

INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.

NOTICE OF RELEVANT FACT

Madrid, May 4, 2017.

The Board of Directors of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. (the “**Company**”) has resolved to call the Shareholders' Meeting to be held in **Madrid, at Edificio Mutua Madrileña, Paseo de la Castellana, nº 33**, on June 14, 2017 at 12 noon (CET), on first call, and on the following day, **June 15, 2017 at 12 noon (CET)**, at the same venue, on second call. In light of the fact that the quorum required by law and the Corporate Bylaws for the Shareholders' Meeting may not be met on first call, shareholders are informed that the Shareholders' Meeting will be held on second call.

The Board of Directors, following a proposal from the Nominations Committee, proposes to the Shareholders' Meeting the re-election of all directors with the exception of Baroness Kingsmill, who will not stand for re-election as part of the Board of Director's succession and renewal plan and who will consequently cease as director of the Company at the Shareholders' Meeting. The Board of Directors expressed its appreciation to Baroness Kingsmill for the services rendered.

To fill this vacancy, the Board of Directors, following a proposal from the Nominations Committee, proposes to the Shareholders' Meeting the appointment of Ms. Nicola Shaw as independent non-executive director of the Company, with effect from January 1, 2018.

The Shareholders' Meeting is called in accordance with the following

AGENDA

- 1.- Approval of the 2016 financial statements and management reports of the Company and of its consolidated group.
- 2.- Proposal for the allocation of results and remuneration to shareholders:
 - a) Approval of the proposal for the allocation of 2016 results and offset of prior years' losses against the share premium reserve.
 - b) Remuneration to shareholders: final dividend approval.
- 3.- Approval of the management of the Board of Directors during the 2016 financial year.

- 4.- Re-election of auditors:
 - a) Re-election of Ernst & Young, S.L. as auditor for the 2017 financial statements of the Company and of its consolidated group.
 - b) Delegation to the Board of Directors to determine the terms and conditions of re-election and remuneration of Ernst & Young, S.L. as auditor.
- 5.- Re-election and appointment of directors for the Corporate Bylaws mandated one-year term:
 - a) To re-elect Mr. Antonio Vázquez Romero as a director, classified as non-executive independent director.
 - b) To re-elect Mr. William Walsh as a director, classified as executive director.
 - c) To re-elect Mr. Marc Bolland as a director, classified as non-executive independent director.
 - d) To re-elect Mr. Patrick Cescau as a director, classified as non-executive independent director.
 - e) To re-elect Mr. Enrique Dupuy de Lôme as a director, classified as executive director.
 - f) To re-elect Mr. James Lawrence as a director, classified as other external director.
 - g) To re-elect Ms. María Fernanda Mejía Campuzano as a director, classified as non-executive independent director.
 - h) To re-elect Mr. Kieran Poynter as a director, classified as non-executive independent director.
 - i) To re-elect Mr. Emilio Saracho Rodríguez de Torres as director, classified as non-executive independent director.
 - j) To re-elect Dame Marjorie Scardino as a director, classified as non-executive independent director.
 - k) To re-elect Mr. Alberto Terol Esteban as a director, classified as non-executive independent director.
 - l) To appoint Ms. Nicola Shaw as a director, classified as non-executive independent director, with effect from January 1, 2018.
- 6.- Consultative vote on the 2016 annual report on directors' remuneration.

- 7.- Authorisation, for a term ending at next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law and subject to the following conditions: (a) the maximum aggregate number of shares which are authorised to be purchased shall be the lower of the maximum amount permitted by the law and such number as represents ten per cent. of the aggregate nominal amount of the share capital as at the date of passing this resolution; (b) the minimum price which may be paid for a share is zero; (c) the maximum price which may be paid for a share is the highest of: (i) an amount equal to five per cent. above the average of the middle market quotations for the shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which the transaction is performed; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the transaction is carried out at the relevant time; in each case, exclusive of expenses.
- 8.- Authorisation to the Board of Directors, with the express power of substitution, for a term ending at next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to increase the share capital pursuant to the provisions of Article 297.1.b) of the Companies Law, by up to (a) one-third of the share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph (a) of Resolution 9); and (b) up to a further one-sixth of the share capital as at the date of passing this resolution in connection with an offer by way of a rights issue in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000 (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph (b) of Resolution 9).
- 9.- Authorisation to the Board of Directors, with the express power of substitution, for a term ending at next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company, up to a maximum limit of 1,000,000,000 euros or the equivalent thereof in another currency, provided that the aggregate share capital that may need to be increased on the conversion or exchange of all such securities may not be higher than: (a) one-third of the share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased under paragraph (a) of Resolution 8); and (b) a further one-sixth of the share capital as at the date of passing this resolution in connection with an offer by way of a rights issue in accordance with the Listing Rules made under

Part IV of the United Kingdom Financial Services and Markets Act 2000 (such amount to be reduced by the amount that the share capital has been increased under paragraph (b) of Resolution 8). 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 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.

- 10.- 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 authority given under Resolutions 8 and 9 for the purposes of allotting shares or convertible or exchangeable securities in connection with a rights issue in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000 or in any other circumstances subject to an aggregate maximum nominal amount of the shares so allotted and that may be allotted on conversion or exchange of such securities of five per cent. of the share capital as at the date of passing this resolution.
- 11.- Approval of a reduction in share capital by means of the cancellation of up to 190,000,000 shares (8.9 per cent. of the share capital). Delegation of powers for the implementation thereof.
- 12.- Delegation of powers to formalise and execute all resolutions adopted by the shareholders at this Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made, if applicable.

The full call notice will be published in the following days the form required by the law and the Corporate Bylaws.

From the publication of the call notice, the call notice and the proposed resolutions prepared by the Board of Directors, together with the remaining documentation relating to the Shareholders' Meeting, shall be available to shareholders at the registered office (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid), at the Shareholder Office (IAG) (open for such purpose at calle Martínez Villergas, 49, 28027 Madrid) and on the corporate website of the Company (www.iairgroup.com).

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Álvaro López-Jorrín Hernández
Secretary of the Board of Directors