



 **RYANAIR**
Ryanair Holdings plc

Annual General Meeting
September 14, 2023
Form of Proxy

I/We being (a) Member(s) of the above named Company hereby appoint* the Chair of the Meeting, with full power of substitution,

or

as my/our proxy to attend, speak and vote for me/us and on my/our behalf in the manner indicated herein at the Annual General Meeting of the Company to be held at the Ryanair Engineering Centre, 230/240 Lakeshore Drive, Airlside Business Park, Swords, Co. Dublin, K67 XF79, Ireland, at 9.00 a.m. (Irish time) on September 14, 2023 and at any adjournment thereof.

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

* We encourage you to appoint the Chair of the Meeting, or their substitute(s), as your proxy in the event it is not possible for you to attend the Annual General Meeting in person. If it is desired to appoint any person other than the Chair of the Meeting, or their substitute(s), 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 Chair of the Meeting, or their substitute(s), 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).

Nationality Declaration

Insert the two-character Country Code in the boxes opposite, or write name of country here (See Note 9):

Two empty ovals, one on the left and one on the right, representing a pair of parentheses.

Please indicate with an "X" in the spaces below how you wish the proxy to vote in respect of each of the resolutions detailed in the notice convening the meeting. You may direct your proxy to vote "For", "Against" or to "Withhold" your vote. 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 "for" and "against" the resolutions.

RESOLUTIONS

For Against Vote
Withheld

Ordinary Business

1. Consideration of Financial Statements and Reports
2. Consideration of the Remuneration Report
3. Consideration of the Remuneration Policy
4. Election/Re-election of Directors
 - (a) Eamonn Brennan
 - (b) Elisabeth Köstinger
 - (c) Anne Nolan
 - (d) Stan McCarthy
 - (e) Louise Phelan
 - (f) Róisín Brennan
 - (g) Michael Cawley
 - (h) Emer Daly
 - (i) Geoff Doherty
 - (j) Howard Millar
 - (k) Michael O'Brien
 - (l) Michael O'Leary
5. Directors' Authority to fix the Auditors' Remuneration
6. Directors' Authority to fix Non-Executive Directors' Remuneration

Special Business

7. Directors' Authority to allot Ordinary Shares
8. Disapplication of Statutory Pre-emption Rights
9. Authority to Repurchase Ordinary Shares
10. Approval of the 2023 Boeing contract

Three vertical columns of five empty square boxes each, used for drawing tally marks.

ATTENDANCE CARD

**Please bring this card with you to the meeting
(you will be asked for it when you arrive).**

Ryanair Holdings plc

Annual General Meeting on September 14, 2023 at 9.00 a.m.
(Irish time) at the Ryanair Engineering Centre, 230/240
Lakeshore Drive, Airside Business Park, Swords, Co. Dublin,
K67 XF79, Ireland.

Signature of Shareholder

If you are a proxy

Name of proxy (Block Letters).....

Signature