



Directors' Remuneration Policy

This Ryanair Directors' Remuneration Policy (the "**Directors' Remuneration Policy**") has been adopted by the Remuneration Committee ("**Remco**") of Ryanair Holdings plc (the "**Company**").

Pursuant to this Directors' Remuneration Policy, Remco has the ability to exercise the full discretion conferred by Articles 78, 79, 81, 94, 96, 97 and 98 of the Company's Articles of Association subject to the following restrictions:

1. Article 77 of the Company's Articles of Association, which provides that the ordinary remuneration of the Directors shall be determined from time to time by an ordinary resolution of the Company;
2. Section 238 of the Companies Act 2014, which requires certain substantial non-cash transactions involving Directors to be approved by shareholders;
3. Irish Listing Rule 6.1.32 and 6.1.35, which require certain incentive schemes and discounted option arrangements to be approved by shareholders;
4. Irish Listing Rule 11 and section 111O of the Irish Companies Act 2014 (as amended), which require certain transactions with related parties to be approved by shareholders; and
5. the rules of the Option Plan 2013 and the LTIP 2019.

This Directors' Remuneration Policy will first address Ryanair's remuneration policy for Executive Directors, followed by our remuneration policy for Non-Executive Directors. As used in this Directors' Remuneration Policy: (i) "Executive Director" means a member of Board who is also an employee of the Company or any of its subsidiaries and affiliates, and (2) a Non-Executive Director means a member of the Company's Board who is not also an employee of the Company or any of its subsidiaries and affiliates. At the time of adopting this policy, the Group CEO is the only Executive Director.

The Company's Executive Directors do not receive any separate compensation for their service on the Board in any capacity. Rather, the compensation of the Company's Executive Directors, as officers or employees of the Company, is determined by Remco as part of its determination of executive compensation generally. Therefore, the amount and structure of executive compensation is separate from, and fundamentally different than, Non-Executive Director compensation, which is a matter for the Chairman. The remuneration of the Chairman is determined by Remco. As such, the policy provisions reflect these different compensation structures and determinations.

The Directors' Remuneration Policy is also available on www.investor.ryanair.com/remuneration-policy/. This Directors' Remuneration Policy will be put to an advisory and non-binding vote at the upcoming AGM in September 2021. The Directors' Remuneration Policy will apply for four years until the 2025 AGM or earlier if there is a proposed material change to the approved policy.

Executive Director Compensation

Ryanair's Executive Director remuneration policy is designed to support the strategy of the Ryanair Group and promote long-term sustainable success as follows:

1. **Clarity:** The Group CEO (who is the only Executive Director) is rewarded competitively, but in keeping with the ethos of a low-cost airline group, having regard to the comparative marketplace primarily in Ireland and the U.K. to ensure that they are motivated to deliver in the best interests of the shareholders.
2. **Simplicity:** The remuneration of Executive Directors is structured towards a relatively low basic salary (by EU airline comparatives) and a bonus scheme which allows Executive Directors to earn up to a maximum of 100% of their base pay each year by way of performance related bonus. In selecting annual performance targets, Remco takes into account the Group's strategic objectives, short and long-term business priorities. The Group CEO's bonus is determined annually with up to 50% of the total quantum being determined by reference to achieving the Company's budgeted profit after tax ("PAT") for the fiscal year, and up to 50% of the total quantum being determined by reference to a written assessment from Remco of the Group CEO's personal performance against a list of rigorous performance targets for that fiscal year. These personal performance targets focus on strategic objectives such as (but are not limited to) traffic targets, ancillary revenue growth, cost control (measured against ex-fuel unit costs) and liquidity, customer service metrics, management succession, operational

performance (including punctuality and customer satisfaction) and ESG targets.

3. **Risk:** The remuneration of Executive Directors is structured so as to mitigate potential remuneration-related risks.
4. **Predictability:** The Group CEO's share option grant (awarded as part of his 5-year contract in February 2019 when the share price was €11.12) has clear but challenging targets. The PAT of the Ryanair Group must be doubled to €2bn in any year up to fiscal year 2024 (inclusive) and/or the Company's share price exceeds €21 for a period of 28 days between April 1, 2021 and March 31, 2024. This gives certainty to all stakeholders if the targets have been met.
5. **Proportionality:** Linking annual bonuses to Ryanair's short-term targets (including budgeted PAT and other performance metrics), and share based remuneration to the Company's long-term targets (e.g. PAT above €2bn and/or share price above €21 as noted above) ensures that suboptimal performance is not rewarded.
6. **Alignment to Culture:** The Group has a policy of minimizing management expenses and accordingly it does not provide defined benefit pensions, company cars, or unvouched expenses to the Executive Director. All expense claims must be fully vouched and are rigorously vetted on a monthly basis by the Group CFO.

As at the date of this Directors' Remuneration Policy, the only Executive Director is the Group CEO.

Fixed compensation elements for Executive Directors

Component and Purpose / Link to Strategy	Operation	Maximum Opportunity	Performance Measures
<p>Fixed Compensation</p> <p><i>Competitive salaries help to attract and retain staff with the experience and knowledge required to enable the Group to compete in its markets.</i></p>	<p>The salary level for each Executive Director is established by Remco after its consideration of multiple factors including benchmarking the executive position to market and the size and scope of the Executive Director's role and responsibilities, and the individual's skills, experience and performance.</p> <p>Salaries are generally reviewed annually and may be adjusted, but there is no guaranteed annual increase.</p>	<p>There is no maximum salary opportunity, but salary may be adjusted (usually annually). In addition, in certain cases (for example in cases of promotion) Remco may make more significant salary adjustments for various reasons, including to reflect progression in the role and increased management responsibilities or if an Executive Director's salary is determined to be uncompetitive.</p>	<p>Not applicable.</p>
<p>Benefits</p> <p><i>To provide a range of market competitive benefits which are valued and assist the individuals to carry out their duties.</i></p>	<p>Currently Executive Directors are not provided with additional benefits.</p> <p>While the Group has a policy of minimizing management expenses, Remco may decide to provide benefits to Executive Directors for various reasons including to attract executive talent.</p> <p>These benefits may be agreed on a case by case basis, and may include, but would not be limited to:</p> <ul style="list-style-type: none"> • life insurance; • permanent health insurance; • cash allowance - health; 	<p>The cost of providing benefits could vary from year to year, depending on the nature of the benefit.</p> <p>As such, there is no maximum benefits opportunity, and benefits will be maintained at a level to ensure market competitiveness.</p>	<p>Not applicable.</p>

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	<ul style="list-style-type: none"> • cash allowance - car; and • relocation costs. <p>All expense claims must be fully vouched and are rigorously vetted on a monthly basis by the Group CFO.</p>		
<p>Pensions</p> <p><i>Pension arrangements provide competitive and appropriate retirement plans.</i></p> <p><i>Given the long-term nature of the business, pension is an important part of the remuneration package to support creation of value and succession planning.</i></p>	<p>The current Executive Director (Group CEO) is a deferred member of a defined contribution plan. During (at least) the years ended March 31, 2021, 2020 and 2019 the Company did not make contributions to the defined contribution plan for the Executive Director.</p> <p>Remco may determine to provide pension related benefits (including participation in the pension schemes operated by the Group) to Executive Directors.</p>	<p>This level of benefit provision can vary depending on cost and individual circumstances.</p> <p>The value of any benefits will be reported annually in the Remuneration Report.</p>	Not applicable.

Variable compensation elements for Executive Directors

Variable pay is intended to incentivise the delivery of sustainable, long-term performance, with rewards aligned to shareholders' interests, and adjusted for risk.

Component and Purpose / Link to Strategy	Operation	Maximum Opportunity	Performance Measures
<p>Variable Compensation</p> <p><i>Incentivises Executive Directors to deliver Group and individual goals that support value creation.</i></p>	<p>In selecting annual performance targets, Remco takes into account the Group's strategic objectives, short and long-term business priorities.</p> <p>An Executive Director's bonus is determined annually with up to 50% of the total quantum being determined by reference to achieving the Company's budgeted profit after tax ("PAT") for the fiscal year, and up to 50% of the total quantum being determined by reference to an Executive Director's personal performance against a list of rigorous performance targets for the strategic financial performance and non-financial performance elements considered most important to long-term sustainable success.</p> <p>This program is designed to deliver pay commensurate with performance wherein results that are greater than target goals are rewarded with above target payout levels, and performance not meeting minimum threshold</p>	<p>Annual variable compensation payments may be made and are based upon a target percentage of each Executive Director's salary, up to a maximum pay-out of 100% of their base salary each year.</p> <p>Payments will be determined by performance against previously set financial and non-financial goals, with the maximum percentage payout determined annually by Remco.</p>	<p>The Executive Director's bonus is determined annually with up to 50% of the total quantum being determined by reference to achieving the Company's budgeted PAT for the fiscal year, and up to 50% of the total quantum being determined by reference to an Executive Director's personal performance against a list of rigorous performance targets for that fiscal year. These personal performance targets focus on strategic objectives such as (but are not limited to) traffic targets, ancillary revenue growth, cost control (measured against ex-fuel unit costs) and liquidity, customer service metrics, management succession,</p>

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	expectations reduces the payout (potentially to zero).		operational performance (including punctuality and customer satisfaction) and ESG targets.
<p>Long Term Incentive Equity Awards</p> <p><i>The purpose is to align the interest of key management with those of shareholders through an interest in Ryanair shares and by incentivising the achievement of sustainable, long-term performance goals.</i></p> <p><i>“Malus” and clawback provisions enable the Company to mitigate risk.</i></p>	<p>Executive Directors are entitled to participate in the Group’s share option plans and long-term incentive plans.</p> <p>A description of the Company’s Option Plan 2013 and LTIP 2019 are available on page 153 of the Group’s 2021 Annual Report. Details of the share options granted to Executive and Non-Executive Directors are set forth in Note 20 (d) to the consolidated Financial Statements of the Group’s 2021 Annual Report.</p> <p>The Group CEO will not participate in LTIP 2019 for the duration of his existing five year contract (through to July 2024). The Group CEO has received awards under Option Plan 2013. For example, during fiscal year 2019 10m options were granted to the Group CEO under Option Plan 2013 as part of his five year contract. These options, which were granted the then market price of €11.12, will only vest in their entirety if the Group’s PAT doubles to exceed €2bn or, alternatively, the Company’s share price is equal to or exceeds €21 for any 28 day calendar period between April 1, 2021 and March 31, 2024 and, subject to the exceptions provided for in the rules of Option Plan 2013, will only be available if the Group CEO continues to be employed by the Company through July 31, 2024.</p> <p>Details of the Group CEO’s five year contract are available on page 60 of the Group’s 2021 Annual Report.</p> <p><i>Malus and Clawback</i></p> <p>Remco may decide, at any time prior to the vesting of awards under LTIP 2019, to impose further conditions on the awards and/or reduce the number of shares under awards (including to nil) (“malus”) or, in respect of awards to directors of the Group, recover value from the participant following the vesting of an award (“clawback”) by the participant being required to return some or all of the cash or shares delivered under their awards to the Group or to make a cash payment in respect of that cash or those shares in circumstances where there has been:</p> <ul style="list-style-type: none"> - a material misstatement of any 	<p><i>LTIP 2019</i></p> <p>Awards under LTIP 2019 will ordinarily be in the form of performance-based shares (“conditional shares”) with an upper limit on the market value of such conditional shares of 150% of base salary applicable in any year for an employee or Executive Director of the Group, with the possibility of up to 200% of base salary if Remco determines that exceptional circumstances exist.</p> <p>Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period, or on such later date that Remco determines (“hold period”), to the extent the performance conditions have been met. The performance period will be at least three years in the case of conditional share awards and at least five years in the case of share option awards.</p> <p>Any conditional share awards not subject to performance conditions will normally vest on the third anniversary of the award date or such other date that Remco determines. Remco may determine that a conditional share award is subject to an additional holding period (typically two years) following vesting, during which the shares subject to the conditional share award will not be delivered to participants. In certain circumstances Remco may in its discretion adjust the extent to which an award shall vest, for example if such vesting does not reflect the underlying financial or non-financial performance of the participant or the Group over the vesting period.</p> <p><i>Option Plan 2013</i></p> <p>Details of the Group CEO’s five</p>	<p>Remco will determine the appropriate performance measures when granting equity awards to Executive Directors.</p> <p>For example, the performance conditions which will attach to awards to be granted under the LTIP 2019 are currently expected, at the discretion of Remco, to be a combination of absolute PAT growth / EPS growth, relative TSR performance against airline peers and achievement of ESG targets.</p> <p>Absolute PAT growth / EPS growth provides a direct measure of bottom-line financial performance and is a key performance indicator for Ryanair, TSR measures the Company’s relative performance against peers and reflects the overall shareholder experience and ESG targets align with the Group’s goal of reducing its CO2 per passenger/km over the coming years.</p> <p>Remco will determine the appropriate performance targets and how these targets will be determined to be met when making grants under LTIP 2019.</p> <p>In respect of Option Plan 2013, all options are subject to a 5-year performance period beginning with the year in which a grant occurs. Under the rules of Option Plan 2013, no option is capable of being exercised after the eighth anniversary of the date of grant. Remco has discretion to determine the financial performance targets that must be met with respect to the</p>

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	<p>Group member's financial results;</p> <ul style="list-style-type: none"> - a material error in assessing a performance condition applicable to the award or in the information or assumptions on which the award was granted, vests or is released; - a material failure of risk management in any Group member or a relevant business unit; - serious reputational damage to any Group member or a relevant business unit; - misconduct on the part of the participant; or - material corporate failure in any Group member or a relevant business unit. <p>There are Malus and Clawback provisions in place in respect of Option Plan 2013.</p>	<p>year contract are available on page 60 of the Group's 2021 Annual Report and a description of the Company's Option Plan 2013 is available on page 153 of the Group's 2021 Annual Report.</p>	<p>financial year. Those targets will relate directly to the achievement of certain year-on-year growth targets in the Company's PAT figures for each of the financial years of the performance period/ absolute PAT growth targets and/or certain share price targets. See above for details of the options granted to the Group CEO under Option Plan 2013.</p>

Other policy elements:

Component	Operation	Maximum Opportunity	Performance Measures
Executive Director recruitment	<p>The policy on recruitment of Executive Directors aims to be market competitive and to structure remuneration in line with the elements outlined in this Directors' Remuneration Policy.</p> <p>Remco's key principle when determining appropriate remuneration arrangements for a new Executive Director (appointed from within the organisation or externally) is that arrangements are in the best interests of both Ryanair and its shareholders without paying more than is considered necessary by Remco to recruit an executive of the required calibre to develop and deliver the Group's business and strategy.</p> <p>Remco would generally seek to align the remuneration package offered with our remuneration policy. Although in exceptional circumstances, Remco may make remuneration proposals on hiring a new Executive Director which are</p>	<p>This will vary on a case-by-case basis. In addition, a buy-out may be offered to a new Executive Director if the individual holds any outstanding unvested awards or payments that are forfeited on resignation from a previous employer.</p> <p>In the case of an internal appointment, any variable pay element awarded in respect of the prior role will be allowed to pay out according to its original terms stipulated on grant or adjusted as considered desirable to reflect the new role, even if it is not consistent with this Directors' Remuneration Policy for Executive Directors.</p>	<p>Not applicable.</p>

Component	Operation	Maximum Opportunity	Performance Measures
	outside the standard policy to facilitate the hiring of someone of the calibre required to deliver the Group's strategy. When determining appropriate remuneration arrangements Remco will take into account all relevant factors including (among others) the level of opportunity, the type of remuneration opportunity being forfeited and the jurisdiction the candidate was recruited from.		
Notice and Termination provisions	<p>When determining leaving arrangements for an Executive Director, Remco will take into account applicable provisions of Irish law, any contractual arrangements, the circumstances of the Executive Director's departure and the performance and conduct of the individual.</p> <p><i>Service agreements</i></p> <p>Executive Directors service agreements are terminable on 12 months' notice given by either party.</p> <p>A payment in lieu of notice can be paid, at the employer's discretion, as a lump sum or in monthly instalments over the notice period.</p> <p>Executive Directors may also be entitled to a pro-rated bonus for the year in which termination occurs at the discretion of Remco.</p> <p>Executive Directors are subject to a confidentiality undertaking without limitation in time and to a non-compete clause for a period of 24 months after termination of their employment.</p> <p>The Group CEO's service agreements are in line with the above. Details of the Group CEO's five year contract are available on page 60 of the Group's 2021 Annual Report.</p>	Remco reserves the right to make any other payments in connection with a director's cessation of office or employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of a compromise or settlement of any claim arising in connection with the cessation of a director's office or employment.	Not applicable.

Non-Executive Director Compensation

Directors are appointed following selection by the Nomination Committee and approval by the Board and must be elected by the shareholders at the AGM following their appointment. Ryanair's Articles of Association require that all Directors retire after a fixed period not exceeding three years. Ryanair has adopted a policy whereby all Directors retire on an annual basis and being eligible for re-election, offer themselves for election. This therefore gives Ryanair's shareholders an annual opportunity to vote on the suitability of each Director. The Non-Executive Directors' appointments will terminate automatically if they are removed from office by a resolution of the shareholders of the Company or are not re-elected.

In accordance with the Company's Articles of Association, shareholders set the maximum aggregate amount of the fees payable to Non-Executive Directors. Currently, each of Ryanair Holdings' Non-Executive Directors is entitled to receive €35,000 plus expenses per annum, as remuneration for their services to Ryanair Holdings. The Chairman of the Board currently receives a fee of €100,000 per annum. The additional remuneration paid to all Committee members for service on that committee is currently €15,000 per annum, with the exception of the Chair of the Safety & Security Committee who is currently entitled to receive €40,000 per annum in connection with the additional duties in relation to that committee.

The compensation paid to Non-Executive Directors is determined by the Chairman from time-to-time with no Non-Executive Director being involved in decisions regarding their own remuneration. The purpose of such compensation is to attract and retain Non-Executive Directors of the highest calibre with experience relevant to Ryanair. Non-Executive Director compensation ordinarily includes a majority of cash compensation and historically had included an element of equity-based compensation, designed to provide greater alignment of interests between Non-Executive Directors and the Company's shareholders. Executive Directors do not receive any separate compensation for their service on the Board.

Non-Executive Directors are reimbursed for their reasonable out-of-pocket expenses incurred in connection with the performance of their duties. Non-Executive Directors do not receive pensions or other benefits.

Cash Compensation - Cash compensation is determined by the Chairman from time-to-time and reflects individual responsibilities and membership of Board Committees and to ensure that individuals of the appropriate calibre are able to be retained or appointed.

Equity Compensation - Because of its substantial NASDAQ listing and US shareholder base, where US investors generally encourage and promote modest Non-Executive Directors' options, the Company historically granted a small amount of share options to Non-Executive Directors. The Company, in accordance with the 2018 Code, sought and received shareholder approval to make these share option grants and the Chairman believes that this very modest number of options does not impair the independence of judgement or character of Non-Executive Directors. Following consultation with shareholders and the subsequent adoption of LTIP 2019 at the 2019 AGM, it is intended that no further share options or performance related shares will be granted to Non-Executive Directors.

Independent Advice

Remco receives independent advice from compensation consultants as required, from time to time. This Director's Remuneration Policy will be reviewed by Remco on an annual basis (or such other period as Remco deems appropriate) to determine whether any amendments to the policy are required or advisable and independent advice will be utilized as required.

Discretion and Derogation

Remco and the Board reserve the discretion to make changes to this Directors' Remuneration Policy (including, but not limited to, the increase or decrease of total remuneration and/or changes to performance conditions in appropriate circumstances such as where the nature or scope of a Director's role or responsibilities changes or in order to be competitive with peer companies) and/or to derogate from any aspect of this Directors' Remuneration Policy at any time and in whatever manner where Remco and/or the Board deems it in the interests of the Company to do so. Any discretionary adjustments and/or derogations will be detailed in the following year's Annual Report on Director Remuneration and shall not be required to be disclosed or approved in advance of their occurrence.

Performance Measures and Setting Targets

The performance measures used in both the variable compensation and equity awards are generally selected annually, and reflect the Group's strategic objectives, future business strategy and key performance indicators. Where financial targets are used, these are set taking into account a range of reference points including internal budgets, the Group's strategic priorities and the wider economic environment in which the Group operates. Performance targets are considered to be stretching yet achievable, and maximum outcomes are only paid for truly outstanding performance.

In general, the performance measures chosen by Remco ensure the achievement of sustainable, long-term performance

goals and a strong alignment with shareholders' interests.

Legacy Awards

Awards made before the adoption of this Directors' Remuneration Policy will continue in line with the policy under which they were granted.

Ryanair Employees

Remco considers the general basic salary, compensation arrangements and employment conditions for the broader employee population of the Group when determining the remuneration policy for Executive Directors.

Shareholder Views

The Board and Remco value shareholders' input on the design of the Company's remuneration policy. The Company regularly engages with shareholders, which allows the Board and senior management to remain responsive to shareholder concerns and opinions, including on remuneration matters. Please see section 1 of the Remuneration Report in the Company's latest Annual Report (which is available on the Company's website, <https://investor.ryanair.com>) for details in relation to the engagement with shareholders following the most recent AGM and the actions taken in relation to remuneration following such interactions.

References in this Directors' Remuneration Policy to the Board include the Board as well as any other relevant committees of the Board.

July 2021