



# Ryanair Holdings plc

## Annual General Meeting

*September 17, 2020*

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action to be taken, you are recommended to consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately (being, in the case of United Kingdom shareholders, an independent financial advisor authorised under the Financial Services and Markets Act 2000 of the United Kingdom and, in the case of Irish shareholders, an organisation or firm authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland (as amended) or the Investment Intermediaries Act 1995 of Ireland (as amended) and in the case of shareholders in a territory outside Ireland and the United Kingdom, from another appropriately authorised independent financial advisor.

The release, publication or distribution of this document in or into jurisdictions other than Ireland and the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

**Your attention is drawn to the special arrangements for the Annual General Meeting in response to the COVID-19 pandemic, which are set out in this document.**

If you have sold or transferred all of your Ordinary Shares in Ryanair Holdings plc, please send this Notice together with the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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**A letter from the Chairman to shareholders regarding the Annual General Meeting (“AGM”) of Ryanair Holdings plc, to be held in the CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland at 9.00 a.m. on September 17, 2020 is set out on pages 1 to 3 of this document. The Notice of the AGM is set out on pages 4 to 7 of this document.**

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# LETTER FROM THE CHAIRMAN OF RYANAIR HOLDINGS PLC

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Dear Shareholder,

I am pleased to inform you that the Annual Report and Financial Statements for Ryanair Holdings plc (the “Company”) for the year ended March 31, 2020 are now available on our website at <https://investor.ryanair.com/results/>. You will find the Notice of the Annual General Meeting (“AGM”) set out on pages 4 to 7 of this document. The AGM will be held at 9.00 a.m. on September 17, 2020 in the CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland.

The well-being of our shareholders, and our people is a primary concern for the Directors. We are closely monitoring the COVID-19 situation and any advice by the Government in relation to the pandemic. We will take all recommendations into account in the conduct of the AGM. There will likely be very limited ability to attend the AGM in person and we would therefore encourage shareholders to submit their Form of Proxy to ensure they can vote and be represented at the AGM. By submitting a proxy form you can ensure that your vote on the proposed resolutions is cast in accordance with your wishes without attending in person.

The Company continues to monitor the impact of COVID-19 and any relevant updates regarding the AGM, including any changes to the arrangements outlined in this letter, will be available on <https://investor.ryanair.com/>.

In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company’s Articles of Association.

## **Action to be taken**

### **Proxy Form**

Please find enclosed a Form of Proxy and Attendance Card for the AGM. In light of the ongoing impact of the COVID-19 pandemic, we encourage shareholders not to attend this year’s AGM in person but to submit Proxy Forms to ensure they can vote and be represented at the AGM without attending in person.

You should complete and sign the Form of Proxy and return it by no later than 9.00 a.m. on September 15, 2020 to **Link Registrars Limited, PO Box 1110, Maynooth, Co. Kildare Ireland or by hand to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland** or submit it electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company’s Registrar’s website ([www.signalshares.com](http://www.signalshares.com)). **Please see notes 8 and 9 attached to the Notice of AGM.**

If you decide to attend in person, notwithstanding the advice not to do so, please bring your Attendance Card with you. If you appoint a person other than the Chairman of the AGM, or any other officer of the Company as your proxy, please give your Attendance Card to that person for his/her admission to the AGM, although we encourage you to appoint the Chairman of the AGM as your proxy in these unique circumstances.

### **Business to be considered at the Annual General Meeting**

Your attention is drawn to the Notice of Meeting on pages 4 to 7, which sets out matters to be considered at the AGM. The ordinary business to be transacted at the AGM is set out in resolutions 1 to 4 in the Notice.

Under Resolution 1, shareholders are asked to receive and consider the statutory financial statements for the year ended March 31, 2020 and the reports of the Directors and Statutory Auditors thereon.

Under Resolution 2, shareholders are asked to receive and consider the Directors' Remuneration Report as set out on pages 48 to 53 in the Company's Annual Report for the year ended March 31, 2020 (the "**2020 Annual Report**"). This advisory and non-binding resolution is often referred to as a "say on pay" resolution. While it is not mandatory for companies to put such a resolution to shareholders, it is considered best practice to do so and the Company is committed to maintaining the highest standards of corporate governance.

Resolutions 3(a) to (j), which are each proposed as separate resolutions, deal with the proposed re-election of Directors. The Company's Articles of Association require that one third of the Directors retire by rotation at the AGM every year. However, in compliance with the recommendations of the UK Corporate Governance Code, all of the Directors will retire from office and present themselves for re-election by the shareholders at the AGM. Biographical details of the Directors are found on pages 134 to 135 of the 2020 Annual Report.

Resolution 4 deals with the authority of the Directors to fix the remuneration of the Statutory Auditors.

### **Special Business**

In addition to the ordinary business, the following special business is to be transacted:

#### ***Resolution 5 – Ordinary Resolution - Directors' Authority to Allot Ordinary Shares***

The Directors are seeking the authority to allot relevant securities up to a maximum nominal amount of 33.33% of the issued share capital of the Company as at August 7, 2020 (being the latest practicable date before publication of this document) (the "**Latest Practicable Date**") which would be equivalent to an aggregate nominal value of €2,179,881 (representing 363,313,577 Ordinary Shares). This authority would expire on the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date on which this resolution is passed.

#### ***Resolution 6 – Special Resolution - Disapplication of Statutory Pre-emption Rights***

As was the case at previous AGMs, subject to the passing of Resolution 5, the Directors are seeking authority to allot equity securities for cash without first being required to offer them to existing shareholders of the Company in accordance with statutory pre-emption rights where the equity securities are allotted:

- (a) pursuant to the terms of the existing Ryanair Holdings plc Share Option Plan of 2013 and/or the Ryanair Holdings plc 2019 Long Term Incentive Plan;
- (b) in connection with a rights issue (or other pro-rata offer) to shareholders (subject to certain exceptions); and/or
- (c) otherwise than in pursuance of (a) or (b) above, up to an aggregate nominal value of 5% of the issued share capital of the Company as at the Latest Practicable Date, which would be equivalent to an aggregate nominal value of €327,015 (representing 54,502,487 Ordinary Shares).

It is proposed to renew this authority for the period expiring on the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date of the passing of this Resolution.

#### ***Resolution 7 – Special Resolution - Authority to Repurchase Shares***

The Directors are seeking to renew the authority of the Company or any of its subsidiaries, to make market purchases and/or overseas market purchases (as defined by Section 1072 of the Companies Act 2014) of the Company's Ordinary Shares and Ordinary Shares underlying the American Depositary Shares ("**ADSs**") traded on NASDAQ up to a maximum of 10% of the issued Ordinary Shares as at the date of the passing of this resolution. Any ADSs purchased will be converted to Ordinary Shares and cancelled, as will Ordinary Shares repurchased and the number of Ordinary Shares in issue will reduce accordingly.

The maximum price at which Ordinary Shares traded on the Irish Stock Exchange (trading as Euronext Dublin) or the London Stock Exchange could be repurchased would be the higher of (i) 5% above the average market value of the Company's Ordinary Shares on the trading venue where the shares are being repurchased for the five (5) business days prior to the date of purchase; and (ii) the price stipulated by the European Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016, being the higher of the last independent trade and the highest current independent bid on the trading venue on which the shares are being repurchased. It is further proposed that the maximum price at which Ordinary Shares which underlie the Company's ADSs which are traded on NASDAQ could be repurchased would be 5% above one-fifth of the average market value of the Company's ADSs on NASDAQ for the five (5) business days prior to the date of purchase (as one ADS represents five (5) Ordinary Shares).

The minimum price at which Ordinary Shares could be repurchased would be their nominal value of 0.600 (euro) cents (€0.006). The authority will also enable the Company to repurchase in US dollars or euro.

These price limits are in line with applicable regulatory requirements and with the routine repurchase authority sought by Ryanair in 2019 and preceding years. The authority being sought, if granted, will remain in force until the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date of the passing of this Resolution.

While no decision has been made to exercise the power to purchase the Company's own Ordinary Shares and ADSs under this resolution, the Board believes that the Company should retain the ability and flexibility to buyback its own shares so that it can be used in the best interests of the Company and the shareholders generally.

#### ***Recommendation of Directors***

The Directors believe that the passing of the Resolutions set out in the Notice of AGM is in the best interests of the Company and of its shareholders as a whole and the Directors unanimously recommend that you vote in favour of such Resolutions as they intend to do in respect of their own beneficial holdings in Ordinary Shares which, as at the date of this letter, represent approximately 4.16% of the issued share capital of the Company.

#### ***Voting Rights post-Brexit***

We remain concerned at the likelihood of a "no deal" or "hard" Brexit and its potential impact on our shareholders. In light of ongoing uncertainty about the negotiation of the future trading relationship between the EU and the UK, we continue to plan for a "hard" Brexit to occur on December 31, 2020. In these circumstances, it is likely that our UK shareholders will be treated as non-EU shareholders and this could potentially affect Ryanair's licensing and flight rights. Accordingly, as announced on March 11, 2019 and at our AGM on September 19, 2019, in line with our Articles of Association, the Board has approved measures that would restrict the voting rights of all non-EU shareholders in the event of a "hard" Brexit, so that we can ensure that Ryanair remains majority owned and controlled by EU shareholders at all times to comply with our licences. This could result in non-EU shareholders not being able to vote on shareholder resolutions in the event of a hard Brexit. Further information on Brexit is available on our website at <https://investor.ryanair.com/Brexit/>.

Yours sincerely,

**Stan McCarthy**  
*Chairman*

## **NOTICE OF AN ANNUAL GENERAL MEETING OF RYANAIR HOLDINGS PLC (the “Company”)**

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NOTICE is hereby given that the Annual General Meeting (the “AGM”) of the Company will be held in the CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland, at 9.00 a.m. on Thursday, September 17, 2020 for the following purposes:

### **As Ordinary Business:**

#### **To consider and, if thought fit, pass the following ordinary resolutions:**

1. Following a review of the Company’s affairs, to receive and consider the statutory financial statements for the year ended March 31, 2020 and the reports of the Directors and the Auditors thereon.
2. To receive and consider the Directors’ Remuneration Report contained in the Company’s Annual Report for the year ended March 31, 2020 on pages 48 to 53.\*
3. To re-elect the following Directors (in each case by a separate resolution) who retire and, being eligible, offer themselves for re-election:
  - (a) Stan McCarthy
  - (b) Louise Phelan
  - (c) Róisín Brennan
  - (d) Michael Cawley
  - (e) Emer Daly
  - (f) Howard Millar
  - (g) Dick Milliken
  - (h) Michael O’Brien
  - (i) Michael O’Leary
  - (j) Julie O’Neill
4. To authorise the Directors to fix the remuneration of the Auditors for the current financial year.

### **As Special Business:**

5. **To consider and, if thought fit, pass the following as an ordinary resolution:**

“That the Directors be and hereby are generally and unconditionally authorised in substitution for all existing authorities to exercise all powers of the Company to allot and issue all relevant securities (as defined by Section 1021 of the Companies Act 2014, as amended (the “Companies Act”)) (including the re-issuance of treasury shares, if any) provided that the nominal value of such securities where they are shares, and, where such securities are not shares, the nominal value of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed an aggregate nominal value equal to €2,179,881 (representing 363,313,577 Ordinary Shares) representing approximately 33.33% of the aggregate nominal value of the issued share capital of the Company as at August 7, 2020 (being the latest practicable date before publication of this document) (the “Latest Practicable Date”), and the authority hereby conferred shall expire at the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date of the passing of this Resolution, unless previously renewed, varied or revoked by the Company in general meeting provided, however, that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted or issued after this authority has expired, and the Directors may allot and issue any such securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

6. **To consider and, if thought fit, pass the following as a special resolution:**

“That, subject to the passing of Resolution 5, the Directors be and hereby are empowered pursuant to Section 1023 of the Companies Act, to allot equity securities (within the meaning of Section 1023(1) of the Companies Act) for cash pursuant to the authority conferred on the Directors under Section 1021 of the Companies Act by Resolution 5 above as if Section 1022(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities (including in the case of sub-paragraphs (a), (b) and (c) below, the re-issue of any shares purchased by the Company pursuant to the provisions of Chapter 5 of Part 17 of the Companies Act and held as treasury shares (as defined therein)):

- (a) pursuant to the terms of the Ryanair Holdings plc Share Option Plan of 2013 and/or the Ryanair Holdings plc 2019 Long Term Incentive Plan;
- (b) in connection with a rights issue, open offer or other pre-emptive offer (including through one or more intermediaries) in favour of shareholders where the equity securities are offered to shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements or legal or practical problems arising in respect of overseas shareholders, or shareholders subject to legal restrictions or sanctions, fractional elements or otherwise; and/or
- (c) otherwise than in pursuance of (a) or (b) above, having, in the case of relevant shares (within the meaning of Section 1023 of the Companies Act) a nominal value or, in case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal value up to an aggregate nominal value of 5% of the aggregate nominal value of the issued share capital of the Company as at the Latest Practicable Date, which would be equivalent to an aggregate nominal value of €327,015 (representing 54,502,487 Ordinary Shares),

and shall unless previously renewed, revoked or varied by special resolution of the Company in general meeting, expire on the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date of the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.”

7. **To consider and, if thought fit, pass the following as a special resolution:**

“That the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act) of the Company be and they are hereby generally authorised to make market purchases and / or overseas market purchases (as defined by Section 1072 of the Companies Act) of the Company’s Ordinary Shares on such terms and conditions and in such manner as the Directors or, as the case may be, the Directors of such subsidiary, may from time to time determine in accordance with and subject to the provisions of the Companies Act and the following restrictions and provisions:

- (i) the maximum aggregate number of Ordinary Shares authorised to be acquired pursuant to the terms of this Resolution shall not exceed 10% of the Ordinary Shares of the Company in issue as at the date of the passing of this Resolution;
- (ii) the minimum price (exclusive of expenses) which may be paid for any such Ordinary Share shall be an amount equal to the nominal value thereof; and

- (iii) the maximum price (exclusive of expenses) which may be paid for any such Ordinary Share shall not exceed the higher of:
  - A. the higher of the price of: (1) the last independent trade of an Ordinary Share; and (2) the highest current independent purchase bid for an Ordinary Share on the trading venue where the purchase is carried out, including when the Ordinary Shares are traded on different trading venues, as stipulated by the European Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 and any corresponding provision of any replacement legislation; and
  - B. an amount equal to 105% of the average of the Relevant Prices of the Ordinary Shares for the five (5) business days immediately preceding the day of the purchase of the Ordinary Shares.
- (iv) For the purpose of sub-paragraph (iii) B, “**Relevant Price**” means: in respect of the purchase of Ordinary Shares traded on the Irish Stock Exchange plc (trading as Euronext Dublin) (or any successor thereto) (“**Euronext**”), the official closing price of such Ordinary Shares as published in the Daily Official List of Euronext (or any successor publication thereto); or in respect of the purchase of Ordinary Shares traded on the London Stock Exchange plc (or any successor thereto) (“**LSE**”), the official closing price of such Ordinary Shares as published in the LSE Daily Official List (or any successor publication thereto);
- (v) For the purpose of sub-paragraph (iii) B, “**Relevant Price**” means, in respect of the purchase of Ordinary Shares underlying the American Depositary Shares (“**ADSs**”) traded on NASDAQ, one-fifth of the NASDAQ Official Closing Price in respect of such ADSs as published by NASDAQ (or its equivalent if such a price is no longer published by NASDAQ). For the avoidance of doubt, the “**Relevant Price**” in respect of Ordinary Shares underlying the ADSs shall be determined in accordance with this sub-paragraph (v) alone and sub-paragraph (iv) shall not apply to such Ordinary Shares underlying the ADSs even if such Ordinary Shares underlying the ADSs are purchased on Euronext and/or the LSE;
- (vi) For the purpose of sub-paragraphs (iii), (iv) and (v), “**business day**” means a day on which the relevant stock exchange is open for business, provided that if there shall not be a closing price reported by the relevant authority in accordance with sub-paragraphs (iv) and/or (v) for any particular business day, then that day shall not count as one of the said five business days for the purposes of determining the maximum price in accordance sub-paragraph (iii) B;
- (vii) If the means of providing the information as to prices, by reference to which the “**Relevant Price**” is to be determined in accordance with sub-paragraphs (iv) and/or (v), is altered or is replaced by some other means, then the “**Relevant Price**” shall be determined on the basis of the equivalent (as nearly as practicable) information published by the relevant authority; and
- (viii) This authority will expire on the close of business on the earlier of: (i) the date of the Annual General Meeting of the Company in 2021; or (ii) the date which is 15 months from the date of the passing of this Resolution, unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act. The Company or any subsidiary may before such expiry enter into a contract for the purchase of Ordinary Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

By Order of the Board

**Juliusz Komorek**  
*Secretary*

Registered Office:  
Ryanair Dublin Office  
Airside Business Park  
Swords  
County Dublin  
K67 NY94  
Ireland

August 10, 2020



## NOTES

- \* Resolution 2 is an advisory resolution and is not binding on the Company.
1. In light of the ongoing impact of the COVID-19 pandemic and related public health guidance, we encourage shareholders to submit their Forms of Proxy to ensure they can vote and be represented at the AGM without the need to attend in person.
  2. We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommended actions into account in the conduct of the AGM. There will be limited ability to facilitate attendance in person, the AGM will be as brief as possible, observing social distancing measures; the venue will be vacated promptly after the AGM and refreshments will not be provided.
  3. In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association.
  4. In order to comply with applicable public health guidelines or requirements, applicable law or where it is otherwise considered advisable and in accordance with Article 53(e) of the Company's Articles of Association or otherwise, shareholders who attend the AGM in person may be restricted from attending the AGM in the same room from where the Chairman of the AGM shall preside over the meeting and such shareholders may be required to attend and participate in the AGM from a separate room also located at CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland.
  5. Pursuant to Section 1105 of the Companies Act 2014, only those shareholders who are registered in the Register of Members of the Company (or their duly appointed proxies or representatives), at 7.00 p.m. on September 15, 2020 or, if the AGM is adjourned, 7.00 p.m. on the day that is two days before the date of the adjourned AGM (the "**Record Date**"), shall be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of shares registered in their name at the Record Date. Changes to the Register after the Record Date shall be disregarded in determining the right of any person to attend and/or vote at the AGM or any adjournment thereof.
  6. Pursuant to Section 1107 of the Companies Act 2014, any member of the Company attending the AGM has the right to ask questions related to items on the agenda of the AGM and to have these questions answered by the Company subject to any reasonable measures the Company may take to ensure the proper identification of the member and provided:
    - a) answering the question does not unduly interfere with preparation for the AGM or the confidentiality and business interests of the Company; or
    - b) the question has not already been answered on the Company's website in a questions and answers format; or
    - c) the Chairman of the AGM is satisfied that answering the question will not interfere with the good order of the AGM.
  7. A member who is entitled to attend and vote at the AGM is entitled to appoint a proxy as an alternate to attend, speak and vote instead of him/her and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member may appoint the Chairman of the AGM, or another person who need not be a member of the Company as a proxy. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at his/her discretion. The deposit of an instrument of proxy will

- not preclude a member from attending and voting in person at the AGM or at any adjournment thereof.
8. A Form of Proxy is enclosed with this Notice. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially must be deposited at the offices of the Company's Registrar, Link Registrars Limited, PO Box 1110, Maynooth, Co. Kildare Ireland or by hand to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland, in either case not less than 48 hours before the time appointed for the AGM or any adjournment thereof.
  9. In addition to Note 8 above and subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof, the appointment of a proxy form may also:
    - a) be submitted by fax to +353 (1) 2240700, provided it is received in legible form; or
    - b) be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website ([www.signalshares.com](http://www.signalshares.com)) and entering the Company name: Ryanair Holdings plc. You will need to register for Signal Shares by clicking on "registration section" (if you have not registered previously) and following the instructions thereon; or
    - c) CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by following the procedures laid down in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s) should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with EUI's (Euroclear UK and Ireland) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrar, Link Registrars Limited, (ID Number 7RA08) by the latest time(s) for receipt of proxy appointments specified in this Notice of AGM or adjourned AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Link Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his/her CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid the CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 as amended.
  10. The Form of Proxy for corporations must be executed under the corporation's common seal (if applicable) or under the hand of a duly authorised officer or attorney thereof and submitted in accordance with either Note 8 or Note 9 above.

11. Pursuant to Section 1104 of the Companies Act 2014 and subject to any contrary provision in company law, any member or a group of members holding at least 3% of the Company's issued share capital, representing at least 3% of the voting rights of all members who have a right to vote at the AGM, have a right to put an item on the agenda of an AGM provided that such item is accompanied by reasons justifying its inclusion or the full text of any draft resolution proposed to be adopted at the AGM. A request by a member to put an item on the agenda or to table a draft resolution at an AGM must be received by the Company's Secretary at the Company's registered office in hardcopy form or in electronic form at least 42 days before the AGM to which it relates together with (i) details of the item to be included and/or the draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported; and (ii) authenticated by the person or persons making it (by identifying the member or members meeting the qualification criteria and, if in hard copy, by being signed by the member or members).
12. Where shares are jointly held, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holder(s) of the share(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
13. Where a poll is taken at an AGM, any member, present in person or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
14. During the AGM, members (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the AGM. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting the AGM onto screens during the AGM or to photographs taken by accredited press photographers admitted to the AGM. Please note, such equipment may capture personal data. Such personal data shall be used for the purpose of the AGM and in full compliance with applicable data protection law. In addition, the Company may process your personal data for other legitimate interests of the Company or to meet further legal obligations.
15. Information regarding the AGM including a copy of this Notice, the 2020 Annual Report, details of the total number of shares and voting rights at the date of this Notice, and copies of documentation relating to the 2020 AGM, including proxy forms and draft resolutions, are available on the Company's website, [www.ryanair.com](http://www.ryanair.com).

