

RYANAIR

Ryanair Holdings plc

Extraordinary General Meeting

22 October, 2015

Form of Proxy

I/We being (a) member(s) of the above named Company hereby appoint* the Chairman of the Meeting

or

of

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 8.30 a.m. at the Ryanair Dublin Office, Airside Business Park, Swords, Co. Dublin, Ireland on 22 October, 2015 and at any adjournment thereof.

This Form of Proxy is given in respect of **
ORDINARY SHARES

* If it is desired to appoint any person other than the Chairman of the Meeting, insert here the name and address of such person. A proxy need not be a Member of the Company, but must attend the meeting in person to represent you. If you are appointing a proxy other than the Chairman or any other officer of Ryanair Holdings plc, please provide him/her with the ATTENDANCE CARD attached hereto to facilitate his/her attendance.

** Insert the number of Ordinary Shares in respect of which the Form of Proxy is given. If the number is not inserted, the proxy will be taken to have been given in respect of all the Ordinary Shares held by the appointer(s).

NOTES

- Any Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a Member of the Company. A Member may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. If you wish to appoint more than one proxy please contact the Registrars of the Company, Capita Asset Services, Shareholder solutions (Ireland) on +353 1 553 0050.
- To be valid this Form of Proxy together with the power of attorney or other authority (if any) under which it is duly completed and signed, or a notorially certified copy thereof, must be: (a) deposited by hand to the Registrar, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, D02 A342, Ireland; (b) submitted by post to Capita Asset Services, Shareholder solutions (Ireland), PO Box 7117, Dublin 2, Ireland; (c) submitted by fax to +353 (1) 224 0700, provided it is received in legible form; or (d) submitted electronically, via the internet by accessing the Capita Registrars (Ireland) Limited website www.capitashareportal.com, and entering the Company name, Ryanair Holdings plc. You will need to register for Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions thereon; or (e) submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be done in accordance with the procedures specified in the CREST Manual, not less than forty eight hours before the time appointed for the holding of the Extraordinary General Meeting and received by the Registrar under CREST Participant ID 7RA08.
Any power of attorney must be lodged in hard copy as set out under options (a) or (b) above.
- This Form of Proxy must (i) in the case of an individual Member be signed or sent electronically by the Member or his/her attorney, or (ii) in the case of a body corporate be given either under the common seal or be signed on its behalf by its duly authorised officer or attorney.
- In the case of joint holders, the signature of any of them will suffice, but the names of all joint holders should be shown. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- Unless otherwise directed the proxy will vote (or abstain from voting) as he/she thinks fit. The proxy will act at his/her discretion on any other business arising at the meeting.
- Completion and return of this Form of Proxy will not preclude a Member from attending the meeting and voting in person if the Member so wishes.
- Only persons registered in the Register of Members of the Company (or their duly appointed proxies or representatives), at 6.00 p.m. on 20 October, 2015 or, if the Extraordinary General Meeting is adjourned, 6.00 p.m. on the day that falls two Business Days before the time appointed for the adjournment (the "meeting record date"), shall be entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at the meeting record time.

Signature

Date

Notice of Availability – Notice of EGM and Shareholder Circular

Important – please read carefully

You can access the Notice of EGM and Shareholder Circular and a redline of the Memorandum and Articles of Association showing the proposed changes by visiting this website:
www.investor.ryanair.com

Please indicate with an "X" in the spaces below how you wish the proxy to vote in respect of the Resolutions detailed in the notice convening the meeting.

You may direct your proxy to vote "In Favour", "Against" or "Vote Withheld" by marking as appropriate. If no such specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "In Favour" and "Against" the resolution.

RESOLUTION			
	In Favour	Against	Vote Withheld
1. Special Resolution to amend the Memorandum of Association of the Company to incorporate the B Shares and the Deferred Shares.	☐	☐	☐
2. Special Resolution to amend the Articles of Association of the Company to incorporate the rights and restrictions attaching to the B Shares and the Deferred Shares.	☐	☐	☐
3. Ordinary Resolution to approve the sub-division of each Existing Ordinary Share into one Intermediate Ordinary Share and one B Share.	☐	☐	☐
4. Ordinary Resolution to approve the consolidation of the Intermediate Ordinary Shares into New Ordinary Shares.	☐	☐	☐
5. Special Resolution to authorise the Company to repurchase the Deferred Shares for nil consideration.	☐	☐	☐

Detach here

ATTENDANCE CARD

Please bring this card with you to the meeting as you will be asked for it when you arrive

Detach here

Ryanair Holdings plc

Extraordinary General Meeting on 22 October, 2015 at 8.30 a.m. at the Ryanair Dublin Office, Airside Business Park, Swords, Co. Dublin, Ireland

Signature of Shareholder

If you are a proxy

Name of proxy (Block Letters)

Signature