

## **REPORT BY THE BOARD OF DIRECTORS OF INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. IN RELATION TO THE PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS REFERRED TO UNDER ITEMS 8.A) TO 8.K) ON THE AGENDA FOR THE 2026 ANNUAL SHAREHOLDERS' MEETING**

The Board of Directors of International Consolidated Airlines Group, S.A. (the “**Company**” or “**IAG**”), with the support of the Nominations Committee, has issued this report with a view to justifying the proposed re-election and appointment of directors of the Company which is submitted to the Shareholders' Meeting for approval under items 8.a) to 8.k) on the agenda (re-election and appointment of directors).

In accordance with the provisions of Article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), all proposals for the re-election and appointment of directors must be accompanied by an explanatory report by the Board of Directors assessing the competence, experience, and merits of the proposed candidate, which will be attached to the minutes of the Shareholders' Meeting or of the Board meeting. Pursuant to sub-article 6 thereof, in the event of the appointment or re-election of any director that is not an independent director, the proposal must also be preceded by a report by the Nominations Committee.

The proposal to be put to the Shareholders' Meeting for the re-election and appointment of the directors of IAG has been issued by the Nominations Committee, which has prepared this report for its submission to the Board and its subsequent presentation to shareholders for their consideration (accordingly, this report, which has also been approved by the Nominations Committee, includes the proposals and reports of the said Committee, in accordance with sub articles 4 and 6 of article 529 decies of the Companies Act).

In accordance with article 36 of the Corporate Bylaws, the term of office for directors of the Company is one year. Although the Spanish Good Governance Code for Listed Companies does not include a recommendation in this regard, the UK Corporate Governance Code applicable in the United Kingdom recommends that directors of companies belonging to the FTSE 350 index (which is the case of IAG, which belongs to the FTSE 100 index) should be subject to re-election on an annual basis.

Accordingly, under items 8.a) to 8.j) of the agenda, the Board of Directors proposes to the Shareholders' Meeting the re-election of the following Company directors (namely, all the current members of the Board of Directors of the Company except for Ms Nicola Shaw): Mr Javier Ferrán, Mr Luis Gallego, Ms Eva Castillo, Ms Margaret Ewing, Mr Maurice Lam, Mr Bruno Matheu, Ms Heather Ann McSharry, Ms Simone Menne, Mr Robin Phillips, and Ms Päivi Rekonen, for the corporate bylaws mandated one-year term, all of them, as indicated above, at the proposal from the Nominations Committee.

According to the Board of Director's succession and renewal plan, Ms Nicola Shaw will not stand for re-election after having served as an independent director of the Company for nine years. Therefore, Ms Shaw will cease to be a director of the Company at the 2026 Shareholders' Meeting. The Board of Directors expresses its gratitude to Ms Nicola Shaw for her commitment and contribution during her years of service as director of the Company.

In order to cover her vacancy, the Board of Directors with the support of the Nominations Committee, submits to the Shareholders' Meeting under item 8.k) of the agenda the appointment of Mr Daniel Pinto as non-executive independent director. The curriculum vitae of Mr Daniel Pinto is included in this report under item 8.k).

Each of the proposals for re-election and appointment of directors shall be voted on separately and independently, pursuant to the provisions of Article 197 bis of the Companies Act.

The first section of this report contains a joint evaluation of the proposal for the re-election and appointment of directors submitted to the Shareholders' Meeting under items 8.a) to 8.k) of the agenda, and the second section contains an individual report on each nominee with the information necessary for shareholders to be able to cast their vote on the proposal.

### **1. JOINT REPORT**

#### **1.1. The Board of Directors**

The Board of Directors provides business leadership to the IAG Group (the “**Group**”) pursuant to prudent and effective controls that allow for the assessment and management of risk. The Board sets the strategic targets of the Group, ensures that the Group has the financial and human resources necessary to achieve its targets and reviews the performance of the management team. It also establishes the values and standards of the Group and ensures that the Group's obligations to its shareholders and other stakeholders are understood and fulfilled. The functions of the Board of Directors are set out in the Board Regulations, which is available on the Company's website.

The IAG Board currently comprises eight independent non-executive directors, two proprietary non-executive directors and one executive director, IAG's Chief Executive Officer. Following the proposed re-elections and appointments the number of directors for each category would not change.

## **1.2. Committees of the Board of Directors**

The Board of Directors has four specific committees to assist it in effectively fulfilling its responsibilities: the Audit and Compliance Committee, the Nominations Committee, the Remuneration Committee and the Environment and Corporate Responsibility Committee.

The functions and responsibilities of each of these committees are established in the Board Regulations as well as in the specific regulations that govern each committee, which are available on the Company's website.

## **1.3. Evaluation of the Board of Directors, its committees, and members**

The effectiveness of the Board, its committees and individual directors is reviewed annually, with an independent, externally facilitated review being conducted every three years. The last external evaluation was completed in 2025.

The overall conclusions of the review were positive, confirming that the Board and the committees continue to adequately fulfil their responsibilities and operated effectively during the period under review. The Board and committee performance review highlighted the strong and complementary relationship between the Board and management, which had created a culture of trust, respect and confidence in the Board and allowed sufficient debate and discussion of key topics such as transformation, strategy and culture.

With regard to the agreed actions for 2025, and based on the internal performance review conducted in 2024, the Board believes that good progress has been made over the course of the year. The appointment of Ms Päivi Rekonen and Ms Simone Menne in June 2025, in particular, has further enriched the Board's overall skill set and diversity of perspective. Succession planning will remain a key focus in 2026.

## **1.4. Selection of Directors and Diversity**

The procedure for the appointment of directors follows the principles established in the Directors Selection Policy, last approved by the Board in January 2026. This policy aims to ensure that directors are appointed in accordance with a formal, rigorous and transparent procedure, and that candidates are selected based on an analysis of the IAG Board's needs.

As recommended by the Spanish Good Governance Code, the Nominations Committee reviews compliance with this Policy on an annual basis. The review for the 2025 reporting period was completed in January 2026.

The Policy recognises the importance of the Board having a diverse range of skills, experiences, professional backgrounds and industry expertise, as well as any other characteristics referred to in applicable legislation, corporate governance recommendations or provisions. It also states that all appointments to the IAG Board will be merit-based and that candidates will be selected based on their suitability for the role and their ability to contribute to the effectiveness of the Board.

When reviewing board appointments, the Board's Policy is to consider candidates from a wide variety of backgrounds, without discrimination based on gender, race, colour, age, social class, beliefs, religion, sexual orientation, disability or any other factor.

The IAG Board aims to meet applicable diversity requirements, and governance codes provisions or recommendations wherever possible. According to the UK Listing Rules and the Spanish Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men, the Board seeks to maintain a balance so that: (i) at least 40% of the members of the Board to be women or belong to the underrepresented sex; (ii) at least one of the Chair, Senior Independent Director, Chief Executive Officer or Chief Financial Officer roles be filled by a woman; and (iii) at least one member of the Board being from an ethnic minority background.

The selection and appointment of candidates to the IAG Board, and subsequently to any of its committees, shall also comply with the following rules on nationality: (a) More than half of the Board of Directors members should be independent directors who are EU nationals; and (b) A majority of the Nominations Committee members should be independent directors who are EU nationals..

As at 31 December 2025, the Board had met the criteria set out in the UK Listing Rules and the FTSE Women Leaders and Parker initiatives. Additionally, although article 529 bis of the Companies Law (as amended by Organic Law 2/2024 of 1 August on equal representation and balanced presence of women and men) will not take effect for IBEX-35 companies until 30 June 2026, the IAG Board of Directors had already met the requirement for a board composition that guarantees the presence of at least 40% directors of the less represented sex as of 31 December 2025.

These requirements will continue to be met if the proposed re-elections and appointments are approved at the 2026 Shareholders' Meeting. As a result, female representation on the Board will stand at 45%. From an ethnic minority perspective, the IAG Board will continue to meet the requirement to have one director from a ethnic minority background in line with the UK Listing Requirements.

## **1.5. Succession planning for the Board of Directors**

The Nominations Committee and the Board regularly review the formal succession plan for the Board of Directors. This includes analysing the length of tenure, skills and experience of non-executive independent directors, and planning for succession in areas requiring strengthening from a skills and succession

perspective. The conclusions of this process inform searches for new directors, providing input on the required profile and skills.

IAG follows both the Spanish and the UK corporate governance standards, adapting to the most stringent requirements. In particular, the Board's refreshment cycle is determined in accordance with UK principles, whereby independent non-executive directors' tenure should not exceed nine years, balancing the need for regular Board refreshment with that of preserving the experience and knowledge gained on the Board.

The Nominations Committee holds a specific yearly session to consider succession planning in detail. The last session was held in October 2025. At this meeting, the Board reviewed its refreshment timeline and skills matrix, and considered and identified the skills and characteristics relevant for future appointments in order to align with the Group's strategic objectives and policies.

## **1.6. Overall evaluation**

In preparing the proposal for re-election and appointment of directors, the Nominations Committee and the Board of Directors itself have taken into account all of the above aspects, as well as the suitability of the professional profiles of the directors and the candidate as well as the requirements of the Board in order to effectively fulfil its supervisory and control functions.

In this regard, the experience, training and professional profile of the directors and candidate whose re-election and appointment is submitted to the Shareholders' Meeting for approval under items 8.a) to 8.k) of the agenda evidence their merits and competence to hold office as directors of IAG and their experience and knowledge in diverse sectors and matters that are relevant to the Company, thus guaranteeing the quality and enrichment of the discussions within the Board of Directors.

With the proposal made to the Shareholders' Meeting, the Board of Directors will be composed of 11 directors, eight of whom will be independent directors, including the Board Chair (72.73% of all directors), two of whom will be non-executive proprietary directors (18.18% of all directors) and one of whom will be an executive director (9.09% of all directors). Five of these directors are women (45% of the total) and one director is from an ethnic minority background.

In consideration of all of the above, the Nominations Committee and the Board of Directors consider that the directors whose re-election is proposed, and the candidate whose appointment is proposed, have each demonstrated, or are well-positioned to deliver, a meaningful contribution to the sound functioning of the Board and the effective performance of its supervisory and control functions.

The Nominations Committee and the Board of Directors have concluded that the directors whose re-elections are proposed and the candidate whose appointment is proposed all meet the requirements of good standing, suitability, reliability, competence, qualifications, training, availability and commitment to office and are not subject to any grounds for incompatibility, prohibition or conflict of interest.

## **2. INDIVIDUAL REPORT**

### **a) To re-elect Mr Javier Ferrán as non-executive independent director.**

#### **EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr Javier Ferrán as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Mr Javier Ferrán:** Key areas of experience: Consumer, finance, sales/marketing, governance.

**Current external appointments:** Chairman, Casa Optima SPA. Managing Partner, Terlos LLP and director of investee companies.

**Previous relevant experience:** Chairman, Diageo Plc. 2017-2025. Non-executive director, Coca Cola European Partners Plc 2016-2020. Chairman of Supervisory Board, Picard Surgelés 2010-2020. Member, International Advisory Board ESADE 2005-2019. Non-executive director, Associated British Foods plc 2005-2018. Non-executive director, Desigual SA. 2014-2017. Non-executive director, SABMiller plc 2015-2016. Vice Chairman, William Grants & Sons Limited 2005-2014. Non-executive director, Louis Dreyfus Holdings BV 2013-2014. Non-executive director, Abbott Group 2005-2008. Non-executive director, Chupa Chups SA 2000-2003. Partner, Lion Capital LLC 2005-2018. President EMEA, President and CEO, Bacardi Group 1992-2004.

**Date of first and of most recent appointment as a director of the Company:** Mr Javier Ferrán was appointed as non-executive independent director for the first time on 20 June 2019 and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Mr Javier Ferrán owns 774,750 Company shares.

#### **PROPOSED RESOLUTION:**

##### **RESOLUTION 8.a)**

"To re-elect Mr Francisco Javier Ferrán Larraz as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director."

### **b) To re-elect Mr Luis Gallego as executive director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr Luis Gallego as executive director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Mr Luis Gallego:** Key areas of experience: Airline industry, general management.

**Current external appointments:** Member of the Board of Governors and Member of the Chair Committee, IATA.

**Previous relevant experience:** Chairman and CEO, Iberia 2013-2020. CEO Iberia Express 2012-2013. Chief Operating Officer Vueling 2009-2012. Founder of Clickair 2006-2009.

**Date of first and of most recent appointment as a director of the Company:** Mr Luis Gallego Martín was appointed as executive director for the first time on 8 September 2020, and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Mr Luis Gallego owns 2,919,410 Company shares. In addition, he has interests in shares as a result of share awards (conditional awards and options) made pursuant to the Company share schemes as detailed below.

Plan	Date of award	Vesting date	Shares held within award
		13 March 2027	
RSP 2024	March 13, 2024	Subject to a discretionary underpin to be assessed prior to vesting by the Remuneration Committee and a further 2-year holding period	874,437
		13 March 2028	
RSP 2025	March 13, 2025	Subject to a discretionary underpin to be assessed prior to vesting by the Remuneration Committee and a further 2-year holding period	450,128
		22 February 2029	
RSP 2026	March 13, 2026	Subject to a discretionary underpin prior to vesting by the Remuneration Committee and a further 2-year holding period	385,162
		February 2028	
SPIP 2025	June 26, 2025	Subject to the Group's operating margin targets, assessed over a three-year period	900,255
		13 March 2026	
IADP 2023	March 13, 2023	No performance condition	447,341
		13 March 2027	
IADP 2024	March 13, 2024	No performance condition	464,685
		13 March 2028	
IADP 2025	March 13, 2025	No performance condition	99,873
		22 February 2029	
IADP 2026	March 13, 2026	No performance condition	92,937

**PROPOSED RESOLUTION:****RESOLUTION 8.b)**

"To re-elect Mr Luis Gallego Martín as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of executive director".

**c) To re-elect Ms Eva Castillo as non-executive independent director.****EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ms Eva Castillo as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Ms Eva Castillo:** Key areas of experience: Financial sector, telecoms sector.

**Current external appointments:** Trustee of the Council for Economy of the Holy See (Vatican), Trustee of the Board of the Comillas ICAI Foundation. Member of Entreculturas Foundation. Member of Advantere School of Management. Member of the advisory board of NTT Data Spain.

**Previous relevant experience:** Non-executive director, CaixaBank 2020-2025, Non-executive director, Zardoya Otis 2019-2022. Non-executive director, Bankia 2012-2021. Chair Telefónica Deutschland AG. 2012-2018. Non-executive director, Telefónica, S.A. 2008-2018. Non-executive director VISA Europe Plc 2014-2017. President and CEO, Telefónica Europe 2012-2014. Non-executive director, Old Mutual Plc 2011-2013. President and CEO Merrill Lynch Capital Markets, Spain 1999-2006. President and CEO, Merrill Lynch, Wealth Management EMEA 2006-2009.

**Date of first and of most recent appointment as a director of the Company:** Ms Eva Castillo was appointed as non-executive independent director by the Board of Directors by co-option on 31 December 2020 and her appointment was ratified by the 2021 Annual General Shareholders' Meeting and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Ms Eva Castillo owns 5,000 Company shares.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.c)**

"To re-elect Ms Eva Castillo Sanz as director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director."

**d) To re-elect Ms Margaret Ewing as non-executive independent director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ms Margaret Ewing as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Ms Margaret Ewing:**

**Key areas of experience:** Professional services, financial accounting, corporate finance, strategic and capital planning, corporate governance, risk management.

**Current external appointments:** Senior Independent Director and Chair of the Audit and Risk Committee, ConvaTec Group Plc. Non-executive director and member of the Audit and Risk and Nominations Committees, ITV Plc.

**Previous relevant experience:** Trustee and Chairman of the Finance and Audit Committee, Great Ormond Street Hospital Children's Charity 2015-2020. Non-executive director, Standard Chartered Plc 2012-2014. Independent external member of the Audit and Risk Committee, John Lewis Partnership Plc 2012-2014. Non-executive director, Whitbread Plc 2005-2007. Vice Chairman, Managing Partner, Public Policy, Quality and Risk and London Practice Senior Partner, Deloitte LLP 2007-2012. Director, Finance, BAA Ltd 2006 and Chief Financial Officer, BAA PLC 2002-2006. Group Finance Director, Trinity Mirror PLC 2000-2002. Partner, Corporate Finance, Deloitte & Touche LLP 1987-1999.

**Date of first and of most recent appointment as a director of the Company:** Ms Margaret Ewing was appointed as non-executive independent director for the first time on 20 June 2019 and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Ms Margaret Ewing owns 18,750 Company shares.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.d)**

"To re-elect Ms Margaret Ewing as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director."

**e) To re-elect Mr Maurice Lam as non-executive independent director.**

**EXPLANATION:**

In this resolution, the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr Lam Fat Kwong Lam Thuon Mine (known as Maurice Lam) as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Mr Maurice Lam:**

**Key areas of experience:** Professional services, financial accounting, audit and compliance in the banking industry.

**Current external appointments:** Independent Director, Chairman of the Audit Committee and Member of the Board Risk Committee, Bank of China (Europe) S.A. Independent director and Chairman of the Audit & Compliance Committee of Banque Internationale à Luxembourg S.A.

**Previous relevant experience:** Independent Director, Chairman of the Audit Committee and Member of the Board Risk Committee of Quintet Private Bank (Europe) S.A. 2015-2020. Member of the Board of Directors, LuxConnect S.A., a Luxembourg State owned Company, acting as a business enabler in the ICT market 2013-2016. Independent Director, Generali Fund Management S.A. 2013. Managing Partner and CEO,

Deloitte Luxembourg 2000-2010. Head of Audit (1993-2000), Audit Partner, Financial services 1988-1993. Deloitte & Touche UK 1979-1985.

**Date of first and of most recent appointment as a director of the Company:** Mr Maurice Lam was appointed as non-executive independent director on 17 June 2021 and last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Mr Maurice Lam has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.e)**

“To re-elect Mr Lam Fat Kwong Lam Thuon Mine (known as Maurice Lam) as director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”

**f) To re-elect Mr Bruno Matheu as non-executive proprietary director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr Bruno Matheu as non-executive proprietary director representing the significant shareholder Qatar Airways Group Q.C.S.C., upon favourable report from the Nominations Committee.

**Professional profile and biographical data of Mr Matheu:**

**Key areas of experience:** Airline industry and transportation, marketing.

**Current external appointments:** Founder and President, BLM Consulting. Senior Advisor, Boston Consulting Group. Board member, Air Transat.

**Previous relevant experience:** CEO, Airline Equity Partners – Etihad Aviation Group, 2014-2017. Member of the boards of Virgin Australia and Air Seychelles, 2014-2017. Chief Officer Long-Haul Business Unit, Air France, 2013-2014. EVP Marketing, Revenue Management & Network, Air France – KLM, 2004-2012. Member of the Group Executive Committees Air France – KLM, 2004-2012. Chairman, Commercial Committee Air France – KLM, 2004-2012. Co-Chairman, Joint Ventures with Delta Airlines, China Eastern and China Southern, 2004-2012. Non-executive director, Air France, Alitalia, CityJet, Amadeus, Ecole Centrale, 2004-2012.

**Date of first and of most recent appointment as a director of the Company:** Mr Bruno Matheu was appointed as non-executive proprietary director on 26 June 2024 and last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Mr Bruno Matheu has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.f)**

“To re-elect Mr Bruno Louis Matheu as a director for the bylaw mandated one-year term, upon favourable report from the Nominations Committee, with the status of non-executive proprietary director.”

**g) To re-elect Ms Heather Ann McSharry as non-executive independent director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ms Heather Ann McSharry as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Ms Heather Ann McSharry:**

**Key areas of experience:** General management, pharmaceuticals/health care, financial services, consumer products, food and construction industry sectors, governance.

**Current external appointments:** Non-executive director, Chair of Nominations and Governance Committee, Jazz Pharmaceuticals Plc.

**Previous relevant experience:** Non-executive director, CRH plc 2012-2021. Non-executive director, Greencore plc 2013-2021. Non-executive director, Uniphar Plc 2019-2020. Non-executive director, Bank of Ireland Plc 2007-2011. Chairman, Bank of Ireland Pension Fund Trustee Board 2011-2017. Managing Director, Reckitt Benckiser Ireland 2004-2009. Managing Director, Boots Healthcare Ireland 1998-2004.

**Date of first and of most recent appointment as a director of the Company:** Ms Heather Ann McSharry was appointed as non-executive independent director by the Board of Directors by co-option on 31 December 2020 and her appointment was ratified by the 2021 Annual General Shareholders' Meeting and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Ms Heather Ann McSharry owns 55,000 Company shares.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.g)**

“To re-elect Ms Heather Ann McSharry as director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”

**h) To re-elect Ms Simone Menne as non-executive independent director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ms Simone Menne as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Ms Menne:**

**Key areas of experience:** Airline industry, transportation, financial accounting, corporate finance, risk management and internal audit, technology, corporate governance, consumer goods, human resources.

**Current external appointments:** Non-executive director, Siemens Energy. Non-executive director and Audit Committee Chair, Henkel. Non-executive director, Russel Reynolds Associates.

**Previous relevant experience:** Non-executive director, Johnson Controls International, 2019-2025. Non-Executive Director, Deutsche Post 2014-2024. Non-Executive Director, BMW 2015-2021. Non-Executive Director, Springer Nature 2018-2020. Member of Management, Boehringer Ingelheim GmbH 2016 - 2017. Member of the Management Board and Executive Vice President Finance and Aviation Services, Deutsche Lufthansa AG 2012 - 2016. Chief Financial Officer, British Midland Ltd 2010 - 2012. Head of Finance and Controlling, Lufthansa Technik AG 2004 - 2010. Head of Finance and Human Resources Europe, Deutsche Lufthansa AG 2001 - 2004. Head of Finance and Human Resources Southwestern Europe, Deutsche Lufthansa AG 1999 - 2001. Managing Director, Lufthansa Revenue Services GmbH 1989 - 1999. Various functions, Deutsche Lufthansa AG, including Head of EDP and user services, Head of Accounting West Africa, Auditing 1987 - 1997.

**Date of first and of most recent appointment as a director of the Company:** Ms Simone Menne was appointed as non-executive independent director on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Ms Simone Menne has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.h)**

“To re-elect Ms Simone Menne as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”

**i) To re-elect Mr Robin Phillips as non-executive proprietary director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr Robin Phillips as non-executive proprietary director representing the significant shareholder Qatar Airways Group Q.C.S.C., upon favourable report from the Nominations Committee.

**Professional profile and biographical data of Mr Robin Phillips:**

**Key areas of experience:** Finance, airline industry and transportation.

**Current external appointments:** Chairman, Development Funding Board, Pancreatic Cancer UK. Senior Advisor, Circadence Corporation (US). Board member, IR - Scientific (Canada).

**Previous relevant experience:** Global Head/Co-Head of Corporate and Investment Banking, Head of Global Banking and Markets (Hong Kong), Group Head Climate committee, Head of Global Industries Group, Head of Transport, Services and Infrastructure, HSBC 2003-2019. Global Co-Head of Transport & Infrastructure Group, Citigroup 1999-2003. Executive Director, Transportation and Aviation Investment Banking, UBS Warburg 1992-1999. Assistant Director, Capital Markets, Kleinwort Benson 1985-1991.

**Date of first and of most recent appointment as a director of the Company:** Mr Robin Phillips was appointed as non-executive proprietary director at the proposal of Qatar Airways Group Q.C.S.C. for the first time on 8 September 2020 and was last re-elected on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Mr Robin Phillips has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.i)**

“To re-elect Mr Robin Charles Phillips as a director for the bylaw mandated one-year term, upon favourable report from the Nominations Committee, with the status of non-executive proprietary director.”

**j) To re-elect Ms Päivi Rekonen as non-executive independent director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ms Päivi Rekonen as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Ms Rekonen:**

**Key areas of experience:** Technology innovation, digital transformation, strategic planning, governance, international market expansion.

**Current external appointments:** Non-executive director, WIPRO Limited. Non-executive director, Konecranes Plc. Member of the Supervisory Board and member of the Foundation, IMD Business School.

**Previous relevant experience:** Chair of the Board of Directors, Amina Bank AG 2020-2026. Non-executive director, WithSecure Plc 2017-2024. Non-executive director, Efecte 2018-2023. Non-executive director, Alma Media Plc 2018-2021. Managing director, UBS 2014-2018. Senior Vice President and Global Head of Group Strategy and Digital Marketing, Adecco Group 2011-2012. Managing director and Global Head, Corporate IT Services Solutions, Credit Suisse Group, 2007-2009. General Manager and Head, Strategy, Internet Business Solutions Group, and previously other senior positions, Cisco Systems 1998-2007. Head, Competence & Human Resources Development, Greater China and previously other senior positions. Nokia 1990-1998.

**Date of first and of most recent appointment as a director of the Company:** Ms Päivi Rekonen was appointed as non-executive independent director on 19 June 2025.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:** Ms Päivi Rekonen has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.j)**

"To re-elect Ms Päivi Rekonen-Fleischer as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director."

**k) To appoint Mr Daniel Pinto as non-executive independent director.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the appointment of Mr Daniel Pinto as non-executive independent director, upon proposal from the Nominations Committee.

**Professional profile and biographical data of Mr Pinto:**

**Key areas of experience:** Banking, corporate finance, investment management, strategy.

**Current external appointments:** Vice Chairman, JPMorgan Chase. Non-executive director, Johnson & Johnson.

**Previous relevant experience:** Non-executive director, The Clearing House 2019 - 2025. Former President and Chief Operating Officer, JPMorgan Chase 2018-2025. Non-executive director, Institute of International Finance 2013-2025. Previous roles at JPMorgan Chase include CEO, Corporate & Investment Bank 2012-2014; CEO EMEA, 2011-2017; Co-Head Global Fixed Income Markets, 2009-2012; and Global Head Emerging Markets, Credit Trading & Syndicate, 2006-2009. Earlier roles at Chase Manhattan, Chemical Bank, and Manufacturers Hanover in London, Mexico and Buenos Aires.

**Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the candidate:** Mr Daniel Pinto has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 8.k)**

"To appoint Mr Daniel Eduardo Pinto Ciccía as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director."

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7 May 2026