

**INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.**  
Shareholders' Meeting

Pursuant to a resolution by the Board of Directors, the **Shareholders' Meeting of International Consolidated Airlines Group, S.A.** (the "**Company**") is called to be held in Madrid, at **Duques de Pastrana, Paseo de la Habana, 208**, with the option of attending remotely, **on June 15, 2023 at 12 noon (CEST)**, on second call, in the event that the legally required quorum is not reached and therefore the meeting cannot be held on first call scheduled for June 14, 2023 at 12 noon (CEST). Shareholders are informed that the Shareholders' Meeting will be held on second call.

The Shareholders' Meeting is called in accordance with the following:

**AGENDA**

***Annual accounts and corporate management***

- 1.- Approval of the 2022 financial statements and management reports of the Company and of its consolidated group.
- 2.- Approval of the non-financial information statement for financial year 2022.
- 3.- Approval of the management of the Board of Directors during the 2022 financial year.

***Results allocation***

- 4.- Approval of the proposal for the allocation of 2022 results.

***Directors' re-election and resolutions on directors' remuneration***

- 5.- Re-election of directors for the Corporate Bylaws mandated one-year term:
  - a) To re-elect Mr. Javier Ferrán as non-executive independent director.
  - b) To re-elect Mr. Luis Gallego as executive director.
  - c) To re-elect Mr. Giles Agutter as non-executive proprietary director.
  - d) To re-elect Ms. Peggy Bruzelius as non-executive independent director.
  - e) To re-elect Ms. Eva Castillo as non-executive independent director.
  - f) To re-elect Ms. Margaret Ewing as non-executive independent director.
  - g) To re-elect Mr. Maurice Lam as non-executive independent director.
  - h) To re-elect Ms. Heather Ann McSharry as non-executive independent director.

- i) To re-elect Mr. Robin Phillips as non-executive proprietary director.
- j) To re-elect Mr. Emilio Saracho as non-executive independent director.
- k) To re-elect Ms. Nicola Shaw as non-executive independent director.

6.- Consultative vote on the 2022 annual report on directors' remuneration.

***Approval of the allotment of a maximum number of shares of the Company for share awards***

7.- Approval of the allotment of a maximum number of shares of the Company for share awards (including the awards to executive directors) under the executive share plan in relation to the 2023 and 2024 financial years.

***Authorisations for the acquisition of own shares, for the issuance of shares and convertible or exchangeable securities and for the exclusion of pre-emptive rights***

8.- Authorisation for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries.

9.- Authorisation to the Board of Directors, with the express power of substitution, to increase the share capital pursuant to the provisions of Article 297.1 b) of the Companies Act.

10.- Authorisation to the Board of Directors, with the express power of substitution, to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company. Establishment of the criteria for determining the basis for and terms and conditions applicable to the conversion or exchange. Authorisation to the Board of Directors, with the express power of substitution, to develop the basis for and the terms and conditions applicable to the conversion or exchange of such securities, as well as to increase the share capital by the required amount on the conversion.

11.- Authorisation to the Board of Directors, with the express power of substitution, to exclude pre-emptive rights in connection with the capital increases and the issuances of convertible or exchangeable securities that the Board of Directors may approve under the authorities given under Resolutions 9 and 10:

- a) Up to 10 percent of the share capital on an unrestricted basis.
- b) Up to an additional 10 percent of the share capital to be used for either an acquisition or a specified capital investment.

***Delegation of powers***

12.- Delegation of powers to formalise and execute all resolutions adopted by the Shareholders' Meeting.

## **BOARD RECOMMENDATION**

The Board of Directors considers that the resolutions that are proposed to the Shareholders' Meeting for approval under each of the items on the agenda are in keeping with the corporate interest and recommends that shareholders vote in favour of all resolutions.

## **SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS**

Shareholders representing at least three per cent of the share capital may (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided they are accompanied by the rationale therefore or, if appropriate, by a well-founded proposed resolution; and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly verifiable notice (including the relevant documentation evidencing shareholder status) which must be received at the registered office (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid), marked for the attention of the Shareholder Office (IAG) within five days after the publication of this call notice.

## **RIGHT TO INFORMATION**

Under the applicable legislation and, in particular, Article 272 and related provisions of the Companies Act (*Ley de Sociedades de Capital*), shareholders have the right to examine and obtain at the registered office (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid) or at the Shareholder Office (IAG) (calle Martínez Villergas, 49, 28027 Madrid), Monday to Friday, from 0900 to 1600 (CEST), or to make a request to the Company that a copy of the following documents be sent to them, immediately and free of charge:

- The financial statements and management reports (which include the annual corporate governance report and the annual report on directors' remuneration) of the Company and of its consolidated group as well as the statement of non-financial information, together with the related auditors' reports, and the proposed allocation of results, all in relation to the financial year 2022.
- The complete wording of the proposed resolutions prepared by the Board of Directors in relation to the items on the agenda and the reports issued by the Board in relation to items 5.a) to 5.k) (which contain the professional profile and biography and other particulars of the directors whose re-election is proposed), 9, 10 and 11 on the agenda.

All the documents mentioned above are also available on the Company's website ([www.iairgroup.com](http://www.iairgroup.com)) both in Spanish and English. Shareholders who wish to obtain a copy of any of these documents are recommended to download them from the Company's website or request them by e-mail to the address [accionistas@iairgroup.com](mailto:accionistas@iairgroup.com).

Until the fifth day before the scheduled date for holding the Shareholders' Meeting, that is, until June 10, 2023, considering that the Shareholders' Meeting will be held on second call, shareholders may request any information or clarification they consider necessary, or submit in writing any questions they consider should be asked, concerning the items on the agenda or any publicly available information provided by the Company to the CNMV (the Spanish Securities Market Commission) since the holding of the last Shareholders' Meeting, i.e. since June 16, 2022 and concerning the auditor's report.

Any requests for information or clarification and the submission of questions must be sent in writing by post to the registered office (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid) or to the Shareholder Office (IAG) (calle Martínez Villergas, 49, 28027 Madrid) or by e-mail (to the e-mail address: [accionistas@iairgroup.com](mailto:accionistas@iairgroup.com) (Spanish) or [shareholder.services@iairgroup.com](mailto:shareholder.services@iairgroup.com) (English)), mentioning the name of the shareholder making the request, together with their DNI or passport number or shareholder reference number, and the address for the purpose of replying if it is to be sent by post.

### **RIGHT TO ATTEND THE MEETING**

Shareholders who have shares entered in their name on the relevant record of book entries at least five days before the date scheduled for the Shareholders' Meeting, that is, not later than June 10, 2023, considering that the Shareholders' Meeting will be held on second call, and evidence this by producing the appropriate attendance, proxy and remote vote card or certificate issued by one of the participating entities of the agency which manages said accounting register or in any other manner permitted by legislation in force, will be entitled to attend the Shareholders' Meeting in a speaking and voting capacity.

Holders of **CREST Depository Interests (CDI)** representing shares in the Company will not be entitled to attend or vote or exercise other shareholder rights at the Shareholders' Meeting **unless they have been appointed as a proxy** to attend at the Shareholders' Meeting and to vote the underlying shares to which such holder is entitled. Further information on the requirements for CDI holders to appoint proxies is set out in this notice.

All shareholders authorised to attend the Shareholders' Meeting may appoint another person to represent them by fulfilling the requirements and formalities required to this end.

Attendance, proxy and remote vote cards for shareholders will be issued by the institutions with which their shares are deposited and for CDI holders will be issued by the Company to the addresses of the CDI holders, as they appear on the Company's share register book. Attendance, proxy and remote vote card will also be available on the Company's website ([www.iairgroup.com](http://www.iairgroup.com)).

In order for the proxy to be valid, it must be accepted by the proxy-holder. Save for the provisions regarding remote proxies, proxy-holders must record their acceptance on the attendance, proxy and remote vote card that has been signed as required by the proxy-holder. Notwithstanding this, all of the Board members have stated their personal

decision to accept and carry out all proxies conferred on them, meaning that it will not be necessary for them to sign each individual attendance, proxy and remote vote card appointing them as proxies in order to leave record of their acceptance.

### **PROXIES AND VOTING PRIOR TO THE MEETING**

Shareholders may appoint proxies or cast their vote prior to the Shareholders' Meeting using the following means of communication:

- a) By postal or electronic correspondence: by sending their original attendance, proxy and remote vote card, with the relevant section duly completed and signed, to the Shareholder Office (IAG) (calle Martínez Villergas, 49, 28027 Madrid). The attendance, proxy and remote vote card may also be sent to the Company by email to [accionistas@iairgroup.com](mailto:accionistas@iairgroup.com).
- b) Electronically: accessing the "Annual Shareholders' Meeting 2023" section on the Company's website ([www.iairgroup.com](http://www.iairgroup.com)), by following the instructions given and using their electronic DNI (DNIe) or their digital signature based on a recognised and valid certificate issued by the Spanish Public Certification Entity (CERES) attached to *Fábrica Nacional de Moneda y Timbre*.

Proxies appointed or remote votes cast using any of the remote means set out above must be received by the Company not later than midnight on the day immediately preceding the date scheduled for the Shareholders' Meeting that is, **not later than midnight June 14, 2023**, considering that the Shareholders' Meeting will be held on second call. Otherwise, proxies will be considered not to have been appointed for the meeting or remote votes will be considered not issued.

Shareholders that are legal entities must send to the Company a photocopy of a power of attorney with sufficient powers, evidencing the authority of the individual signing the attendance, proxy and remote vote card in the name of the legal entity.

Attendance at the Shareholders' Meeting by the represented shareholder, whether in person by remote attendance or by having voted using remote means, will revoke the appointment of a proxy, regardless of the date of the appointment.

The Company will not be liable for any loss caused to shareholders as a result of malfunctions, overloads, line failures, connection failures or any other contingency of the same or a similar nature, beyond the control of the Company, that prevent the use of electronic mechanisms. The Company also reserves the right to modify, suspend, cancel or restrict the procedures for electronic voting and/or proxies where technical or security reasons make this necessary or obligatory. It is exclusively the responsibility of shareholders to keep their electronic certificates safe. The Company will not be liable for any loss caused to shareholders as a result of failures or delays caused by deficiencies in the postal service beyond the control of the Company.

## CDI HOLDERS

CDI holders who wish to attend the Shareholders' Meeting and vote the underlying shares to which such holder is entitled must complete and return a proxy form to Computershare Investor Services PLC ("**Computershare**"), **by 17:00 (BST) on June 9, 2023**, to be granted as proxy for such shares. Persons who hold an interest in CDIs through the IAG Nominee Service operated by Computershare Company Nominees Limited and who wish to attend the Shareholders' Meeting must complete and return a proxy form to Computershare, **by 11:00 (BST) on June 9, 2023**, to be granted a proxy. Computershare will send the form to the registered address held by Computershare for each person who holds CDIs or an interest in CDIs through the IAG Nominee Service. Further information is available for CDI holders or persons who hold an interest in CDIs through the IAG Nominee Service from Computershare on + 44 (0) 370 702 0110, Monday to Friday, from 08:30 to 17:30 (BST) (excluding Bank Holidays).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a *CREST Proxy Instruction*) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare (ID number 3RA50) by 17:00 (BST) on June 9, 2023. 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 Application Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

## REMOTE ATTENDANCE

In accordance with article 25.4 of the Company's by-laws, the Board of Directors has resolved that the Shareholders' Meeting can also be attended using remote means according to the following rules:

- (i) The platform for remotely attending the Shareholders' Meeting will be enabled on the "Annual Shareholders' Meeting 2023" section on the Company's website ([www.iairgroup.com](http://www.iairgroup.com)), through the Remote Attendance tab. Remote attendance will be available from any device with access to the internet (including mobile phones and tablets).

- (ii) In order to allow the appropriate management of the remote attendance systems, shareholders (or their proxy holders) must pre-register for this purpose in order to be able to access the remote attendance platform on the day of the Meeting **by no later than 12:00 noon (CEST) on June 13, 2023**, identifying themselves with their electronic DNI (DNIe) or their digital signature based on a recognised and valid certificate issued by the Spanish Public Certification Entity (CERES) attached to *Fábrica Nacional de Moneda y Timbre*. It will also be possible for shareholders to identify themselves by a valid photo ID that should be uploaded to the website.
- (iii) CDI holders who wish to attend the meeting must have completed and returned the proxy form to Computershare according to the prior section (CDI Holders) and identify themselves by a valid passport that should be uploaded to the website. CDI holders who have already voted by remote means prior to the meeting will not be able to attend remotely and therefore will be invited to follow the meeting in streaming through the Company's website ([www.iairgroup.com](http://www.iairgroup.com)).
- (iv) The shareholder (or proxy-holder) or CDI holder (attending as a proxy) that has preregistered according to point (ii) or (iii) above will be entitled to attend the meeting remotely through the "Annual Shareholders' Meeting 2023" section on the Company's website. Shareholders (or proxy-holders) or CDI holders (attending as a proxy) must log into the platform **between 09:00 and 11:30 (CEST) on the date of the Shareholders' Meeting**. The registration of attendees shall not be allowed outside this time period.
- (v) The shareholder (or proxy holder) or CDI holder (attending as a proxy) that has registered to attend remotely according to point (ii) or (iii) above and wishes to leave the Shareholders' Meeting, placing it on record before the notary or personnel assisting the notary (or, in the absence thereof, before the secretary of the Shareholders' Meeting) may do so through the link that will be provided for that purpose in the online platform.
- (vi) The shareholders (or proxy-holders) or CDI holder (attending as a proxy) who intend to participate in the Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarifications during the holding of the Shareholders' Meeting, must state that intention at the time they register. Once that intention has been expressed, the speeches, resolution proposals and requests for information or clarifications shall be made exclusively in writing, with a length of no more than 4,000 characters, through the form that will be available in the online platform **until 12:00 (CEST) on the date of the Shareholders' Meeting**. Shareholders wishing to have their participation recorded in the minutes of the meeting shall expressly state such circumstance in the above-mentioned text.
- (vii) Valid requests for information or clarifications by the shareholders attending remotely shall be answered verbally during the meeting or within the seven days following the holding of the meeting, in accordance with article 182 of the Companies Act.

- (viii) Duly registered shareholders (or proxy holders) or CDI holders (attending as a proxy) attending remotely may issue their vote through the online platform, on the terms established therein and according to the appropriate voting form.
- (ix) The period for voting through the online platform for remote attendance will be open until the end of the Shareholders' Meeting or such later time as may be specified, if applicable, by the Chairman of the meeting.
- (x) For all relevant legal purposes, remote attendance will be equivalent to attendance in person.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the Shareholders' Meeting remotely when so required or warranted for technical reasons or reasons of security.

The Company will not be liable for any damage caused to shareholders as a result of malfunctions, overloads, line failures, failed connections or any other contingency of the same or a similar nature, beyond the control of the Company, that hinders the use of the mechanisms described in this section for electronic attendance. Therefore, such circumstances will not constitute an unlawful deprivation of shareholder attendance rights.

### **SPECIAL CONSIDERATIONS**

Physical attendance by the shareholders (or their proxies) at the Shareholders' Meeting could be hindered or restricted by any measures that may be in force on the date of the meeting in order to safeguard the general interests and preserve the health of the shareholders, employees and other individuals involved in the preparation and holding of the Shareholders' Meeting.

As soon as reasonable possible, and in any case within the legal deadlines, the Company will report through its website ([www.iairgroup.com](http://www.iairgroup.com)), the National Securities Market Commission, and through the additional media it deems required, on any changes or measures taken in relation to the holding of the Shareholders' Meeting. In the days prior to the holding of the meeting, shareholders are asked to check for any potential changes on the corporate website ([www.iairgroup.com](http://www.iairgroup.com)), which will provide the latest available information, so that shareholders can fully exercise their rights without having to physically attend the meeting.

### **SHAREHOLDERS' ELECTRONIC FORUM**

Pursuant to the legislation in force, the Company has set up on its website ([www.iairgroup.com](http://www.iairgroup.com)) a Shareholders' Electronic Forum, which will be used in keeping with its legal purpose and the safeguards and operating rules established by the Company, and may be accessed by all appropriately authorised shareholders and shareholders' associations.



## **DATA PROTECTION**

The Company will process the personal data that shareholders send to the Company or that are provided thereto by the institutions with which their shares are deposited in order to manage the call to and holding of the Shareholders' Meeting, based on compliance with a legal obligation. The data thereof will also be processed in order to manage the development of, compliance with and supervision of the shareholding relationship, based on performance of the underlying contractual relationship.

The data will be provided to the notary for the purposes of drawing up the notarised minutes of the Shareholders' Meeting and may be made available to third parties in the exercise of their right to receive information laid down in the law or be made accessible to the public to the extent that they are included in the information available on the corporate website ([www.iairgroup.com](http://www.iairgroup.com)) or are stated at the Shareholders' Meeting, the proceedings of which may be recorded by audio-visual means and broadcast on such website.

In accordance with applicable law, the link to the privacy policy of the Company is the following: <https://www.iairgroup.com/en/site-services/privacy>. The rights of access, rectification, objection, erasure, portability and restriction of processing may be exercised in accordance with said policy.

## **ADDITIONAL INFORMATION**

In order to obtain additional information on this Shareholders' Meeting, shareholders may contact the Shareholder Office (IAG) by phone on +34 915 878 974 between 09:00 to 16:00 (CEST), Monday to Friday, from Friday May 5, 2023 until the conclusion of the Shareholder' Meeting, or by e-mail at the following addresses: institutional investors: [investor.relations@iairgroup.com](mailto:investor.relations@iairgroup.com) and private shareholders: [accionistas@iairgroup.com](mailto:accionistas@iairgroup.com) (Spanish) or [shareholder.services@iairgroup.com](mailto:shareholder.services@iairgroup.com) (English).

## **PARTICIPATION OF A NOTARY AT THE SHAREHOLDERS' MEETING**

The Board of Directors has requested the participation of a notary to draw up the minutes of the Shareholders' Meeting, in accordance with the provisions of article 203 of the Companies Act.

Madrid, May 4, 2023. The Secretary of the Board of Directors, Mr. Álvaro López-Jorrín Hernández.