

THIS FORM IS IMPORTANT AND MUST BE COMPLETED AND SENT TO THE COMPANY'S REGISTRAR OTHERWISE IT IS NOT POSSIBLE TO REGISTER A TRANSFER. THE COMPANY RESERVES THE RIGHT TO REQUIRE EVIDENCE OR INFORMATION ON ANY MATTER CONTAINED IN THIS DECLARATION.

Ryanair Holdings plc

Form of Nationality Declaration

Declarations Regarding Nationality to be made
by or on behalf of all Purchasers and Transferees

The rights of Ryanair Designated Activity Company, a wholly-owned subsidiary of Ryanair Holdings plc (“**Holdings**”), and/or any other subsidiaries of Holdings, to operate as air carriers from time to time, could be withdrawn if Holdings ceases to be majority owned and effectively controlled by EU nationals (as defined below) as required by Regulation (EC) No 1008/2008 of the European Parliament and of the Council of 24 September 2008. Accordingly, the Articles of Association of Holdings contain powers which, inter alia, may be used to limit the number of, or the exercise of voting and other rights attaching to, shares in which non-EU nationals own interests or, if necessary, to require their compulsory disposal, or to restrict the transferability of such shares.

A share transfer cannot be registered unless the Declaration set forth below has been completed and furnished to MUFG Corporate Markets, PO Box 7117, Dublin 2, Ireland. To complete this Declaration, a prospective transferee must:

- (a) check either (but not both) box A or box B, as appropriate;
- (b) sign this Declaration in the space provided; and
- (c) if the person signing this declaration is a stockbroker, bank manager, solicitor, or other agent for the prospective transferee, complete the “Declaration by Agent” on page 3 hereof.

A. I/We declare that the shares to be registered in my/our name(s) pursuant to the attached transfer are Affected Shares.

B. I/We hereby declare that the shares to be registered in my/our name(s) pursuant to the attached transfer are not “Affected Shares”.

For purposes of this Declaration:

- (i) an Affected Share is a share beneficially owned by a non-EU national or in which a non-EU national has a direct or indirect “interest”;
- (ii) a non-EU national means (a) a natural person who is not a national of an EU Member State; (b) a body corporate or similar non-corporate entity that is not incorporated or organised in an EU Member State or that does not have its centre of management and control in an EU Member State; (c) a government or governmental department, agency or body of any state that is not an EU Member State; (d) any municipal, local, statutory or other authority or any

undertaking or body formed or established in any state that is not an EU Member State; or (e) any person who: (A) falls within any of the foregoing paragraphs of this definition; and (B) would be taken to be interested in any shares pursuant to the provisions of Section 1054 of the Irish Companies Act 2014 (as amended from time to time) if a body corporate were interested in those shares;

- (iii) an EU Member State means any state that from time to time is, or is deemed to be, a Member State for the purposes of Article 4 of Regulation (EC) No 1008/2008 of the European Parliament and of the Council of 24 September 2008, on common rules for the operation of air services in the Community (as amended or readopted), including (for the avoidance of doubt) any state that is from time to time a member state of the European Union, the European Economic Area and Switzerland;
- (iv) a beneficial owner is any person or entity that, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has or shares (x) voting power (including the power to exercise or direct the exercise of any voting rights attaching to the shares) or (y) investment power (including the power to dispose, or to direct the disposition of, such shares);
- (v) interest means any interest of any kind whatsoever in any shares (of any size) (disregarding any restraints or restrictions to which the exercise of any right attached to the interest in the share is, or may be, subject) which would be taken into account in deciding whether a notification to Holdings would be required under Chapter 4 of Part 17 of the Irish Companies Act 2014 (as amended from time to time); and
- (vi) without limiting the meaning of interest set out at (v) above, a person has an interest in shares if: (a) a body corporate is interested in them and (i) that body corporate or its directors are accustomed to act in accordance with his instructions or (ii) he is entitled to exercise or control the exercise of 1/3 or more of the voting power at general meetings of the body corporate (and for this purpose he is deemed to be able to exercise any voting power in any other body corporate which such a body corporate can exercise); (b) he has entered into a contract to purchase the shares (whether for cash or other consideration) or is entitled to exercise or control the exercise of any right attaching to the shares (or he has a right or is under an obligation that, if exercised or fulfilled, would so entitle him) or he is a beneficiary of a trust where the property held on trust includes an interest in the shares; (c) he is entitled to call for delivery of the shares or he is entitled or obliged to acquire an interest in the shares; (or) (d) a spouse, civil partner or child under the age of 18 years of such person is interested in the shares.

Date: _____

*Name of Transferee: _____
Surname First Name Middle Name(s)

Address: _____
No. and Street Town or City Post Code Country

*Signature of Transferee: _____

* Note if transferee is a corporate or similar entity, complete the following:

Name of Entity: _____
Name of Authorised Signatory: _____
Title: _____
Signature: _____

This Declaration should normally be made by the person(s) named in the accompanying transfer(s) as the transferee(s). In the case of joint transferees, ALL must sign. A corporation should either affix its seal or complete the form under the hand of a duly authorised official or agent, who should state his capacity. Shares to be held by nominees must be considered held by the person for whom the nominee is acting if such person is the beneficial owner of such shares or has a direct or indirect interest in such shares, as described above.

If the completion of the Declaration by the transferee(s) would lead to undue delay, the Company will accept a Declaration made by the stockbroker, bank manager or solicitor, or by any other person duly authorised by Power of Attorney, in every case acting as the agent of the transferee(s). In such cases, however, the following declaration must also be made:

DECLARATION BY AGENT: I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) named as transferee(s) in the accompanying form of transfer and whose name(s) is/are set out herein, represent and warrant that person(s) on whose behalf the Declaration is made is/are known to me/us and that I/we am/are duly authorised to make the said Declaration on behalf of such person(s) and that, having made such inquiries as I/we consider appropriate regarding the statements contained in such Declaration, such statements are correct to the best of my/our knowledge and belief.

Signature(s): _____ Date: _____
Organisation: _____

If signed by a stockbroker, bank manager or solicitor, give the name, address and telephone number of the person signing this form:

Full Name(s): _____
Organisation: _____
Address: _____
Telephone: _____

Holdings reserves the right to request a signed copy of the Power of Attorney or other documents establishing any agency relationship. The directors of Holdings reserve the right to be supplied with such evidence as they may require of the authority of any signatory on behalf of a transferee and to require such evidence or information as to any matters contained in this Declaration or as to any interest whatsoever held by any party in shares within the meaning of the Irish Companies Act 2014 (as amended from time to time). The Directors of Holdings will refuse to register a share transfer if such further evidence is not provided or given. **If you are in any doubt as to how to complete the Declaration, or as to the definition of Affected Shares, you should consult your lawyer or other professional adviser.**

The registration of a share transfer following the completion of this Declaration and, where relevant, the provision by the transferee of such other evidence or information as the Directors may have required prior to such registration is without prejudice to the ability of the Directors of Holdings to exercise any or all of the powers exercisable by them pursuant to the Articles of Association of Holdings. In particular the Directors have power to apply a broader definition of the term “Affected Share” pursuant to the Articles of Association of Holdings than is applied for the purposes of this Declaration and may adopt a form of nationality declaration in substitution for this Declaration from time to time.