



**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF  
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.  
TO THE 26 OCTOBER 2022 EXTRAORDINARY SHAREHOLDERS' MEETING**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the action you should take, you should immediately consult your independent professional adviser.

If you have sold or otherwise transferred all your shares in International Consolidated Airlines Group, S.A. (the “**Company**” or “**IAG**”), please forward this document and any accompanying documents you receive in relation to such shares to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**1. APPROVAL OF THE PROPOSED PURCHASE OF 50 BOEING 737 FAMILY AIRCRAFT.**

**PROPOSED RESOLUTION:**

**RESOLUTION 1**

*"To approve the proposed purchase of 50 Boeing 737 family aircraft, by Vueling Airlines, S.A. and/or International Consolidated Airlines Group, S.A. and/or any of its subsidiaries from time to time, on the terms and conditions of the Boeing Purchase Agreement, as defined in the Circular to Shareholders dated 22 September 2022 and described therein."*

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**2. APPROVAL OF THE PROPOSED PURCHASE OF 37 AIRBUS A320NEO FAMILY AIRCRAFT.**

**PROPOSED RESOLUTION:**

**RESOLUTION 2**

*"To approve the proposed purchase of 37 Airbus A320neo family aircraft, by International Consolidated Airlines Group, S.A. and/or any of its subsidiaries from time to time, on the terms and conditions of the Airbus Purchase Agreement, as defined in the Circular to Shareholders dated 22 September 2022 and described therein."*

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**3. DELEGATION OF POWERS TO FORMALISE AND EXECUTE ALL RESOLUTIONS  
ADOPTED BY THE SHAREHOLDERS' MEETING.**

**PROPOSED RESOLUTION:**

**RESOLUTION 3**

*"To confer authority on the Board of Directors, with the express power of substitution, to the fullest extent permitted by law, to execute the foregoing resolutions, including: (i) to do all such things and procure that all such things are done, as may be necessary or expedient to complete or give effect to, or otherwise in connection with, the proposed purchases approved in the previous resolutions, and any other agreements or arrangements ancillary or incidental; and (ii) to agree to such modifications, variations, revisions, waivers or amendments to the proposed purchases approved in the previous resolution provided such modifications, variations, waivers or amendments are not material, in either such case as it may in its absolute discretion think fit."*

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22 September 2022