

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

**NOTICE OF OTHER RELEVANT INFORMATION**

Madrid, May 6, 2021.

The Board of Directors of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. (the “**Company**”) has resolved to call the Annual Shareholders' Meeting to be held on June 16, 2021 at 12 noon (CEST), on first call, and on the following day, June 17, 2021 at 12 noon (CEST), 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 Shareholders' Meeting will be held on second call.

As a result of the public health crisis arising from COVID-19, in order to protect the health and safety of shareholders, employees and all other persons involved, and considering the provisions of Royal Decree-Law 34/2020 of 17 November on urgent measures to support business solvency and the energy sector, and on taxation as amended by Royal Decree-Law 5/2021 of 12 March on extraordinary measures to support business solvency in response to the COVID-19 pandemic, the **Shareholders' Meeting shall be held exclusively by remote means, i.e. without shareholders or their representatives attending physically in person, with only remote participation being possible, by granting a proxy or casting a vote prior to the holding of the Shareholders' Meeting, or by attending the meeting by remote means.** The Shareholders' Meeting shall be deemed to be held at the registered office of the Company.

The Shareholders' Meeting is called in accordance with the following

**AGENDA**

***Annual accounts and corporate management***

- 1.- Approval of the 2020 financial statements and management reports of the Company and of its consolidated group.
- 2.- Approval of the non-financial information statement for financial year 2020.
- 3.- Approval of the management of the Board of Directors during the 2020 financial year.

***Results allocation***

- 4.- Approval of the proposal for the allocation of 2020 results.

***Directors' re-election, ratification of the appointment by co-option, appointment and resolutions on directors' remuneration***

- 5.- Re-election, ratification of the appointment by co-option and appointment of directors for the Corporate Bylaws mandated one-year term:

- a) To re-elect Mr. Javier Ferrán as non-executive independent director.
  - b) To re-elect Mr. Luis Gallego Martín as executive director.
  - c) To re-elect Mr. Giles Agutter as non-executive proprietary director.
  - d) To re-elect Ms. Margaret Ewing as non-executive independent director.
  - e) To re-elect Mr. Robin Phillips as non-executive proprietary director.
  - f) To re-elect Mr. Emilio Saracho Rodríguez de Torres as non-executive independent director.
  - g) To re-elect Ms. Nicola Shaw as non-executive independent director.
  - h) To re-elect Mr. Alberto Terol Esteban as non-executive independent director.
  - i) To ratify the appointment by co-option of, and to re-elect, Ms. Peggy Bruzelius as non-executive independent director.
  - j) To ratify the appointment by co-option of, and to re-elect, Ms. Eva Castillo Sanz as non-executive independent director.
  - k) To ratify the appointment by co-option of, and to re-elect, Ms. Heather Ann McSharry as non-executive independent director.
  - l) To appoint Mr. Maurice Lam as non-executive independent director.
- 6.- Consultative vote on the 2020 annual report on directors' remuneration.
- 7.- Approval of the directors' remuneration policy.

***Approval of the IAG Executive Share Plan and allotment of a maximum number of shares of the Company for share awards***

- 8.- Approval of a new share-based incentive plan of the Company.
- 9.- Approval of the allotment of a maximum number of shares of the Company for share awards (including the awards to executive directors) under the Executive Share Plan in relation to 2021, 2022, 2023 and 2024 financial years.

***Amendment of the bylaws and the shareholders' meeting regulations***

- 10.- Amendment of article 13.2 of the corporate bylaws to reduce, from 50 percent to 20 percent, the limit of share capital or convertible securities that could be increased or issued, when pre-emptive rights are excluded by the Board of Directors under the authorisation of the Shareholders' Meeting.
- 11.- Amendment of articles 21 and 24.2 of the corporate bylaws to enable the General Shareholders' Meeting to be held exclusively by remote means.

- 12.- Amendment of article 44 of the corporate bylaws related to the Board Committees.
- 13.- Amendment of article 16 of the Regulations of the General Shareholders' Meeting to develop the rules applicable to the remote attendance by shareholders.
- 14.- Addition of a new Chapter V to the Regulations of the General Shareholders' Meeting including a new article 37 to develop the rules applicable to the remote attendance by shareholders or their proxies.

***Authorisations for the acquisition of own shares, for the issuance of shares and convertible or exchangeable securities and for the exclusion of pre-emptive rights***

- 15.- Authorisation for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries.
- 16.- Authorisation to the Board of Directors, with the express power of substitution, to increase the share capital pursuant to the provisions of Article 297.1.b) of the Companies Act.
- 17.- Authorisation to the Board of Directors, with the express power of substitution, to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company. 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.
- 18.- 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 authorities given under Resolutions 16 and 17.

***Call of Extraordinary General Meetings and delegation of powers***

- 19.- Approval, for a term ending at next year's Annual Shareholders' Meeting, of the reduction to fifteen days of the notice period for calling Extraordinary General Meetings, in accordance with the provisions of article 515 of the Companies Act.
- 20.- Delegation of powers to formalise and execute all resolutions adopted by the Shareholders' Meeting.

The full call notice will be published in the following days in 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) (calle Martínez Villergas, 49, 28027 Madrid) and on the corporate website of the Company ([www.iairgroup.com](http://www.iairgroup.com)).

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Álvaro López-Jorrín Hernández  
Secretary of the Board of Directors