

RYANAIR

Ryanair Holdings plc

Annual General Meeting
September 14, 2023
Form of Proxy

I/We being (a) Member(s) of the above named Company hereby appoint* the Chair 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 in the manner indicated herein at the Annual General Meeting of the Company to be held at the Ryanair Engineering Centre, 230/240 Lakeshore Drive, Airside Business Park, Swords, Co. Dublin, K67 XF79, Ireland, at 9.00 a.m. (Irish time) on September 14, 2023 and at any adjournment thereof.

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

* We encourage you to appoint the Chair of the Meeting, or their substitute(s), as your proxy in the event it is not possible for you to attend the Annual General Meeting in person. If it is desired to appoint any person other than the Chair 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 Chair 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, speak 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 different shares held by them. 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 proxy voting instructions whether submitted directly by way of a completed Form of Proxy in the case of holders of Ordinary Shares in certificated (i.e. paper) form or through the Euroclear System (in the case of Euroclear Bank participants) or CREST (in the case of holders of CDIs) 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, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland; (b) submitted by post to P.O. Box 7117, Dublin 2, Ireland; or (c) submitted by fax to +353 (0) 1 2240700, provided it is received in legible form.

3. Persons holding interests in Ordinary Shares through the Euroclear System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings and should refer to the notes to the Notice of Annual General Meeting. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

4. 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.

5. 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.

6. 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.

7. 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.

8. Only persons registered in the Register of Members of the Company (or their duly appointed proxies or representatives) at the close of business (which shall be deemed to be 6.00 p.m. (Irish time)) on September 10, 2023 or, if the Annual General Meeting is adjourned, on the date that is four 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.

9. The Nationality Declaration is mandatory and must be completed in order for this Form of Proxy to be valid. In accordance with the resolutions passed by the Board of the Company on March 8, 2019, with effect from January 1, 2021 all Ordinary Shares and Depository Shares held by or on behalf of non-EU nationals (including UK nationals) are treated as "Restricted Shares" (within the meaning of the Articles of Association of the Company). In accordance with EU Regulation 1008/2008, the EU includes Switzerland, Norway, Iceland and Liechtenstein for this purpose. The holder(s) of such shares shall not be entitled to attend, speak or vote at any general meeting of the Company for so long as those shares are treated as Restricted Shares pursuant to Article 41(j)(i) of the Articles of Association. The Company accepts completion of the relevant input field on this Form of Proxy with an International Standardisation Organisation (ISO) compliant ISO 3166 country code, or entering the name of the relevant country, as equivalent to the completion, execution and furnishing of the declarations as set out in the Nationality Declaration Form. By inputting the relevant country code, or entering the name of the relevant country as indicated in the box above, you are declaring your nationality or the nationality of any beneficial owner(s) of or other persons having an interest in the shares to which the declaration relates (as applicable) as if the Nationality Declaration Form had been completed in respect of such Ordinary Shares. If you are in any doubt as to how to complete the Nationality Declaration or your nationality position, you should consult your own legal and/or other professional advisers. A copy of the Nationality Declaration Form is available at <https://investor.ryanair.com/nationality-declaration/>. Information on how to find an ISO 3166 country code is available free of charge at <https://www.iso.org/iso-3166-country-codes.html>.

I/We wish my/our proxy to vote on the resolutions proposed at the Annual General Meeting as indicated in this Form of Proxy. Unless otherwise indicated, the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

Signature

Date

Nationality Declaration

Insert the two-character Country Code in the boxes opposite, or write name of country here (See Note 9):

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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
Ordinary Business			
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. Consideration of the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election/Re-election of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Eamonn Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Elisabeth Köstinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Anne Nolan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Stan McCarthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Louise Phelan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Róisín Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Michael Cawley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Emer Daly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Geoff Doherty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Howard Millar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) Michael O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(l) Michael O'Leary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Directors' Authority to fix the Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Directors' Authority to fix Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
7. Directors' Authority to allot Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of Statutory Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority to Repurchase Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of the 2023 Boeing contract	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 14, 2023 at 9.00 a.m. (Irish time) at the Ryanair Engineering Centre, 230/240 Lakeshore Drive, Airside Business Park, Swords, Co. Dublin, K67 XF79, Ireland.

Signature of Shareholder

If you are a proxy

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

Signature