards of listed non-Dutch companies so long as such directorships do not impede him in his duties.

Each Director shall avoid, when accepting and/or holding a directorship, any conflict of interest in accordance with the provisions set out in paragraph 8 herein.

5. Regular attendance

Each Director shall regularly attend all meetings of the Board, and of any Committee of which he is a member. The rate of individual attendance at all meetings of the Board and at any Committee of which a Director is a member will be reported in the annual report of the Company and account has to be given for the reasons for absence. The Chairman shall promote Directors' attendance at Board and Committee meetings.

6. Confidentiality

Each Director shall keep strictly confidential all information and documentation obtained pursuant to the performance of his duties, even after his resignation from the Board.

7. Trading rules

Each Director shall comply with the provisions of the EADS Insider Trading Rules which restrict transactions in securities of the Company and its major suppliers/customers.

8. Conflicts of interest

Each Director shall avoid any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him. He shall immediately report any such conflict or potential conflict to the Chairman and shall provide him with all relevant information.

Decisions to enter into transactions under which Directors would have conflicts of interest that are of material significance to the Company and/or to the relevant Director require the approval of the Board and are to be agreed on terms that are customary to the sector concerned.

Each Director shall not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the Company.