

## **RELEVANT FACT**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.**

## **RULE 2.10 ANNOUNCEMENT**

In accordance with Rule 2.10 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013, International Consolidated Airlines Group, S.A. ("**IAG**") confirms that as at close of business on 18 December 2014 the Company's issued share capital (excluding shares held as treasury shares) consists of 2,038,866,472 shares with a nominal value of €0.50 each with the same class and series. Each ordinary share carries the right to one vote.

IAG's shares are admitted to trading on the main market of the London Stock Exchange and on the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Spanish Stock Exchanges Interconnection System (Mercado Continuo Español) under the International Securities Identification Number (ISIN) ES0177542018.

IAG has a sponsored Level I American Depositary Receipts ("**ADR**") programme for which Deutsche Bank Trust Company Americas acts as depositary. One ADR represents five ordinary shares of IAG. These are traded in the US over-the-counter market under US4593481082.

In addition, IAG has in issue EUR 390,000,000 convertible bonds due in May 2018 with a coupon of 1.75%. These convertible bonds are convertible into ordinary shares in IAG. The ISIN for the convertible bond is XS0933556952.

Enrique Dupuy de Lôme  
Chief Financial Officer

19 December 2014

The Directors of IAG accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Under the provisions of Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013, as amended (the "Irish Takeover Rules"), if any person is, or becomes, 'interested' (directly or indirectly) in, 1%, or more of any class of 'relevant securities' of Aer Lingus Group plc ("Aer Lingus") or IAG, all 'dealings' in any 'relevant securities' of Aer Lingus or IAG (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by not later than 3:30 pm (Dublin time) on the business day following the date of the relevant transaction. If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of Aer Lingus or IAG, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

Under the provisions of Rule 8.1 of the Irish Takeover Rules, all 'dealings' in 'relevant securities' of Aer Lingus by IAG or 'relevant securities' of IAG by Aer Lingus, or by any of their respective 'associates' must also be disclosed by no later than 12 noon (Dublin time) on the business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020; fax number +353 1 678 9289.

A copy of this announcement will be available on the IAG website at [www.iagshares.com](http://www.iagshares.com).