

Organisational structure

as of 31st December 2005

Board of Directors

Chairmen Manfred Bischoff Arnaud Lagardère
Thomas Enders Noël Forgeard Hans Peter Ring Jean-Paul Gut Juan Manuel Eguiagaray Louis Gallois Rüdiger Grube François David Michael Rogowski

Chief Executive Officers

CEOs Thomas Enders Noël Forgeard
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Chief Operating Officers

Finance Hans Peter Ring
Marketing, Strategy and Global Development Jean-Paul Gut

Group Functions

EADS North America Ralph D. Crosby Jr.
Human Resources Jussi Itävuori
Corporate Secretary Laurence Dors
Corporate Communications Christian Poppe
Legal Affairs Diane de Saint Victor
Corporate Quality Bill Black
Political Affairs France: Denis Verret Germany: Christoph Hoppe Spain: Enrique Barrientos

■ Executive Committee Member

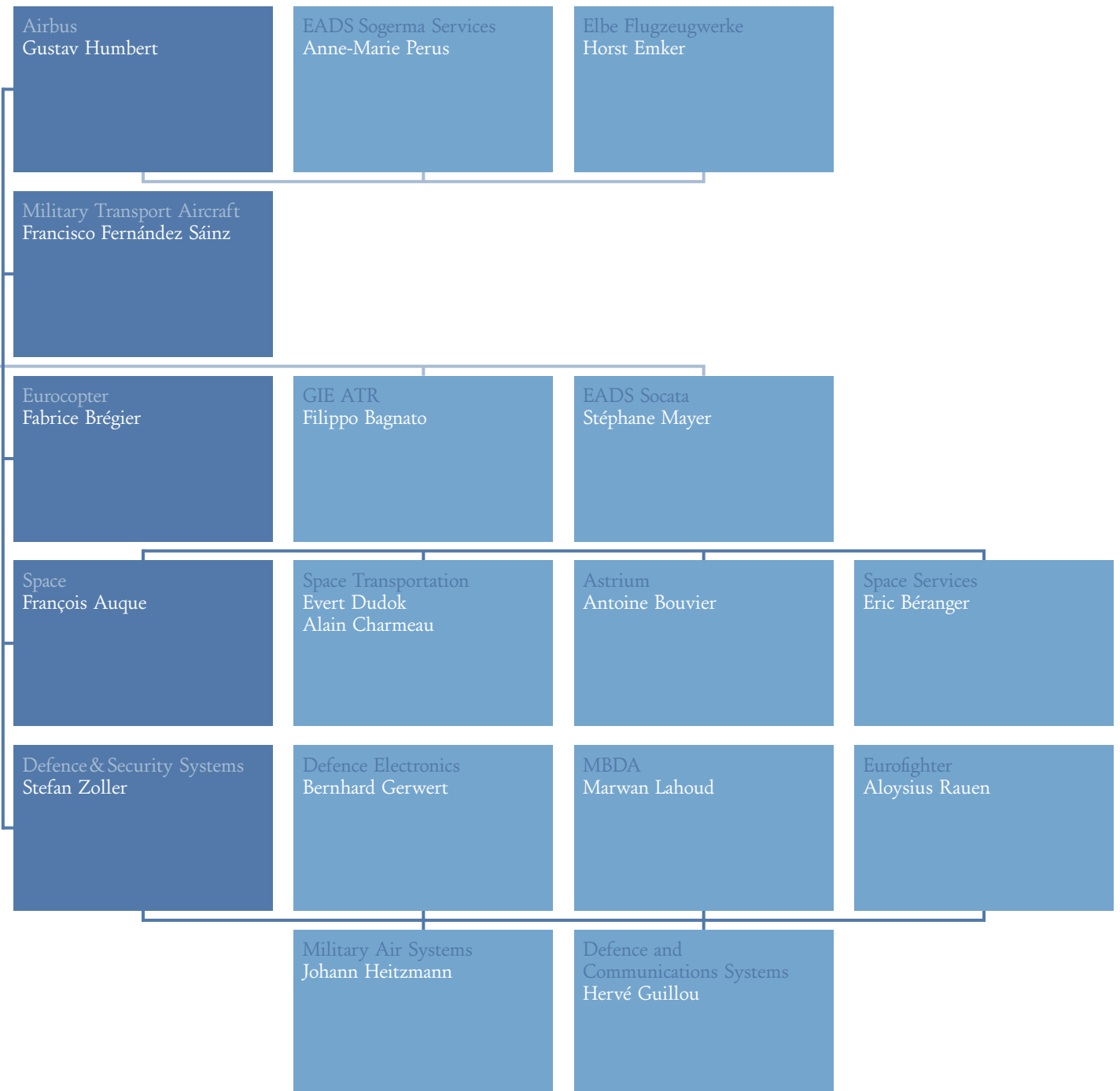
In April 2006 EADS appointed Mr Jean J. Botti as Chief Technical Officer and Member of the Executive Committee with effect from 1st May 2006

The Board actively shapes the Group's mission and strategic priorities, which are implemented under the leadership of the Chief Executive Officers (CEOs), who provide the impetus for major operational initiatives. Group Functions and the Divisions operate under the leadership of the CEOs.

The five Divisions – Airbus, Military Transport Aircraft, Eurocopter, Defence & Security Systems, and Space – serve the specific needs of their respective customers while the Group Functions enhance the Company offering through information exchange, technology sharing and working practice synergies. This allows for maximum generation of value.

Divisions

Operating Companies



Executive Committee



Thomas Enders
Chief Executive Officer

Mr Enders joined MBB/Dasa AG in 1991. After several years in the company's marketing sector, he became Corporate Secretary of Dasa AG in 1995. From 1996 he was in charge of Corporate Strategy & Technology and from 2000, he was the Head of Defence & Security Systems Division. In June 2005, he was appointed Chief Executive Officer of EADS. Mr Enders holds degrees from the University of Bonn and UCLA, California.



Noël Forgeard
Chief Executive Officer

Mr Forgeard joined Matra in 1987 as Senior Vice President of the Defence and Space activities. In 1992, he became Managing Director of Lagardère and Chief Executive Officer of Matra HT. He joined Airbus Industrie in 1998 and became President and Chief Executive Officer of Airbus in 2001. In 2005, he was appointed Chief Executive Officer of EADS. Mr Forgeard graduated from the Ecole Polytechnique and the Ecole des Mines.



Fabrice Brégier
Head of Eurocopter Division

Mr Brégier joined Matra Défense in 1993 as Chairman of the Apache MAW and Eurodrone GIEs. In 1996, he was appointed Director for the Stand-Off activities of Matra BAe Dynamics before becoming CEO of MBD in 1998 and CEO of MBDA in 2001. He became President and CEO of Eurocopter in April 2003. In June 2005 he was appointed Head of the Eurocopter Division and member of the Executive Committee.



Gustav Humbert
Head of Airbus Division

Mr Humbert joined MBB in 1980. Before becoming President and Chief Executive Officer of Daimler Benz Aerospace Airbus GmbH in 1994, he was a member of the Dasa AG Management Board responsible for the Commercial Aircraft Division. He was nominated Chief Operating Officer of Airbus in 2000 and President and Chief Executive Officer of Airbus in 2005. Mr. Humbert holds an engineering degree and a PhD from Hanover Technical University.



Francisco Fernández Sáinz
Head of Military Transport Aircraft Division

Mr Fernández Sáinz joined CASA in 1971 as a Stress Engineer. Between 1975 and 2002 he occupied various positions such as Product Engineering Manager, Project Manager, Engineering Development Director of the Technical Directorate, Vice President of Engineering and Executive Vice President Programmes, and finally as Airbus España General Manager. Since 2002, he has been Head of Military Transport Aircraft. Mr Fernández Sáinz holds an MBA from ICADE and is a Senior Aeronautical Engineer.



Ralph D. Crosby Jr.
Head of EADS North America

Mr Crosby has been Chairman and CEO of EADS North America since 2002. Previously, he established and was President of the Integrated Systems Sector at Northrop Grumman Corporation after having been Corporate Vice President and General Manager of the company's Commercial Aircraft Division and of the B-2 Division. Mr Crosby holds degrees from the US Military Academy, from the Graduate Institute of International Studies in Geneva, and from Harvard University.

The Chief Executive Officers (CEOs) are supported in their operational tasks by two Chief Operating Officers (COOs) and an Executive Committee.



Hans Peter Ring
Chief Operating Officer for Finance

Mr Ring began his career at MBB in 1977 and was appointed Head of Controlling of the company's Missiles business in 1987. From 1992, he was Chief Financial Officer and member of the Board of Dornier Luftfahrt. In 1996, he was appointed Senior Vice President of Controlling of Dasa and subsequently of EADS. Mr Ring was appointed Chief Financial Officer of EADS in 2002. Mr Ring holds a degree in business administration.



Jean-Paul Gut
Chief Operating Officer for Marketing, Strategy and Global Development

Since 1983, Mr Gut has held various executive positions in the field of export and international operations for Matra Défense and the Lagardère Group. In 1998, Mr Gut integrated the Lagardère Group Management Board and was responsible for International Operations and the High Technology sector. In 2000, he was appointed Head of EADS International and in 2005, EADS Chief Operating Officer (COO). He graduated from the Institut d'Etudes Politiques of Paris.



Stefan Zoller
Head of Defence & Security Systems Division

Mr Zoller joined Dasa in 1996 as Chief of Staff of the President and CEO of the Company. Previously, he held various management positions within DaimlerChrysler, Dornier and Senstar/Canada. Since 2000, he has held top management positions within EADS' defence business and was appointed Head of the Defence & Security Systems Division in 2005. Mr Zoller graduated from the University of Tübingen and holds a PhD in company law.



François Auque
Head of Space Division

Mr Auque joined Aerospatiale as Chief Financial Officer in 1991, after a career with the Suez Group and the French Cour des Comptes. He held various top management posts within Aerospatiale Matra. Since 2000, he has been Chief Executive Officer of EADS Space Division. Mr Auque graduated from the Ecole des Hautes Etudes Commerciales, from the Ecole Nationale d'Administration, and from the Institut d'Etudes Politiques of Paris.



Jussi Itävuori
Head of Human Resources

Mr Itävuori joined EADS in September 2001. Previously, he worked for KONE Corporation since 1982 and was appointed in 1989 as Head of Human Resources and member of the Executive Committee of KONE Elevators. In 1995, he was appointed member of the Executive Committee and Head of Human Resources of KONE Corporation. Mr Itävuori graduated from the Vaasa School of Economics, Finland and served in the Airforce as a pilot.

In April 2006 EADS appointed Mr Jean J. Botti as Chief Technical Officer and Member of the Executive Committee with effect from 1st May 2006

Corporate Governance



For more detailed information please refer to: Corporate Governance section of www.eads.com or Financial Statements and Corporate Governance 2005 (2)

In 2005, the EADS Board continued to uphold the driving principle of maximising shareholder value and complying with applicable laws and corporate governance principles in the countries relevant to the Company, while also sharpening its focus on corporate governance best practice.

In the course of taking care of the Company's affairs, the Board met seven times and was regularly informed of developments through business reports from the Chief Executive Officers, including rolling forecasts as well as strategic and operational plans. The average attendance rate at such meetings was 91%. The Board discussed topics and authorised operations including EADS strategy; reorganisation topics (such as the reshaping of EADS' divisional structure and headquarter organisation); and major business issues (such as the A350 industrial launch decision, Airbus future product policy, EADS' strategy in defence including European industry consolidation and the acquisition of Atlas Elektronik together with ThyssenKrupp Technologies, the review of the EADS UAV programmes, the co-development of the EC175 helicopter with China and the review of Sogerma future strategy).

The Board also approved operational plans, budgets, remuneration (including a share option plan and an employee share option plan) and the Group's financial results and forecasts, as well as financial optimisations and the process of risk management and internal controls. Additionally, it dealt with topics regarding personnel and human resources, such as management qualification as well as attracting, retaining and developing high potential executives in order to ensure the future quality of EADS' management and the multinational leadership structure. At the 11th May 2005 meeting, Manfred Bischoff and Arnaud Lagardère were re-elected as Chairmen and the two Board Committees were reconstituted with the same composition as previously. At the 25th June 2005 meeting, the Board appointed the following to the Executive Committee: the EADS Chief Executive Officers, the two Chief Operating Officers, the Chief Executive Officer of Airbus, the head of Defence & Security Systems and the head of Eurocopter. It also confirmed appointment of the other Executive Committee members.

Shaping the Group's mission and strategy
Effectiveness of governance and
management are a key success factor.

The changes to EADS' corporate governance implemented in 2004 to reflect best practice in jurisdictions relevant to EADS affected a number of matters in 2005, including the new Board members' introduction packages following their appointment at the Annual General Meeting.

The activities of the Audit Committee and Remuneration and Nomination Committee during 2005 reflected various changes to incorporate best practice in recent years, especially the adopted new internal Directors' guidelines (the 'Directors' Guidelines') at the Board meeting of 10th December 2004. The Audit Committee met three times during 2005 and had one written consultation. It reviewed the 2004 results as well as the first half-year 2005 results. The Remuneration and Nomination Committee met five times during 2005 to review the compensation policy (including pension schemes), the bonus payments for 2004, the stock option plan and the employee share ownership plan for 2005, and to recommend the appointment of the President and the Chief Executive Officer of EADS Space Transportation, the head of Defence and Communications Systems and the Chief Executive Officer of EADS Sogerma Services.

For all Board members, remuneration contains a fixed and a variable part. Part of the compensation paid to members of the Board is based on generation of cash and EBIT, either at Group or divisional level, as well as on their individual performance. The variable proportion generally represents at least half of total compensation.

Continuous improvement and effectiveness of governance and management of the Group will remain a prime focus and key success factor for EADS.

Members of the Board of Directors

Manfred Bischoff

Chairman of EADS

DaimlerChrysler Delegate for Aerospace

Arnaud Lagardère

Chairman of EADS

General Partner and Chief Executive Officer of Lagardère

Thomas Enders

Chief Executive Officer of EADS

President of the German Association of the

Aerospace Industries-BDLI

Noël Forgeard

Chief Executive Officer of EADS

Member of the Board of Directors of Arcelor

Hans Peter Ring

Chief Operating Officer for Finance of EADS

Member of the Supervisory Board and Shareholder Committee of M+W Zander - D.I.B Facility Management GmbH

Jean-Paul Gut

Chief Operating Officer for Marketing, Strategy and

Global Development of EADS

Member of the Board of Directors of Arjil Commandité-Arco

Juan Manuel Eguiagaray Ucelay

Director of the Service of Studies of the Fundacion Alternativas

Louis Gallois

President of SNCF

Rüdiger Grube

Member of the Management Board of DaimlerChrysler

François David

Chairman and Chief Executive Officer of Coface

Michael Rogowski

Chairman of the Supervisory Board of J.M. Voith AG
