

The 2025 Annual General Meeting of International Consolidated Airlines Group, S.A. will take place in **Madrid**, at **Edificio Mutua Madrileña, Paseo de la Castellana, 33**, at **12:00 (CEST)** on **Thursday 19 June 2025** with the option to attend remotely.

Shareholder Reference Number

## Form of Direction - Annual General Meeting to be held on 19 June 2025



Cast your Instruction online...It's fast, easy and secure!

**www.eproxyappointment.com**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 920820

SRN:

PIN:



To view the Call Notice, Proposed Resolutions and Annual Report: **www.iairgroup.com**

Register at **www.investorcentre.co.uk** - manage your shareholding online, the easy way!

To be effective, all instructions must be lodged with the Company's registrars at:

**Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 12 June 2025 at 17:00 (BST).**

### Explanatory Notes:

- Please indicate by placing an 'X' in the appropriate space overleaf, how you wish to vote in respect of each of the proposed resolutions, ensuring you sign and date the form. If you do not give a specific indication on how you wish to cast your vote the form will be rejected (even if the form is signed).
- If you wish to attend the meeting you must first appoint yourself as a proxy by inserting your name in the box on the reverse of this proxy form, leaving the vote blank. If you indicate your vote in this form you will not be able to vote or amend the vote at the meeting.  
Alternatively you can appoint anyone to attend and vote at the meeting by inserting their name in the box provided. This will constitute an authorisation for the relevant person to vote and attend on your behalf.
- Any alterations made in this form should be initialled.
- For the purposes of Articles 523 and 526 of the Companies Act, it is placed on record that the Chairman of the Board of Directors and the other directors may have a conflict of interest in relation to item 8 (*Consultative vote on the 2024*

*annual report on directors' remuneration*), item 9 (*Approval of the directors' remuneration policy*) on the agenda, and with respect to proposals for their removal or for any company action for liability that may be brought against them as permitted by the law and the directors whose re-election or appointment is proposed under items 7.a) to 7.k) on the agenda are affected by a conflict of interest in connection with their own re-election or appointment.

- To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 12 June 2025 at 17:00 (BST). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**If you wish to attend and vote at the AGM, either in person or by remote attendance, you must be appointed by Computershare as a proxy. Please only indicate your intention to attend overleaf, do not place any marks against the resolutions.**

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Holders

Please indicate if you wish to attend the AGM. ☐

You must notify Computershare Investor Services PLC of your intention to attend the meeting, if you do not then you may not be permitted entry to the AGM, either in person or by remote attendance.

The proxy specified here is to attend and vote in regard to my underlying shares. If this box is left blank it will be taken that you are appointing the Chairman as your proxy. **Please only complete this box if you, or your representative, wish to attend and vote at the AGM.**

The appointment of the proxy covers any items not listed on the below agenda that may legally arise, with respect to which the proxy shall vote as deemed most favourable to the interests of the shareholders, unless marked here: ☐

I/We hereby instruct Euroclear UK & International Limited to instruct EC Nominees Limited to vote (including, if required by appointing a proxy) as set out below at the Annual General Meeting of the Company to be held on 19 June 2025 at 12:00 (CEST).

Resolutions

	For	Against	Abstention		For	Against	Abstention
1. Approval of the 2024 financial statements and management reports of the Company and its consolidated group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	i) To re-elect Ms Nicola Shaw as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the non-financial information statement for financial year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	j) To appoint Ms Simone Menne as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the management of the Board of Directors during the 2024 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	k) To appoint Ms Päivi Rekonen as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of KPMG Auditores, S.L. as auditor of the Company and of its consolidated group for financial year 2025 and delegation of powers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Consultative vote on the 2024 annual report on directors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the proposal for the allocation of 2024 results.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of the directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the 2024 final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of a reduction in share capital by means of the cancellation of up to 426,206,309 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election & appointment of directors for the Corporate Bylaws mandated one-year term:				11. Authorisation for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) To re-elect Mr. Javier Ferrán as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Authorisation to the Board of Directors to increase the share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Mr. Luis Gallego as executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Authorisation to the Board of Directors, to issue securities convertible into and/or exchangeable for shares of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Ms Eva Castillo as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Authorisation to the Board of Directors, to exclude pre-emptive rights in connection with the capital increases and the issuances of convertible or exchangeable securities.			
d) To re-elect Ms Margaret Ewing as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	a) Up to 10 per cent of the share capital on an unrestricted basis.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To re-elect Mr Maurice Lam as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	b) Up to an additional 10 per cent of the share capital to be used for either an acquisition or a specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) To re-elect Mr Bruno Matheu as non-executive proprietary director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approval of the proposed purchase of 21 Airbus A330-900neo family aircraft and 32 Boeing 787-10 family aircraft.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) To re-elect Ms. Heather Ann McSharry as non-executive independent director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Delegation of powers to formalise and execute all resolutions adopted at the Shareholders' Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) To re-elect Mr. Robin Phillips as non-executive proprietary director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

DD / MM / YY

In the case of joint shareholders, only one holder need sign. In the case of a corporation, the Form of Direction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.