Press Release

EADS Governance and Shareholding Structure Receives Far-Reaching Overhaul

- **Present shareholder pact expected to be replaced by a normal company governance scheme**
- **Daimler AG and Lagardère SCA to largely reduce their stakes, Germany and France intending to ultimately hold up to 12% each, Spain circa 4%**
- **EADS intends to propose a share buy-back of up to 15% of outstanding shares – subject to market conditions and shareholder approval**
- **Free Float of EADS shares should therefore ultimately increase from 49% to over 70%**

Leiden, 5 December 2012 – The EADS Board of Directors and the company's core shareholders have agreed on a far-reaching change of the company's shareholding structure and governance.

This agreement aims at normalising and simplifying the governance of EADS while securing a shareholding structure that allows France, Germany and Spain to protect their legitimate strategic interests.

Subject to customary regulatory conditions and to Germany (through Kreditanstalt für Wiederaufbau (KfW), the investment arm of the German State) acquiring an initial block of 5 percent of EADS, an Extraordinary General Meeting of shareholders will be held during the first half of 2013, to vote on the proposed changes to the company's Articles of Association, on the proposed share buy-back and to elect new directors.

New Shareholding Structure and New Governance

Key elements of the agreement are:

- France and Germany intend to build equal ownership positions, while the present core industrial shareholders, Daimler AG and Lagardère SCA, are provided with a path to partially divest and will eventually be free to trade their shares at their discretion.

- Subject to the vote of the Extraordinary General Meeting of the shareholders of EADS, the present shareholder pact, called "Participation Agreement", in place since the company's foundation in 2000, will be terminated and replaced by a new, limited arrangement between the French, German and Spanish Governments.

- France, Germany and Spain have agreed on a capped government shareholding (approximately 12 plus 12 plus 4 percent). The three states will have reciprocal pre-emption rights. The amended Articles of Association of EADS will contain an ownership and voting restriction from crossing the 15 percent threshold by shareholder individually or collectively.

- The three States have agreed that, upon the request of any of them, they would vote against a future change to a limited number of the new governance provisions.

- The future EADS Board will comprise 12 members, proposed by the Remuneration and Nomination Committee, including a Chairman, a Chief Executive Officer and at least 8 independent Non-Executive Directors. The majority of Directors as well as two thirds of the members of the Executive Committee will be EU nationals.

- Certain specific French and German national security interests will be protected through the creation of "national defence companies" holding sensitive military assets, and including the rights of France and Germany to consent to three outside directors to the board of their respective "national defence companies". Two of such directors of each "national defence company" shall be members of the EADS Board.

- Under the new governance scheme, no veto right will be given to any group of Directors in the Board or to any shareholder at the Shareholders' Meeting.

<u>Evolution of Core Shareholding and Share Buy-back</u>

Daimler AG and Lagardère SCA intend to substantially reduce their participation in EADS – either immediately or in the near future.

1) Disposal by Daimler AG

Before year-end 2012, Daimler AG intends to reduce its shareholding in EADS by up to 7.44 percent of the share capital[1]. In this context, KfW intends to buy approximately 2.76 percent[1].

In parallel, and at a price determined by reference to the contemplated transaction with Daimler AG, KfW intends to buy the privately-held interests in the Dedalus consortium, which owns a total of 7.44 percent of EADS' share capital[1].

Ultimately, KfW, together with other German public entities currently holding interests in Dedalus, will thus own a total economic interest of c. 10.2 percent in EADS[1] (corresponding to 12 percent[1] after completion of the below-mentioned up-to-15 percent share buy-back if at maximum level).

2) Share buy-back

Subject to market conditions and to the approval of the Extraordinary General Meeting, EADS intends to implement a share buy-back program and subsequent cancellation of up to 15 percent of the outstanding EADS shares, divided into two equal and simultaneous tranches bearing the same terms and conditions:

- A first tranche of up to 7.5 percent, which shall be open to all of EADS' shareholders, other than the parties to today's agreement; and
- A second tranche of up to 7.5 percent, which shall be reserved exclusively for Lagardère SCA up to 5.5 percent. If the size of the tranche is higher than 5.5 percent, SOGEPA and SEPI will have the right to tender the remainder (based on their pro rata ownership of EADS shares unless they agree otherwise). In the event that SOGEPA and SEPI do not exercise their right, Lagardère SCA could take up to the full amount of the tranche. Finally, in the event that this tranche is not fully tendered by the above parties, Daimler AG will have the right to participate up to the full unused amount of the tranche.

3) Orderly disposal provisions

Except for the purpose of the above transactions, Daimler AG, Lagardère SCA, SOGEPA, SEPI and KfW have agreed to a lock-up until the earlier of the approval of the new governance by the Extraordinary General Meeting or 31 July 2013.

[1] Based on outstanding number of shares excluding treasury shares

Should the Extraordinary General Meeting not approve the new governance, Daimler AG and Lagardère SCA would benefit from limited monetization options.

At the expiration of the lock-up period, Daimler AG and Lagardère SCA will be free to dispose of the EADS shares they would still own (after the share buy-back, if any) and have agreed to certain provisions organizing an orderly process to that purpose.

4) <u>Excess shares of the French, German and Spanish States</u>

As of the earlier of 1 January 2014 or the date on which Daimler AG has sold more than 5 percent of EADS, SOGEPA, SEPI and KfW will be free to sell any shares which together will result in their combined holding exceeding 28 percent of EADS ("excess shares") over time. As of the date of the Extraordinary General Meeting and until they are sold, such excess shares will be separately warehoused by their respective owners (i.e. deposited without voting rights) in order to reach the above-mentioned combined stake of less than 28 percent, with SOGEPA and KfW intending to maintain equal stakes.

Eventually, the free float of EADS shares will increase from slightly less than 50 percent to over 70 percent, including any excess shares warehoused by the French, German or Spanish State and the shares that would still be owned by Daimler and Lagardère until all those shares are ultimately sold.[2]

Tom Enders, Chief Executive Officer of EADS said: *"Today is a good day for EADS! We are making a big leap forward in terms of governance, actually the most important change since the creation of our company more than 12 years ago. Strategy and industrial projects in the future will be solely defined and decided by the Board of Directors and the Executive team, the operations will be managed without any outside interference from specific shareholders or shareholder concerts. At the same time, the company will take care of legitimate national security interests of governments through appropriate undertakings. The new shareholder structure allows for a significant increase in the free float of shares. Our intention for a major share buy-back next year, based on our strong liquidity position, will benefit all shareholders. Finally, I'd like to thank the governments of France, Germany and Spain as well as Daimler and Lagardère for their active support in reaching this important agreement.I can say, the Executive management team is very excited about this development and the opportunities that flow from it for the future of our great company*."

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[2] Editorial note: For a graphic illustration of the anticipated shareholding structure, see the chart in the annex of the press release on page 6.

In the context of this change of governance, and in a separate agreement with the French State, subject to the consummation of the above transactions, EADS has undertaken to consult with the French State before exercising its voting rights at the general meeting of shareholders of Dassault Aviation and has granted the French State a right of first offer / first refusal in case of the sale of all or part of its stake in Dassault Aviation.

The parties to today's agreement are EADS, Daimler AG, DASA, Lagardère SCA, SOGEPA, Sogeade, KfW and SEPI.

About EADS

EADS is a global leader in aerospace, defence and related services. In 2011, the Group – comprising Airbus, Astrium, Cassidian and Eurocopter – generated revenues of € 49.1 billion and employed a workforce of over 133,000.

Contacts:

Press:

Martin Agüera	+49 (0) 175 227 4369
Matthieu Duvelleroy	+33 (0) 142 242 425
Gregor von Kursell	+49 (0) 89 607 34 255
Rod Stone	+33 (0) 142 242 775

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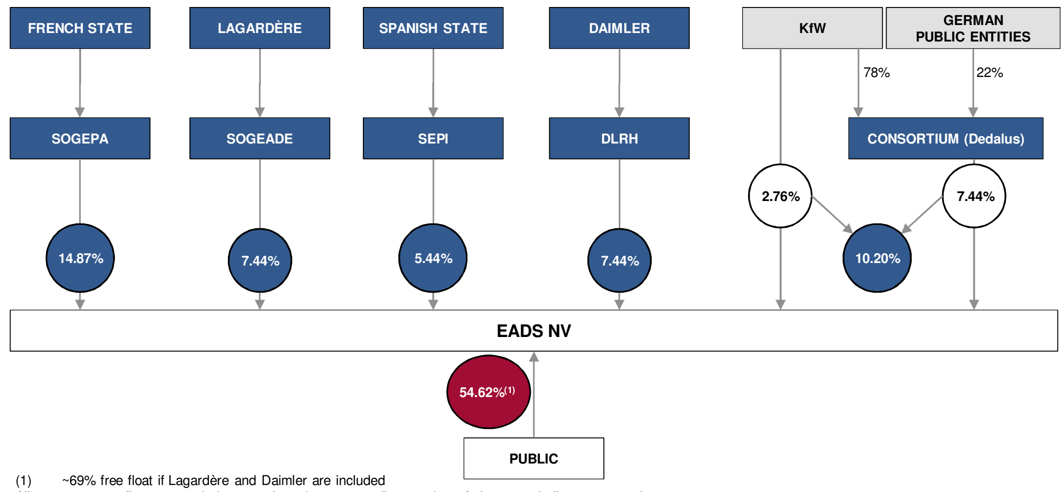
Appendix

Anticipated Shareholding Structure Pre EGM - **Pre Buy-Back**



(1) ~69% free float if Lagardère and Daimler are included
All percentages reflect economic interests based on outstanding number of shares excluding treasury shares

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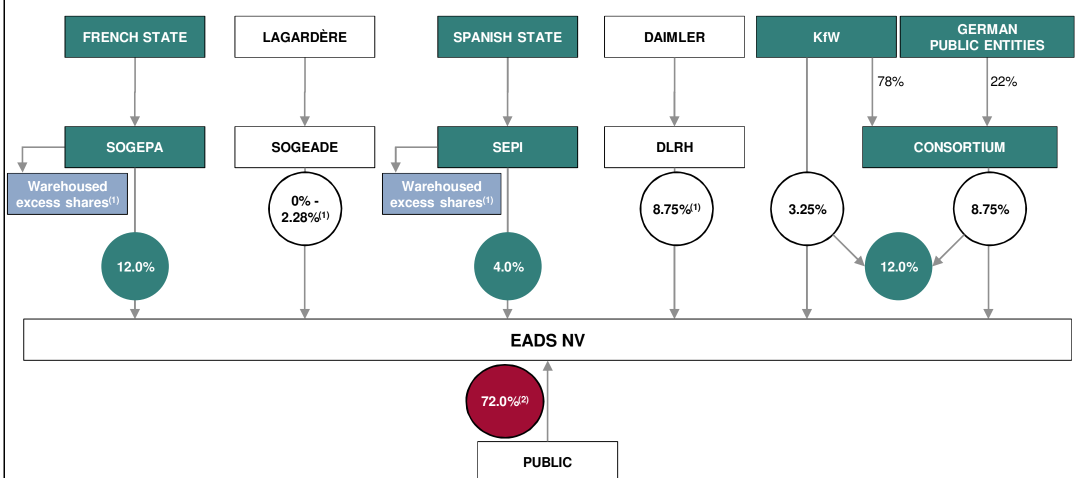
Anticipated Shareholding Structure Post EGM - **Post Buy-Back**



(1) Depending on take-up arrangement between the potential beneficiaries of the shares bought-back between 5.5% and 7.5%
(2) Including warehoused excess shares of SOGEPA, SEPI and KfW (if any) and shares to be sold by Daimler and Lagardère
All percentages reflect economic interests based on outstanding number of shares excluding treasury shares

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