

## INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.

### Notice of General Assembly of Bondholders

Pursuant **(i)** to the provisions of Article 421 onwards of Royal Legislative Decree 1/2010 of 2 July, approving the Consolidated Text of the Spanish Corporate Companies Act (*Real Decreto Legislativo 1/2010, de 2 de Julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*), **(ii)** to the terms and conditions of the 1.75 per cent. Convertible Bonds of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. (the “**Issuer**”) due 2018, in an original principal amount of 390,000,000 Euros (with ISIN Code XS0933556952 and Common Code 093355695) issued on 31 May 2013 (the “**Issue**”) and **(iii)** to the regulations of the syndicate of bondholders (the “**Syndicate Regulations**”), BNP Paribas Securities Services, Sucursal en España, acting in its capacity as temporary commissioner (the “**Temporary Commissioner**”) of the Issue, hereby convenes a general assembly of bondholders (the “**Bondholders**”) of the Issue (the “**General Assembly**”), which shall take place in the address of the issuer, calle Velázquez 130, Madrid, Spain, on 11 October 2013, at 10:00 CET, according to the following;

### Agenda

- One: Examination and approval, as the case may be, of all actions of the Temporary Commissioner of the syndicate of Bondholders
- Two: Ratification of the appointment of the Temporary Commissioner of the syndicate of Bondholders or appointment of a substitute commissioner
- Three: Examination and approval, as the case may be, of the final version of the Syndicate Regulations
- Four: Motions and queries
- Five: Delegation of powers
- Six: Drafting and approval of the Minutes of the General Meeting

### Right of information

In relation to the proposals on the agenda, following the publication of the announcement of this notice in: (a) the Official Gazette of the Commercial Registry and (b) the website of the Issuer (<http://www.iairgroup.com/>), Bondholders may examine and obtain at the registered address of the Issuer and request delivery or immediate remittance, free of charge, of the full text of the proposals (including the Syndicate Regulations) which are to be submitted for approval to the General Assembly.

### **Right of Attendance**

In accordance with the terms and conditions of the Issue and the Syndicate Regulations, Bondholders who or which have been so at least five (5) days prior to the date on which the meeting is scheduled shall have the right to attend the meeting of the General Assembly.

Bondholders shall, by virtue of purchasing the Bonds, be deemed to have granted to Deutsche Bank AG, London Branch (the “**Fiscal Agent**”) full power and authority to attend the General Assembly on its behalf and to vote in favour of the agenda. Any Bondholder intending to revoke such power of attorney for the purpose of personally attending the General Assembly and voting in relation to the agenda shall request his/her custodian which, in turn, will request to the Fiscal Agent, via the common depositary to the clearing systems of Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, to issue, within three (3) days prior to the meeting, a certificate in favor of that Bondholder, establishing that the Bondholder has held such condition at least five (5) days prior to the date on which the General Assembly meeting is scheduled.

The members of the board of directors of the Issuer, the Fiscal Agent, as well as the legal counsel and financial advisors of the Issuer, of the Temporary Commissioner and of the Fiscal Agent in relation to the Issue, shall be entitled to attend the General Assembly.

### **Additional Information**

The following means of contact are available in order to obtain or clarify any information related to this General Assembly:

Att.: Santiago ACEVES  
Teléfono: +34 913 888 807  
E-mail: [madrid\\_gct@bnpparibas.com](mailto:madrid_gct@bnpparibas.com)

Madrid, on 5 September 2013.- BNP PARIBAS SECURITIES SERVICES, Sucursal en España, as Temporary Commissioner represented by Mr. Francisco Béjar Núñez