

RYANAIR

Ryanair Holdings plc

Extraordinary General Meeting

December 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 attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Ryanair Dublin Office, Airside Business Park, Swords, Co. Dublin, K67 NY94 at 9.00 a.m. on December 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

- Any Member who is entitled to attend, speak and vote at the above Meeting is entitled to appoint a proxy as an alternate 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.
- All completed Forms of Proxy must be received no later than 9.00 a.m. on 15 December 2020 or if the Extraordinary General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Extraordinary General Meeting. 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 by hand 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 (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 and received by the Registrar under CREST Participant ID 7RA08, not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. 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.
- 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 (if applicable) or on its behalf by its duly authorised officer or attorney.
- 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.
- 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.
- 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.
- Only persons registered in the Register of Members of the Company (or their duly appointed proxies or representatives), at 7.00 p.m. on December 15, 2020 or, if the Extraordinary General Meeting is adjourned, 7.00 pm on the day that falls two days before the time appointed for the adjournment (the "record date"), shall be entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting, or any adjournment thereof, in respect of the number of shares registered in their name at the record date.

Signature

Date

Notice of Availability - Notice of EGM and Shareholder Circular.

IMPORTANT - PLEASE READ CAREFULLY

You can access the Notice of EGM, Shareholder Circular, a redline of the Articles of Association showing the proposed changes and the other documents being placed on display in connection with the EGM by visiting this website:

<https://investor.ryanair.com/>

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			
	For	Against	Vote Withheld
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend and adopt the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Detach here

ATTENDANCE CARD

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

Detach here

Ryanair Holdings plc

Extraordinary General Meeting on September 17, 2020 at 9.00 a.m. in Ryanair Dublin Office, Airside Business Park, Swords, Co. Dublin K67 NY94, Ireland.

Signature of Shareholder

If you are a proxy

Name of proxy (BLOCK LETTERS)

Signature