

**INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.**

**NOTICE OF OTHER RELEVANT INFORMATION**

Madrid, 22 September 2022.

The Board of Directors of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. (the “**Company**”, together with its subsidiaries, the “**Group**”) has resolved to call an Extraordinary Shareholders' Meeting to be held in **Madrid, at Auditorio Rafael del Pino, calle de Rafael Calvo, nº 39, 28010**, with the possibility of attending remotely, on 25 October 2022 at 18:30 (CEST), on first call, and on the following day, **26 October 2022 at 18:30 (CEST)**, at the same venue, on second call. In light of the fact that the quorum required by law and the corporate bylaws may not be met on first call, it is informed that the Extraordinary Shareholders' Meeting will be held on second call.

We hereby attach the call notice of the Extraordinary Shareholders' Meeting of the Company published today on the corporate website ([www.iairgroup.com](http://www.iairgroup.com)), which will also be published in a Spanish national paper on Saturday 24 September.

The proposed resolutions prepared by the Board of Directors, together with the remaining documentation relating to the Extraordinary Shareholders' Meeting (including a class 1 circular), are available to the shareholders at the registered office/ shareholder office (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid) and on the corporate website of the Company ([www.iairgroup.com](http://www.iairgroup.com)).

Current performance

The class 1 circular referred to above contains a letter from the Chairman of the Board of Directors explaining the background and rationale for the Shareholders' Meeting, including a description of the Group's trading and prospects.

As stated therein, demand has been stronger than the Group's expectations over the summer months, with no indication so far of weakness in forward bookings for the rest of the year.

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Álvaro López-Jorrín Hernández  
Secretary of the Board of Directors

**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 Auditorio Rafael del Pino, calle de Rafael Calvo 39, 28010, with the possibility of attending remotely, on 25 October 2022 at 18:30 (CEST), on first call and on the following day, 26 October 2022, at the same time and venue, on second call. Shareholders are informed that the Shareholders' Meeting will be held on second call.

The Shareholders' Meeting is called in accordance with the following

**AGENDA**

- 1.- Approval of the proposed purchase of 50 Boeing 737 family aircraft.
- 2.- Approval of the proposed purchase of 37 Airbus A320neo family aircraft.
- 3.- 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 the shareholders to vote in favour of all resolutions.

**RIGHT TO PROPOSE RESOLUTIONS**

Shareholders representing at least three per cent. of the capital stock may submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly authenticated 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) (the "**Companies Act**"), 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), Monday to Friday, from 09:00 to 16:00 (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 complete wording of the proposed resolutions prepared by the Board of Directors in relation to the items on the agenda; and
- the circular to shareholders prepared by the Company relating to the proposed resolutions under item 1 and item 2.

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 or all of the documents mentioned above are recommended to send their request by e-mail to the address [accionistas@iairgroup.com](mailto:accionistas@iairgroup.com) or to download them from the Company's website.

Until the fifth day before the scheduled date for holding the Shareholders' Meeting, that is, until 21 October, 2022, 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 16 June 2022.

Any requests for information or clarification and the submission of questions must be sent in writing by post to the Shareholder Office (IAG) at El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, 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 21 October 2022, 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 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 any other person to represent them by fulfilling the requirements and formalities required to this end.

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

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 BY REMOTE MEANS 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) (El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 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 "Extraordinary Shareholders' Meeting 2022" 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.

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

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 (CEST) on 25 October 2022, 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.

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 20 October 2022, to be appointed as a 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 also complete and return a proxy form to Computershare, by 11:00 (BST) on 20 October 2022, to be granted a proxy. Computershare shall 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 20 October 2022. 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 "Extraordinary Shareholders' Meeting 2022" 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 18:30 (CEST) on 24 October, 2022**, 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) above will be entitled to attend the meeting remotely through the "Extraordinary Shareholders' Meeting 2022" section on the Company's website. Shareholders (or proxy-holders) or CDI holders (attending as a proxy) must log into the platform **between 15:30 and 18:00 (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) and (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 18:30 (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) If the Shareholders' Meeting is held on second call, remote attendees that wish to send proposals for resolutions or requests for information or clarifications shall send them on the date of the second call of the Shareholders' Meeting.
- (viii) 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.
- (ix) 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.
- (x) 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.
- (xi) 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) located at El Caserío, Iberia Zona Industrial nº 2 (La Muñoza), Camino de La Muñoza, s/n, 28042 Madrid in person, by phone on (+34 915 878 974) between 09:00 to 16:00 (CEST), Monday to Friday, from 26 September 2022 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, 22 September 2022. The Secretary of the Board of Directors, Álvaro López-Jorrín Hernández.



