

Strategic Committee Charter

The Board of Directors (the “**Board**”) of **European Aeronautic Defence and Space Company EADS N.V. (the “Company”)**, resolved during its meeting held on 5th December 2003, that the Board Committee’s matters shall be detailed in Committee Charters. Thus, **in keeping with EADS practice**, the Strategic Committee matters, within the scope of the Board’s responsibility, as set forth in Annex F of the Internal Rules of the Board of Directors, are detailed in this Charter.

As a consequence, the principles in this Strategic Committee Charter (the “**Strategic Committee Charter**”) are complementary to the rules and regulations from time to time applicable to the Strategic Committee of 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.

The Committee will consist of five members of the Board and will be chaired by the Chairman of the Board. The Members of the Committee will be appointed by EADS' core shareholders.

The Chairman of the Strategic Committee, in consultation with the EADS CEO, shall determine the frequency, length and agenda of the meetings. The Strategic Committee shall meet as often as appropriate to carry out its responsibilities and at least twice a year, including at beginning and mid of the year, which are the culmination points of the strategic planning process.

The role of the Strategic Committee is as follows:

The Strategic Committee of the Board is a forum for focused discussion on core strategic topics, with the objective to foster and prepare decision making. It assists the Chairman and CEO in reviewing and assessing EADS’ business strategy and business development. It reviews key strategic topics, prepares strategic decisions to be taken in the Board and makes strategic recommendations to the Board if and when needed. For the preparation of Board decisions, it serves as a quality gate for assessing maturity of the topic; it may task further actions and request additional information.

The responsibilities of the Strategic Committee are as follows:

- (a) **to monitor strategic developments in the industries in which the EADS Group is active;**
 1. to receive and review reports from the Group’s management regarding competitive environment and other important issues and concerns such as regulatory, financial, technological, economical (e.g. assessment of the business marketplace) and political (e.g. government relations) factors, which may impact the company’s general business plan and strategy;
 2. to present to the Board its observations;

(b) to assess and recommend corporate strategies;

1. to meet with the Group's management to review and evaluate the Group's strategy, portfolio composition and development and industry consolidation, significant initiatives and programmes being considered or pursued by the company, as well as the implementation of its business strategies. This includes the assessment of the adequacy of the company's financial structure and related mechanisms, such as sizeable funding requirements, as well as the effectiveness of its risk controls in this respect;
2. to review and evaluate the Company's progress in implementing its long-term strategic plan;
3. based upon its review and assessment of the status of the implementation of the Group's business strategy, to recommend areas of improvement and provide feedback to the Board;
4. to support the Board, as requested, in the development of specific aspects of the Group's strategic plan;

(c) to make proposals for and to elaborate on major merger and acquisition projects and evaluating their execution;

1. to receive and review reports from the Group's management regarding the market and the Group's portfolio position, in order to identify interesting merger and acquisition projects;
2. to serve as a sounding board to the Group's management when requested with regard to specific acquisitions or other strategic opportunities;
3. to review major merger and acquisition projects, in order to evaluate their feasibility and strategic interest for the Group;
4. to present to the Board major potential merger and acquisition projects, reviewed by it beforehand;

(d) to assess major investments, projects or product decisions or divestments of the EADS Group; and

1. to receive and review reports from the Group's management regarding possible investments, projects or product decisions or divestments;
2. to assess, the material transactions and investments and their consistency with the Group's strategic plan;
4. to regularly report its findings to the Board;

(e) to make proposals for major research and development projects.

1. to receive and review reports from the Group's management regarding the progresses and needs, as well as the competitive conditions with regard to research and development;
2. to receive regular reports from the Company's management on the research and development strategy;
3. to regularly report its findings about technology and research and developments plans to the Board, in order to leverage and grow the business in existing markets, and defend the company's technology leadership and market position.

The Strategic Committee shall have the authority to hire any consultant, to obtain independent advice and assistance regarding in depth information on strategic developments, where necessary. Furthermore, the Strategic Committee may obtain advice and assistance from EADS internal resources through the established EADS hierarchy and in keeping with EADS corporate governance organization and practices.