

# RYANAIR

## Ryanair Holdings plc

### Annual General Meeting September 17, 2020 Form of Proxy

I/We being (a) Member(s) of the above named Company hereby appoint\* the Chairman of the Meeting, with full power of substitution,

or .....

of.....

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 9.00 a.m. in the CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland on September 17, 2020 and at any adjournment thereof.

This Form of Proxy is given in respect of \*\* ..... ORDINARY SHARES

\* In the unique circumstances of the COVID-19 pandemic, we encourage you to appoint the Chairman of the Meeting, or their substitute(s), as your proxy. If it is desired to appoint any person other than the Chairman of the Meeting, or their substitute(s), insert here the name and address of such person. A proxy need not be a Member of the Company, but must attend the meeting in person to represent you. If you are appointing a proxy other than the Chairman of the Meeting, or their substitute(s), or any other Officer of Ryanair Holdings plc, please provide him/her with the ATTENDANCE CARD attached hereto to facilitate his/her attendance.

\*\* Insert the number of Ordinary Shares in respect of which the Form of Proxy is given. If the number is not inserted, the proxy will be taken to have been given in respect of all the Ordinary Shares held by the appointer(s).

#### NOTES

1 Any Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a Member of the Company. A Member may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. If you wish to appoint more than one proxy please contact the Registrars of the Company, Link Registrars Limited on +353 (1) 5530050.

2 All completed Forms of Proxy must be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting, or any adjournment thereof. To be valid this Form of Proxy together with the power of attorney or other authority (if any) under which it is duly completed and signed or a notorially certified copy thereof, must be: (a) deposited at the office of the Registrar, Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Co. Kildare, W23 F854, Ireland; (b) submitted by post to P.O. Box 1110, Maynooth, Co. Kildare, Ireland; (c) submitted by fax to +353 (1) 2240700, provided it is received in legible form; (d) submitted electronically, subject to terms and conditions of electronic voting via the internet by accessing the Company's Registrar's website at [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 (e) submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be done in accordance with the procedures specified in the CREST Manual, not less than 48 hours before the time appointed for the holding of the Annual General Meeting, or any adjournment thereof, and received by the Registrar under CREST Participant ID 7RA08. 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 the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

3 This Form of Proxy must (i) in the case of an individual Member be signed or sent electronically by the Member or his/her attorney, or (ii) in the case of a body corporate be given either under the common seal or be signed on its behalf by its duly authorised officer or attorney.

4 In the case of joint holders, the signature of any of them will suffice, but the names of all joint holders should be shown. In the case of joint holders 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 holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

5 Unless otherwise directed the proxy will vote (or abstain from voting) as he/she thinks fit. The proxy will act at his/her discretion on any other business arising at the meeting.

6 Completion and return of this Form of Proxy will not preclude a Member from attending the meeting and voting in person if the Member so wishes.

7 Only persons 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 Annual General Meeting is adjourned, on the date that is two days before the date of the adjourned Annual General Meeting (the "record date"), shall be entitled to attend, speak, ask questions and vote at the Annual General Meeting or any adjournment thereof, in respect of the number of shares registered in their name at the record date.

Signature .....

Date .....

Please indicate with an "X" in the spaces below how you wish the proxy to vote in respect of each of the resolutions detailed in the notice convening the meeting. You may direct your proxy to vote "For", "Against" or to "Withhold" your vote. If no such specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" the resolutions.

### RESOLUTIONS

#### Ordinary Business

	For	Against	Vote Withheld
1. Consideration of Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Consideration of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Directors			
(a) Stan McCarthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Louise Phelan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Róisín Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Michael Cawley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Emer Daly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Howard Millar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Dick Milliken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Michael O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Michael O'Leary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Julie O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Directors' Authority to fix the Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special Business

5. Directors' Authority to allot Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Disapplication of Statutory Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authority to Repurchase Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Detach here

Detach here

### ATTENDANCE CARD

Please bring this card with you to the meeting you will be asked for it when you arrive

### Ryanair Holdings plc

Annual General Meeting on September 17, 2020 at 9.00 a.m. in the CityNorth Hotel and Conference Centre, Gormanston, Co. Meath, K32 W562, Ireland.

Signature of Shareholder .....

#### If you are a proxy

Name of proxy (Block Letters) .....

Signature .....