

Informal translation in the English language of the substance of the original notarial deed of amendment to the articles of association of European Aeronautic Defence and Space Company EADS N.V. in the Dutch language. In this translation an attempt has been made to be as literal as possible, without jeopardising the overall continuity. Inevitably, differences may occur in the translation, and if so, the Dutch text will govern.

ARTICLES OF ASSOCIATION

NAME AND SEAT

Article 1.

1. The name of the Company is: European Aeronautic Defence and Space Company EADS N.V.
2. It has its corporate seat in Amsterdam.

Article 2.

The objects of the Company are to hold, co-ordinate and manage participations or other interests in and to finance and assume liabilities, provide for security and/or guarantee debts of legal entities, partnerships, business associations and undertakings that are involved in:

- a. the aeronautic, defence, space and/or communication industry; or
- b. activities that are complementary, supportive or ancillary thereto.

CAPITAL AND SHARES

Article 3.

The authorised capital of the Company is equal to three thousand million euro (EUR 3,000,000,000.--), divided into three thousand million (3,000,000,000) shares, each with a nominal value of one euro (EUR 1.--).

ISSUE OF SHARES

Article 4.

1. Shares shall be issued pursuant to a resolution of the general meeting of shareholders or of the Board of Directors, if the Board of Directors has been designated to have such authority in the Articles of Association or by a resolution of the general meeting of shareholders for a fixed period not exceeding five years.
2. The general meeting of shareholders or the Board of Directors, if the Board of Directors is empowered to resolve to issue shares, shall lay down the price and the further conditions of issue.
3. The Board of Directors shall have the power, without prior approval of the general meeting of shareholders, to perform legal acts relating to:
 - a. the subscription for shares, when special obligations are imposed on the Company;

- b. the acquisition of shares on a basis other than that on which participation in the Company is open to the public;
- c. non-cash contributions on shares.

PREFERENTIAL SUBSCRIPTION RIGHT

Article 5.

1. Subject to the provisions of Section II:96a of the Dutch Civil Code each holder of existing shares shall, in the event of an issue of shares, have a preferential subscription right in proportion to the aggregate nominal value of his existing shares.
2. The preferential subscription right may be limited or excluded by a resolution of the general meeting of shareholders.
The preferential subscription right may also be limited or excluded by the Board of Directors, if the general meeting of shareholders has designated the Board of Directors to have authority to issue shares and to limit or to exclude the preferential subscription right in the Articles of Association or by resolution for a fixed period not exceeding five years.

PURCHASE AND DISPOSAL OF THE COMPANY'S OWN SHARES

Article 6.

The Company may acquire, for consideration, fully paid up shares in its own capital or depository receipts issued for such shares if such acquisition is in accordance with Section 2:98 of the Dutch Civil Code.

The Company may dispose of acquired shares.

CAPITAL REDUCTION

Article 7.

The general meeting of shareholders may resolve to reduce the issued share capital by the cancellation of shares or by a reduction in the nominal value of shares by means of an amendment of the Articles of Association.

SHARES AND SHARE CERTIFICATES

Article 8.

1. The shares shall be in registered form or - should the Board of Directors so decide in respect of all or certain shares - in bearer form.
2. Shares shall be registered in the shareholders register without the issue of a share certificate or - should the Board of Directors so decide in respect of all or certain shares - with the issue of a certificate. Share certificates shall be issued in such form as the Board of Directors may determine. Registered shares shall be numbered in the manner to be determined by the Board of Directors. Bearer share certificates shall be issued for bearer shares. These bearer share certificates shall be numbered and letters may also be used. The Board of Directors may issue bearer share certificates that represent more than one share; bearer share certificates can

be exchanged for different bearer share certificates free of charge at all times. The bearer share certificates shall be signed by a member of the Board of Directors, whose signature may be in facsimile form.

3. The Board of Directors may establish rules with respect to the issuance of bearer share certificates and their dividend coupon sheets.

SHARES HELD IN UNDIVIDED OWNERSHIP

Article 9.

If one or more shares or depository receipts for one or more shares or a usufruct in or pledge on one or more shares is held by more than one person, the Company may decide that the joint owners of rights only be represented vis-à-vis the Company by one person jointly designated by them in writing. In the absence of such a designation, all rights attaching to the share(s) shall be suspended, except the right to receive dividends. For shares which are kept in custody by a securities clearing or settlement institution acting as such in the ordinary course of its business the Company can exempt from such decision.

USUFRUCT IN AND PLEDGE ON SHARES

Article 10.

The shareholder shall have the voting rights on shares subject to a pledge or usufruct, unless otherwise provided pursuant to Article 25 paragraph 2 hereof and allowed by Section 2:88 of the Dutch Civil Code. Usufructuaries and pledgees in respect of the shares who do not have voting rights shall not have the rights conferred by law on holders of depository receipts issued with the cooperation of the Company.

SHAREHOLDERS' REGISTER

Article 11.

The Company shall maintain a shareholders' register for the registered shares. This register may consist of one or more parts.

Part(s) of the register can be held outside the Netherlands to comply with legislation or stock exchange regulations applicable in such location(s).

Article 12.

The register shall contain all particulars laid down by law and those that the Board of Directors deems otherwise necessary.

Persons whose names appear or should appear in the register shall report any change of address in writing.

TRANSFER OF SHARES

Article 13.

The transfer of registered shares or of a limited right therein shall be effected in accordance with Section 2:86c of the Dutch Civil Code, if the shares are listed in the manner set out in that Section, or otherwise in accordance with Section 2:86 of the Dutch Civil Code.

The Company shall comply with applicable stock exchange regulations in respect of the transfer of shares.

RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS

Article 14

Each of the persons who, on basis of the provisions of the Act on Financial Supervision (*Wet op het financieel toezicht*), hereinafter referred to as "WFT", are required to notify the competent authorities of the changes in the control over shares and votes in the capital of the Company by which the thresholds as specified hereafter are transgresses upwards or downwards, shall in addition to this statutory obligation, also notify the Company of these changes. The obligations mentioned in the precedings sentences apply every time the thresholds as referred to in the WFT - five percent (5%), ten percent (10%), fifteen percent (15%), twenty percent (20%), twenty-five percent (25%), thirty percent (30%), forty percent (40%), fifty percent (50%), sixty percent (60%), seventy-five percent (75%) and ninety-five percent (95%) - are transgressed upwards or downwards.

Any person, acting alone or by attribution of shares and votes acquiring directly or indirectly the control over shares in the capital of the Company or the votes that can be exercised on the issued capital of the Company, which represents more than a tenth of the total number of shares outstanding, or of voting rights, must inform the Company of its intentions by registered letter with an acknowledgement:

- (i) to buy or to sell shares in the coming twelve (12) months;
- (ii) to continue or to stop acquiring shares or votes;
- (iii) to acquire control;
- (iv) to seek to designate a member of the Board of Directors.

Article 15.

Each person having an obligation to notify the Company of an increase of control over shares or votes as specified in article 14 hereof resulting from a direct or indirect acquisition of shares where the control over the amount of shares or votes to be notified reaches or exceeds thirty-three and one-third percent of the shares issued by the Company shall be obliged to make an unconditional public offer to all shareholders to acquire all of their shares or procure that such an offer is made, which public offer shall comply with all regulatory and other legal requirements applicable to such offer in a jurisdiction where the Company's shares are listed.

Article 16.

If the public offer specified in Article 15 hereof has not been made or if the Company is notified of a determination by a relevant authority in a jurisdiction in which the Company's shares are listed that the public offer that has been made is in breach of any regulatory or other legal requirements applicable to the offer in that jurisdiction (and the Company has not, in respect of such determination by a relevant authority, received

confirmation that the breach of regulatory or other legal requirements applicable to the offer has cured), within a period of two (2) months after the notification to the Company of an increase of control over shares or votes as specified in Article 15 hereof, or failing such notification, within a period of fifteen (15) days of a notice from the Board of Directors confirming the obligation to make a public offer as specified in Article 15 hereof, each person having the obligation to make that public offer or to procure that that public offer is made shall, within the period specified in an exchange notice from the Board of Directors sent by registered letter with acknowledgment, exchange for depository receipts to be issued by the Stichting Administratiekantoor EADS such percentage of the shares held by that person as corresponds with the percentage by which the shares held by the persons having to make that public offer or to procure that the public offer is made jointly exceeds thirty-three and one-third percent of the shares issued by the Company (the "Excess Percentage"). From the date specified in the exchange notice from the Board of Directors the right to attend meetings, the right to vote and the right to receive distributions shall be suspended in respect of the Excess Percentage of the shares held by the person concerned which should have been exchanged and not have been exchanged in accordance with such exchange notice. If the person having the obligation to exchange the shares for depository receipts fails to do so within fourteen days from a further registered letter with acknowledgement from the Board of Directors, the Company shall be irrevocably authorised to exchange the shares in question held by such person for depository receipts issued by the Stichting Administratiekantoor EADS.

Article 17.

The provisions of the Articles 15 and 16 hereof do not apply:

- a. to the Company itself or to the Stichting Administratiekantoor EADS;
- b. to securities custody, clearing or settlement institution acting in that capacity provided that article 16 shall be applicable where shares are held for persons acting in breach of the obligations of articles 15 and 16;
- c. to a transfer by the Company and to an issue by the Company of shares within the context of either a merger or the acquisition by the Company of another company or business;
- d. to a transfer of shares from one party to another party to an agreement envisaged in Article 4 paragraph 3 of the WMZ, which contains a description of "acting in concert", which agreement was entered into prior to 31 December 2000, as such agreement may be amended, supplemented or replaced by a new agreement by the admission of one or more new parties or the exclusion of one or more parties, except that the provisions of Articles 15 and 16 hereof will apply to a new party, that individually or with its subsidiaries and/or group companies reaches or exceeds thirty-three and one third percent of the control over shares in the capital or votes as described in article 14 hereof that can be exercised on the issued capital

- of the Company of the shares issued by the Company;
- e. to a transfer by a shareholder to its subsidiary of which it holds more than 50% or by a shareholder to a company which holds more than 50% in the transferring shareholder.

BOARD OF DIRECTORS

Article 18.

1. The Company has a Board of Directors consisting of at most eleven persons.
2. The General meeting of shareholders shall appoint the members of the Board of Directors and shall at all times be empowered to suspend or dismiss any member of the Board of Directors.
3. The entire Board of Directors retires at the close of the annual general meeting of shareholders held in two thousand twelve and afterwards in each annual general meeting of shareholders held five years later. A retiring member of the Board of Directors can always be re-elected.
4. If a member of the Board of Directors is suspended by the general meeting of shareholders and the general meeting of shareholders does not resolve to dismiss him within three months from the date of suspension, the suspension shall lapse. A suspended member of the Board of Directors shall be given an opportunity to account for his actions at the general meeting of shareholders and to be assisted by counsel in doing so.
5. The Board of Directors shall determine the remuneration and the further conditions of employment of each of the members of the Board of Directors.

Article 19.

1. Subject to the restrictions laid down in these Articles of Association, the Board of Directors shall be charged with the management of the Company.
2. The members of the Board of Directors shall be entitled to have themselves represented by any other member of the Board of Directors by means of an authorisation in writing.
3. The Board of Directors may draw up rules governing its internal affairs and its own decision making process. Such rules shall not apply to the extent that they violate the provisions of these Articles of Association.

The Board of Directors shall appoint a member of the Board of Directors to be chairman of the Board of Directors and shall appoint a member of the Board of Directors to be "Chief Executive Officer".

Furthermore, the members of the Board of Directors may allocate their duties among themselves by internal rules or otherwise.

If the Board of Directors has established rules governing its internal affairs and its own decision making process, resolutions of the Board of Directors shall be adopted in accordance with the provisions of such rules.

4. If one or more of the members of the Board of Directors is permanently incapacitated or prevented from acting, the remaining member(s) of the Board of Directors shall be charged with the entire management of the Company; if all the members of the Board of Directors are permanently incapacitated or prevented from acting, the management shall be temporarily entrusted to the person whom the general meeting of shareholders has at any given time designated for this purpose.

REPRESENTATION

Article 20.

1. The Company is represented by the Board of Directors or by the member of the Board of Directors appointed as "Chief Executive Officer".
2. In addition, the Company may be represented by one or two attorneys in fact, in the latter event acting jointly, with due observance of the limits of his or their authority.
3. If the interest of a member of the Board of Directors conflicts with that of the Company, both he as well as any other member of the Board of Directors may nevertheless represent the Company, provided that the provisions of these Articles of Association are duly observed.

GENERAL MEETINGS OF SHAREHOLDERS

Article 21.

1. General meetings of shareholders will be held and chaired at Amsterdam, Den Haag, Rotterdam or Haarlemmermeer (Schiphol Airport).
2. At least one general meeting of shareholders shall be held each year, within six months after the end of the financial year at which among other issues shall be dealt with the appointment of one or more experts whose duty shall be to examine the annual accounts over the running year.
3. Furthermore, general meetings of shareholders shall be held as often as the Board of Directors deems necessary, without prejudice to the provisions of the following paragraphs.
4. The Board of Directors shall be obliged to hold a general meeting of shareholders within the statutory term after a written request to that effect by one or more shareholders collectively representing at least one-tenth of the issued share capital. The request must contain a detailed list of the items to be discussed at the meeting.
5. If the Board of Directors so decides, general meetings of shareholders may be attended by means of electronic and video-communication from the locations mentioned in the convening notice.

Article 22.

The Board of Directors shall convene a general meeting of shareholders by means of a notice published on the Company's website at least forty-two days before the day of the

meeting.

Article 23.

1. The convening notice shall state the items as set out under Section 2:114 paragraph 1 of the Dutch Civil Code. Shareholders and all other persons who are entitled under the Dutch Civil Code to attend the general meeting of shareholders may consult the documents for the meeting at the Company's offices and in Amsterdam and at such other locations as the Board of Directors shall determine. Free copies shall also be obtainable at these locations.
2. The discussion of items in respect of which this procedure has not been followed may still be separately announced in a corresponding manner at least forty-two days before the day of the general meeting of shareholders.
3. The Board of Directors shall announce the date of the annual general meeting of shareholders at least ten weeks before the meeting. Substantiated requests made by one or more shareholders collectively representing at least the applicable statutory threshold, from time to time, to put items on the agenda for the annual general meeting of shareholders, shall be effected by the Board of Directors, if such a request to the Board of Directors has been made at least eight weeks before the meeting, unless reasonableness and fairness require otherwise.
4. A request as referred to in the preceding paragraph of this article, may only be made in writing. The Board of Directors can decide that in "writing" is understood to include a request that is recorded electronically.

Article 24.

1. Each holder of one or more shares and all other persons who are entitled to do so by law shall have the power, either in person or by means of a written proxy, to attend the general meeting of shareholders, to speak and to exercise the right to vote in accordance with Article 25 hereof.

"Written proxy" as referred to in this Article 24 is understood to include a proxy that is recorded electronically. The Board of Directors shall facilitate the electronic submission of proxies, in such way as explained in the convening notice.

A shareholder or a person who has the right to attend a meeting can see to it that he is represented by more than one proxy holder, provided that only one proxy holder can be appointed for each share.

If the Board of Directors so decides, each shareholder is entitled, in person or by means of a written proxy, to attend the general meetings of shareholders, to speak and to exercise the right to vote by electronic means of communication, all this in accordance with Section 2:117a of the Dutch Civil Code.

2. For the purposes and provisions of this Article, the persons who have the right to attend and to vote at general meetings of shareholders are those who are on record in a register designated for that purpose by the Board of Directors on the twenty-

eighth day prior to the day of a general meeting of shareholders (the "**Registration Date**"), irrespective of who may be entitled to the shares at the time of that meeting.

3. Any person who is entitled to exercise the rights set out in paragraph 1 of this Article (either in person or by means of a written proxy) and is attending the meeting from another location in the meaning of Article 21, paragraph 5 hereof, in such manner that the person acting as chairman of the meeting is convinced that such person is properly participating in the meeting, shall be deemed to be present or represented at the meeting, shall be entitled to vote and shall be counted towards a quorum accordingly.
4. As a prerequisite to attending the general meeting of shareholders and to casting votes, the Board of Directors, or alternatively an entity or person so designated by the Board of Directors, shall be notified in writing by each holder of one or more shares (including both bearer shares and registered shares) and those who derive the aforementioned rights from these shares, not earlier than the Registration Date, of the intention to attend the meeting. Ultimately this notice must be received by the Board of Directors, or alternatively an entity or person so designated by the Board of Directors, on the day mentioned in the convening notice.
5. The Board of Directors can decide that in "writing" as referred to in the preceding paragraph of this Article is understood to include a request that is recorded electronically.
6. In respect of each general meeting of shareholders of the Company, the Board of Directors of the Company can decide, in accordance with Section 2:117b of the Dutch Civil Code, that votes cast by electronic means of communication or by post prior to a relevant general meeting of shareholders, are considered equivalent to votes that are cast during a meeting. These votes may not be cast prior to the Registration Date.

THE RIGHT TO VOTE AT GENERAL MEETINGS OF SHAREHOLDERS

Article 25.

1. Each share shall entitle its holder to cast one vote.
2. Only shareholders shall have the right to vote. The right to vote can be granted to an usufructuary. The right to vote can be granted to a pledgee, but only with prior consent of the Board of Directors.
3. No vote may be cast at the general meeting of shareholders on a share that is held by the Company or a subsidiary; nor for a share in respect of which one of them holds the depository receipts. Usufructuaries and pledgees of shares that are held by the Company or its subsidiaries, are, however, not excluded from their voting rights, in case the right of usufruct or pledge was vested before the share was held by the Company or its subsidiary.

4. Shares on which no vote may be cast shall be disregarded for the purpose of determining the extent to which shareholders have voted, are present or represented or the extent to which share capital has been contributed or is represented.

VOTING AT GENERAL MEETINGS OF SHAREHOLDERS

Article 26.

1. All resolutions shall be passed by a simple majority of the votes cast except if a special majority is prescribed in these Articles of Association or by law.
2. Invalid and blank votes shall be regarded as not having been cast.
3. The chairman of the meeting shall determine the method of voting.
4. If none of those entitled to vote objects, resolutions, including appointments, may also be passed by acclamation, following a proposal to that effect by the chairman.

AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 27.

1. Resolutions:
 - a. to amend the Company's Articles of Association; or
 - b. to dissolve the Company:
shall only be capable of being passed with a majority of at least two thirds of the valid votes cast at a general meeting of shareholders.
2. The notice convening a meeting at which such a resolution will be proposed must always clearly state the purpose of the meeting. If the purpose is to amend the Articles of Association, the proposal, containing the literal text of the proposed amendment, must be available for inspection by shareholders and holders of depository receipts at the Company's offices and at a location in Amsterdam to be determined by the Board of Directors, from the day the meeting is convened until after the end of the meeting. Free copies shall be obtainable by shareholders and holders of depository receipts at such locations - which shall at any rate include a location in Amsterdam - as the Board of Directors shall determine.

CHAIRMANSHIP AND SECRETARIAT OF THE GENERAL MEETING OF SHAREHOLDERS

Articles 28.

1. The general meeting of shareholders shall be chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is not present at the meeting, the meeting shall elect its own chairman.
2. The person who is chairman of the meeting shall appoint one of those present to take minutes, which he and the appointed secretary shall adopt and, in evidence thereof, sign. If the proceedings at the meeting are laid down in a notarial report, no minutes will be required and the signing of the official report by the notary shall suffice.

The English language will be used in the meeting, unless the chairman decides otherwise.

3. Each member of the Board of Directors or one or more persons entitled to vote who collectively hold at least ten per cent of the issued share capital, and the chairman of the meeting shall at all times be empowered to order the drawing up of a notarial report at the expense of the Company.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 29.

1. The financial year of the Company shall coincide with the calendar year.
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 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.

RESERVE AND PROFIT ALLOCATION

Article 30.

1. The Board of Directors shall determine which part of the profit shall be attributed to reserves.
2. The remaining profit, insofar as it is distributable, shall, with due observance of the provisions of paragraph 1 of Article 31 hereof, be at the disposal of the general meeting of shareholders for distribution to the holders of shares in proportion to their holdings.
3. No profit shall be distributed on shares that the Company holds in its own capital, unless a usufruct has been established on these shares or depository receipts have been issued for them.
Shares that the Company holds in its own capital and on which no profit may be distributed shall be disregarded for the purpose of calculating the allocation of profits.
4. The general meeting of shareholders may dispose of a reserve only upon a proposal of the Board of Directors and to the extent it is permitted by law and these Articles of Association.

DIVIDENDS AND INTERIM DIVIDENDS

Article 31.

1. Profits may only be distributed after adoption of the annual accounts from which it appears that the shareholders' equity of the Company is greater than the amount of the paid and called-up part of the capital increased by the reserves that must be

maintained by law.

2. The general meeting of shareholders may, if proposed by the Board of Directors resolve that all or part of a distribution on shares shall be made not in cash but in shares in the Company.
3. The Board of Directors may, prior to the adoption of the annual accounts in any financial year, resolve to distribute one or more interim dividends which shall be charged against the expected dividend of the relevant year, provided that it appears from an interim statement of assets and liabilities signed by the Board of Directors as referred to in Section 2:105 paragraph 4 of the Dutch Civil Code that the requirement referred to in paragraph 1 concerning the Company's assets and liabilities has been met.
4. The declaration of a dividend, an interim dividend or another distribution to the shareholders shall be made known to them within seven days after such declaration. Declared dividends shall be payable within four weeks after they were declared, unless the Board of Directors proposes another day for such payment and the general meeting of shareholders approves such day.
5. Dividends, interim dividends or other distributions on shares shall be paid by transfer to the bank or giro accounts designated in writing to the Company by or on behalf of the shareholders at the latest fourteen days after their announcement.
6. The claim for payment of a dividend or other distribution shall lapse five years after the day on which such claim becomes due and payable.
7. The claim for payment of interim dividends shall lapse five years after the day on which the claim for payment of the dividend against which the interim dividend could be distributed becomes due and payable.

LIQUIDATION

Article 32.

1. If the Company is dissolved, it shall be liquidated by the Board of Directors or other persons designated by the general meeting of shareholders.
2. The general meeting of shareholders which resolves to dissolve the Company shall also determine the remuneration to be paid to the liquidators.
3. The liquidation shall furthermore be effected in accordance with the provisions of Book 2 of the Dutch Civil Code.
4. The Articles of Association shall, insofar as possible, remain in effect during the liquidation.
5. The balance of the Company's assets after its debts have been paid shall be distributed to the holders of shares in proportion to their holdings of such shares.