

**DECLARATION AND REQUEST REGARDING A COMPLETED TRANSFER OF  
INTERSTS IN SHARES IN RYANAIR HOLDINGS PLC**

**To: Ryanair Holdings plc of Ryanair Dublin Office, Airside Business Park, Swords Co. Dublin, Ireland**

We confirm that \_\_\_\_\_ (the “**Custodian**”) held interests in \_\_\_\_\_ Ordinary Shares in Ryanair Holdings Plc (“**Ryanair**”), in respect of which we received a Restricted Share Notice with Registrar’s Ref: \_\_\_\_\_ (the “**RSN**”) (the “**Shares**”), via Belgian law rights as a participant in the Euroclear Bank system or via CREST depository interests through the CREST system as a CREST member (as applicable) solely in its capacity as a custodian acting on behalf of the ultimate beneficial owners (the “**Beneficial Owners**”) of the Shares or as a sub-custodian acting on behalf of a custodian which is / was in turn acting on behalf of the Beneficial Owners.

We confirm that the identity(ies) of the Beneficial Owners of the Shares are as follows:

Name(s): \_\_\_\_\_

Registered Address(es): \_\_\_\_\_

We acknowledge that Ryanair has required, with effect (i) from 7 February 2002, all non-EU Nationals (excluding UK nationals), and (ii) from 1 January 2021, also all UK nationals, who acquire its Ordinary Shares to dispose of such shares to an EU National such that those Ordinary Shares cease to be Affected Shares (the “**Transfer Requirement**”). We understand from the RSN that the Shares are currently subject to the Transfer Requirement.

We confirm that the Beneficial Owners were the beneficial owners of the Shares prior to either: (i) 1 January 2021 in the case of Beneficial Owners who are UK nationals; or (ii) 7 February 2002 in the case of Beneficial Owners who are non-EU nationals (excluding the UK).

We confirm that a Nationality Declaration in the form required by Ryanair has previously been submitted with respect to the Shares by the completing the relevant input field with an ISO compliant ISO 3166 country code in accordance with the processes and procedures of Euroclear Bank, or Euroclear UK & Ireland, as the case may be.

We wish to inform Ryanair that the interests in the Shares held by the Custodian were transferred to \_\_\_\_\_ (the “**New Custodian**”) having its registered office at \_\_\_\_\_ (the “**Transfer**”). The New Custodian will hold the interests in the Shares on behalf of the Beneficial Owners in the same capacity as the interests in the Shares were previously held by the Custodian, save to the extent applicable, the New Custodian will now hold the interests in the Shares via: (i) Belgian law rights as a participant in the Euroclear Bank system; or (ii) CREST depository interests through the CREST system as a CREST member.

We confirm that the Transfer did not result in and did not take place in relation to or as a consequence of: (i) any change in the beneficial ownership of the Shares; and/or (ii) any change to the persons who have an Interest in the Shares (save as set out above).

We confirm that the reason for the Transfer was: (i) solely for the purposes of the repositioning of the Custodian’s interests in the Shares from a holding of Belgian law rights as a participant in the Euroclear Bank system to a holding via CREST depository interests in the CREST system (or vice versa) - **OR** -  
(ii) \_\_\_\_\_  
(New Custodian to complete/delete as applicable).

We confirm that the Transfer was not carried out, directly or indirectly, in connection with stock/share lending activities or similar activities.

We further confirm that the Transfer was solely related to a change in the identity of the custodian or sub-custodian which is to hold, on behalf of the Beneficial Owners, the interests in the Shares via Belgian law rights as a participant in the Euroclear Bank system or via CREST depository interests through the CREST system as a CREST member (as applicable) and that, save in respect of the New Custodian, there was accordingly no change to the identity of the parties who have an Interest in the Shares as a consequence of the Transfer, such that the Shares would have to be regarded by Ryanair as Restricted Shares to which Transfer Requirement applies, having not previously been so regarded.

We confirm that, as part of the Transfer, a Nationality Declaration (the “**New Nationality Declaration**”) was submitted to Ryanair by completing the relevant input field with an ISO compliant ISO 3166 country code in accordance with the processes and procedures of Euroclear Bank, or Euroclear UK & Ireland, as the case may be and the New Nationality Declaration was in identical terms to the Nationality Declaration previously submitted in respect of the Shares.

Consequently, we hereby request that the Transfer Requirement pursuant to the RSN be withdrawn in respect of the Shares. We acknowledge and agree that any decision of Ryanair not to apply the Transfer Requirement to the Shares will be conditional upon receipt by Ryanair of:

- (i) such other information as Ryanair may require to confirm details of the Transfer and the identity of the New Custodian;
- (ii) such other information or evidence as Ryanair may require concerning any of the matters referred to in this Declaration and Request; and
- (iv) such other evidence as Ryanair may require as to the authority of the signatory to this Declaration and Request.

We acknowledge and agree that Ryanair has absolute discretion with regard to any decision it makes regarding this Declaration and Request and that any such decision shall be binding and conclusive on all persons concerned and shall not be open to challenge. We further acknowledge and agree that Ryanair shall be entitled to apply the Transfer Requirement to the Shares as a consequence of the Transfer at any time should Ryanair become aware that any of the information provided to it in this Declaration and Request or otherwise in relation to the Transfer is incorrect or misleading in any respect. Such action by Ryanair shall be without prejudice to any other action it may be entitled to take.

We acknowledge and agree that the Shares will continue to be Restricted Shares and until the Shares are transferred to a party who is an EU National such that the Ordinary Shares cease to be Affected Shares the provisions of Article 41(J)(i) of Ryanair’s Articles of Association will apply to the Shares. We acknowledge and agree that this means that none of the Beneficial Owners, the New Custodian nor Euroclear Nominees as the registered holder of the Shares, as the case may be, shall be entitled, in respect of the Shares, to attend or to speak at any general meeting of Ryanair or any meeting of the holders of any class of shares or to vote at any such meeting, and the rights to attend (whether in person or by proxy), to speak and to demand and vote on a poll which, but for the provisions of Article 41(J)(i), would have attached to the Shares, shall vest in the chairman of such meeting.

Any capitalised term used in this Declaration and Request shall have the meaning set out in Ryanair’s Articles of Association unless otherwise indicated herein.

We hereby certify that the information provided in this Declaration and Request is true and accurate in all respects.

**New Custodian**

**Name:**

**Signature:**

**Date:**

**Organisation:**

**Euroclear Bank Participant account number:**

**CREST Participant ID:**

**CREST Member Account:**