

# easyJet plc

## NOTICE OF ANNUAL GENERAL MEETING 2018

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your ordinary shares in easyJet plc (the "Company"), you should pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

Notice of the Annual General Meeting of easyJet plc, which has been convened for Thursday, 8 February 2018 at 10.00 a.m. at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF, is set out in Part II of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and in any event not later than 6 February 2018 at 10.00 a.m., being 48 hours before the time appointed for holding the Annual General Meeting. Your appointed proxy must attend the Annual General Meeting for your vote to be counted. Unless you are appointing the Chairman as your proxy, please check with your appointed proxy prior to appointing him/her that he/she intends to attend the Annual General Meeting.

# EXPECTED TIMETABLE OF EVENTS

Action	Time and/or date (2018)
Latest time and date for receipt of Forms of Proxy from Shareholders	10.00 a.m. on Tuesday, 6 February
Annual General Meeting	10.00 a.m. on Thursday, 8 February
Shares marked ex-entitlement to the dividend	Thursday, 1 March
Record Date for entitlement to the dividend	5.00 p.m. on Friday, 2 March
Payment of the dividend	Friday, 23 March

Note: References to times in this document are to London time unless otherwise stated.

# PART I

## easyJet plc

(Incorporated and registered in England and Wales with registered number 3959649)

### Directors

John Barton (Chairman) / Charles Gurassa / Johan Lundgren / Andrew Findlay / Adèle Anderson / Dr. Andreas Bierwirth / Moya Greene / Andy Martin

### Registered office

Hangar 89  
London Luton Airport  
Luton  
Bedfordshire  
LU2 9PF

9 January 2018

### Dear Shareholder

I am writing to inform you that the Annual General Meeting (the "Meeting") of the Company will be held at 10.00 a.m. on Thursday, 8 February 2018 at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF. The formal notice of the Meeting and resolutions to be proposed are set out in Part II on page 10 of this document.

If you would like to vote on the resolutions but cannot come to the Meeting, you can appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the Meeting by using one of the methods set out in the notes to the notice of the Meeting.

The purpose of this letter is to explain certain elements of the business to be considered at the Meeting. Resolutions 1 to 16 inclusive are proposed as ordinary resolutions, while Resolutions 17 to 20 inclusive are proposed as special resolutions.

### Annual report and accounts for the year ended 30 September 2017 (Resolution 1)

The Directors are required to present to the meeting the Annual report and accounts of the Company for the financial year ended 30 September 2017. Shareholders will be asked to receive the Annual report and accounts for the year ended 30 September 2017. The Annual report and accounts were published and made available to shareholders on 5 December 2017.

### Directors' Remuneration Report (Resolutions 2 and 3)

These Resolutions seek shareholder approval for a revised Directors' Remuneration Policy, the Annual Report on Remuneration and the Annual Statement by the Chairman of the Remuneration Committee, which together form the Directors' Remuneration Report. The Directors' Remuneration Report can be found on pages 65 to 84 (inclusive) of the Annual report and accounts. Please note that following the publication of the Annual report and accounts, the Company subsequently disclosed the 2017 LTIP award to the Executive Directors and the corresponding targets via an RNS announcement on 20 December 2017.

Resolution 2 seeks shareholder approval for the Directors' Remuneration Policy which can be found on pages 69 to 75 (inclusive) of the Annual report and accounts. This Directors' Remuneration Policy sets out the Company's future policy on Directors' remuneration, including the setting of the Directors' pay and the granting of share awards and replaces the policy approved by shareholders at the 2015 Annual General Meeting. Details on how the policy will be applied in practice for 2018 are set out in the Annual Report on Remuneration on pages 75 and 76 of the Annual report and accounts. All future payments by the Company to the Directors and any former or future directors must, once approved, be made in accordance with the revised policy (unless a payment is separately approved by a shareholder

## Part I continued

resolution). The revised Directors' Remuneration Policy will, once approved and provided that it remains unchanged, take effect from 8 February 2018 and apply for up to three financial years. A remuneration policy will be put to shareholders again no later than at the Company's Annual General Meeting in 2021.

Resolution 3 seeks shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration which can be found on pages 65, 66 and 75 to 84 (inclusive) of the Annual report and accounts. The Annual Report on Remuneration gives details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 30 September 2017. This vote is advisory and will not affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director.

The Company's auditors during the year, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report relating to the Directors' Remuneration Report can be found on page 93 of the Annual report and accounts.

### Payment of ordinary dividend (Resolution 4)

An ordinary dividend of 40.9 pence per ordinary share for the year ended 30 September 2017 is recommended for payment by the Directors. If shareholders approve the recommended ordinary dividend, this will be paid on Friday, 23 March 2018 to all shareholders who are on the register of members at the close of business at 5.00 p.m. on Friday, 2 March 2017 with an ex-dividend date of Thursday, 1 March 2018. Payments will be made by cheque or BACS (where there is an existing dividend mandate). The ordinary dividend equates to an aggregate distribution to shareholders of approximately £162 million.

### Election and re-election of Directors (Resolutions 5 to 12 inclusive)

In accordance with the UK Corporate Governance Code, which provides for all directors of companies forming part of the FTSE 350 to be subject to annual re-election by shareholders, all of the Board is standing for election or re-election by shareholders at this year's Meeting. Johan Lundgren and Moya Greene, both being Directors appointed since the last Annual General Meeting, are standing for election for the first time.

Resolutions 8 to 12 (inclusive) relate to the re-election of Charles Gurassa, Adèle Anderson, Dr. Andreas Bierwirth, Andy Martin and to the election of Moya Greene. These are the Directors that the Board has determined are independent directors for the purposes of the UK Corporate Governance Code (the "Independent Directors"). Under the Listing Rules, because Sir Stelios Haji-Ioannou, easyGroup Holdings Limited, Polys Haji-Ioannou and Clelia Haji-Ioannou together comprise controlling shareholders of the Company (that is, they exercise or control in concert more than 30% of the voting rights of the Company), the election or re-election of any Independent Director by shareholders must be approved by a majority vote of both:

- (1) the shareholders of the Company; and
- (2) the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 8 to 12 (inclusive) are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the second threshold referred to in (2) above has been met. The Company will announce the results of the resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to elect or re-elect an Independent Director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the Annual General Meeting, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote. Accordingly, if any of Resolutions 8 to 12 (inclusive) are not approved by a majority vote of the Company's independent shareholders at the Meeting, the relevant Director(s) will be treated as having been elected or re-elected only for the period from the date of the Meeting until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the Meeting but within 120 days of the Meeting, to propose a further resolution to elect or re-elect him or her; (ii) the date which is 120 days after the Meeting; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's election or re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be elected or re-elected until the next Annual General Meeting.

The Company is also required to provide details of: (i) any previous or existing relationship, transaction or arrangement between an Independent Director and the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder; (ii) why the Company considers the proposed Independent Director will be an effective Director; (iii) how the Company has determined that the proposed Director is an Independent Director; and (iv) the process by which the Company has selected each Independent Director. This is set out below:

**Previous/existing relationships:** The Company has received confirmation from each of the Independent Directors that, except as disclosed below, there is no existing or previous relationship, transaction or arrangement that the Independent Directors have or have had with the Company,

its Directors, any controlling shareholder or any associate of a controlling shareholder.

- The Independent Directors from time to time attend networking or fundraising events with or at the invitation of other Directors but the Board is satisfied that this has no bearing on their independence.

**Effectiveness:** Biographical details of each of the Directors, who are all seeking election or re-election, appear on pages 48 and 49 of the Annual report and accounts. The biographical details set out the experience which each Independent Director has. The Board considers, following a formal performance evaluation (as referred to on page 54 of the Annual report and accounts), that each Director continues to contribute effectively and to demonstrate commitment to his or her role. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, business model experiences and other contributions individuals may make (including diversity considerations), both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the commitment of time for Board and Committee meetings and other duties.

**Independence:** Each Independent Director's independence was determined by reference to the relevant provisions of the UK Corporate Governance Code. The Board also considers that each of the Independent Directors is independent in character and judgment and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his/her judgment.

**Selection:** For each current Independent Director's selection, recruitment consultants were engaged to assist in conducting a thorough search to identify suitable candidates. The selection process involved, amongst other things, giving the recruitment consultants a detailed brief of the desired candidate profile against objective criteria and a rigorous process of interviews and assessments being carried out.

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The Nominations Committee was responsible in each case for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies. For further information on the selection process relating to the appointment of Moya Greene during the 2017 financial year, please refer to pages 55 and 58 of the Annual report and accounts.

### **Auditors (Resolutions 13 and 14)**

The Company is required at each general meeting at which the Company's Annual report and accounts for the previous financial year are presented to appoint auditors to hold office until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of PricewaterhouseCoopers LLP as auditors to the Company and, accordingly, Resolution 13 proposes such re-appointment. Resolution 14 authorises the Directors to fix the remuneration of the auditors. The most recent external audit tender was carried out during the 2015 financial year which resulted in the re-appointment of PricewaterhouseCoopers LLP.

### **Political donations and political expenditure (Resolution 15)**

Resolution 15 is designed to deal with rules on political donations and expenditure contained in Part 14 of the Companies Act 2006 (the "Act") (Sections 362 to 379). Under Section 378 of the Act, a company may not make donations to an EU political party, or other EU political organisation, or to an independent election candidate in the EU, of more than £5,000 in total, or incur any EU political expenditure, without first obtaining the authority of shareholders.

Although the Company does not make and does not intend to make political donations to political parties or political organisations or independent election candidates, or to incur political expenditure (within the normal meaning of those terms), the legislation is very broadly drafted and may catch such activities as funding seminars or functions to which politicians are invited, or may extend to bodies concerned with policy review, law reform and representation of the business

community that the Company and its subsidiaries might wish to support. Accordingly, the Directors have decided to put forward this Resolution to renew the authority granted by shareholders at the Annual General Meeting of the Company held on 9 February 2017 to permit political donations and political expenditure in case any of its activities in its normal course of business are caught by the legislation.

This authority will cover the period from the date Resolution 15 is passed until the end of the 2019 Annual General Meeting of the Company, or if earlier, on 8 May 2019. As permitted under the Act, Resolution 15 also covers any political donations made, or any political expenditure incurred, by any subsidiaries of the Company.

### **Authority of Directors to allot shares (Resolution 16)**

Under Section 551 of the Act, the directors of a company are not permitted to allot shares (or grant certain rights over shares) unless authorised to do so by shareholders.

At the last Annual General Meeting of the Company held on 9 February 2017, the Directors were given authority to allot relevant securities within the meaning of Section 551 of the Act up to an aggregate nominal amount of £10,838,107 representing approximately 10% of the Company's issued ordinary share capital on 9 January 2017, being the latest practicable date prior to the publication of the notice of that Annual General Meeting. This authority expires at the end of this year's Meeting.

The Investment Association ("IA") guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In light of these guidelines, your Board considers it appropriate that the Directors be granted an authority to allot shares in the capital of the Company and Resolution 16 gives the Directors the necessary authority to allot shares up to an aggregate nominal amount of £10,838,107. This amount is equivalent to approximately 10% of the issued share capital of the Company on

7 January 2018 (being the latest practicable date prior to the publication of this document). The power will last until the end of the 2019 Annual General Meeting of the Company or, if earlier, on 8 May 2019. This authority will be subject to the Company's authorised share capital limit, also taking into account the share capital reserved for issue under the terms of the Company's share option schemes.

The Directors do not have any present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. It is intended to renew this authority at successive Annual General Meetings. The Company does not currently hold any of its shares in treasury. If the Company were to create treasury shares, e.g. through the market purchase of its own shares, the subsequent sale of any treasury shares would be counted as equivalent to the issue of new shares for the purpose of the limitations on the issue of new shares included in Resolutions 16 and 17.

### **Disapplication of pre-emption rights (Resolution 17)**

If the Directors wish to exercise the authority under Resolution 16 and offer unissued shares for cash, the Act requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights by way of special resolution, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 17 would authorise the Directors to disapply the strict statutory pre-emption provisions.

This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that: (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favour of the existing shareholders in proportion to their shareholdings; and (ii) a limited number of shares

may be issued for cash to persons other than existing shareholders.

In compliance with the IA guidelines described in Resolution 16 above, this authority will permit the Directors to allot the shares permitted under Resolution 16 in the following manner:

- (a) the Directors will be permitted to allot shares for cash in connection with a rights issue in order to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; and
- (b) the Directors will be permitted to allot shares up to a maximum aggregate nominal amount of £5,419,053, representing approximately 5% of the issued ordinary share capital of the Company as at 7 January 2018 (being the latest practicable date prior to the publication of this document) otherwise than in connection with an offer to existing shareholders.

The Directors have no present intention of exercising this authority. If given, the authority will expire at the conclusion of the 2019 Annual General Meeting of the Company or 8 May 2019, if earlier.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. These principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Your Directors believe that the authority sought in this Resolution is in the best interests of the Company and note that it complies with the IA guidelines and the Pre-emption Group's Statement of Principles.

### **Purchase of own shares (Resolution 18)**

Resolution 18 gives the Company authority to buy back its own ordinary shares in the market as

## Part I continued

permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 39,720,813 representing approximately 10% of the Company's existing issued ordinary share capital as at 7 January 2018 (being the latest practicable date prior to the publication of this document) and sets minimum and maximum prices. This authority will expire at the conclusion of the 2019 Annual General Meeting of the Company, or if earlier, on 8 May 2019.

Your Directors are of the opinion that it would be advantageous for the Company to be in a position to purchase its own shares should such action be deemed appropriate by the Board. The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Other investment opportunities, gearing levels and the overall position of the Company will be taken into account in reaching such a decision. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

As a result of Sir Stelios, Clelia and Polys Haji-Ioannou and their shareholding vehicles having previously been deemed by the Takeover Panel to be concert parties for the purposes of the Takeover Code, any market purchase would most likely be subject to prior consultation with the Takeover Panel and may require further shareholder approval in order to avoid technically triggering a mandatory offer obligation under Rule 9 of the Takeover Code.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 18 is passed at the Meeting and any purchases were made, it is the Company's

present intention that it would cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors would need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it was permitted to do so.

As at 7 January 2018 (being the latest practicable date prior to the publication of this document), there were warrants and options over 6,716,378 ordinary shares in the capital of the Company representing 1.69% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these warrants and options would represent 1.88% of the Company's issued ordinary share capital.

### **Adoption of new Articles of Association (Resolution 19)**

As disclosed in the Company's Final Results announcement on 21 November 2017, easyJet is proposing changes to its Articles of Association, to be put to shareholders at the Meeting, to ensure the Company is able to remain EU-owned and controlled at all times after the UK has left the EU as required under EU law. The proposed new Articles of Association (the "New Articles") will also reflect developments in market practice (including in relation to the retirement of directors and untraced shareholders) and some minor changes of a clarifying nature. The existing articles of association (the "Existing Articles") were adopted by the Company on 10 December 2010.

Details of the principal changes being proposed in the New Articles, and an explanation of the effect of the proposed amendments, are summarised in the Appendix to this notice. Other changes, which are of a minor, technical or clarifying nature, or conform the language of the New Articles with that used in the model articles for public companies, have not been noted in the Appendix.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection at

<http://corporate.easyjet.com>, the Company's registered office (also being the place of the Meeting) and the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS from the date of this notice until the conclusion of the Meeting. They will be available for inspection during normal business hours, Monday to Friday (public holidays excepted).

### **Length of notice of general meetings other than AGMs (Resolution 20)**

Resolution 20 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for Annual General Meetings) provided that:

- (a) the company offers a facility for shareholders to vote by electronic means. This condition is met if the company has a facility enabling all shareholders to appoint a proxy by means of a website; and
- (b) on an annual basis, a shareholders' resolution approving the reduction of the minimum notice period from 21 days to 14 days is passed.

The Board is therefore proposing Resolution 20 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than Annual General Meetings. The approval of this Resolution will be effective until the end of the 2019 Annual General Meeting of the Company, when it is intended that the approval will be renewed.

It is widely acknowledged that the ability of companies to hold meetings at short notice is important and commercially desirable in certain circumstances. The Directors realise that this must be balanced against the need for shareholders to have sufficient time to evaluate, investigate and comment upon any issues relating to general meeting motions in particular where the proposals are of such complexity that shareholders require more time to consider their voting decision.

The Board's intention is not therefore to use this shorter notice period other than in limited exceptional circumstances which are time-sensitive, rather than as a matter of routine, and only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the appropriate flexibility to respond to all eventualities.

### **Action to be taken**

You will find enclosed a Form of Proxy for use at the Meeting. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon whether or not you intend to be present at the Meeting. Forms of Proxy should be returned so as to be received by the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and in any event no later than 10.00 a.m. on 6 February 2018, being 48 hours before the time appointed for the Meeting.

### **Recommendation**

The Board considers that all the Resolutions in the notice of the Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Your Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 118,099 shares representing approximately 0.03% of the existing issued ordinary share capital of the Company as at 7 January 2018, being the latest practicable date prior to the publication of this document.

Yours faithfully



**JOHN BARTON**  
Chairman

# PART II

## easyJet plc

(Incorporated and registered in England and Wales  
with registered number 3959649)

### Notice of Annual General Meeting

Notice is hereby given that the seventeenth Annual General Meeting of the Company will be held at Hangar 89, London Luton Airport, Luton, Bedfordshire LU2 9PF on Thursday, 8 February 2018 at 10.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 16 inclusive as ordinary resolutions and Resolutions 17 to 20 inclusive as special resolutions:

#### ORDINARY RESOLUTIONS

##### Annual report and accounts

1. To receive the Annual report and accounts for the year ended 30 September 2017.

##### Remuneration Report

2. To approve the Directors' Remuneration Policy report set out on pages 69 to 75 (inclusive) in the Annual report and accounts.
3. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration for the year ended 30 September 2017 set out on pages 65, 66 and 75 to 84 (inclusive) in the Annual report and accounts.

##### Dividend

4. To declare an ordinary dividend for the year ended 30 September 2017 of 40.9 pence for each ordinary share in the capital of the Company.

##### Directors

5. To re-elect John Barton as a Director.
6. To elect Johan Lundgren as a Director.
7. To re-elect Andrew Findlay as a Director.
8. To re-elect Charles Gurassa as a Director.
9. To re-elect Adèle Anderson as a Director.
10. To re-elect Dr. Andreas Bierwirth as a Director.
11. To elect Moya Greene as a Director.
12. To re-elect Andy Martin as a Director.

##### Auditors

13. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the 2019 Annual General Meeting of the Company.
14. To authorise the Directors to determine the remuneration of the auditors.

##### Authority to make political donations

15. THAT in accordance with Sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 15 is passed or during the period when this Resolution 15 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £5,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £5,000 in total; and
- (c) incur political expenditure not exceeding £5,000 in total,

(as such terms are defined in the Act) during the period beginning with the date of the passing of this Resolution and ending at the end of the 2019 Annual General Meeting of the Company or, if earlier, on 8 May 2019 provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be

comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £15,000.

#### Authority to allot shares

16. THAT, subject only to any limitations as to authorised share capital contained in the Company's Articles of Association, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Act, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £10,838,107, provided that this authority shall expire on the conclusion of the 2019 Annual General Meeting of the Company or, if earlier, on 8 May 2019, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. All unexercised authorities previously granted to the Directors to allot shares and grant Rights are hereby revoked.

## SPECIAL RESOLUTIONS

### Disapplication of pre-emption rights

17. THAT the Directors be and they are hereby empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 16 or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment provided that this authority shall be limited to the allotment of equity securities:

- (a) in connection with an offer to:
  - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. people who hold other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons up to the aggregate nominal amount of £5,419,053,

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

## Part II continued

### Authority to purchase own shares

18. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 27 <sup>2</sup>/<sub>7</sub> pence each of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 39,720,813 representing approximately 10% of the issued ordinary share capital of the Company as at 7 January 2018 (being the latest practicable date prior to the publication of this document);
  - (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is 27 <sup>2</sup>/<sub>7</sub> pence;
  - (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 18 will be carried out;
  - (d) the authority hereby conferred shall expire on the date of the 2019 Annual General Meeting of the Company or 8 May 2019, whichever is earlier, unless previously renewed, varied or revoked by the Company in general meeting; and

- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

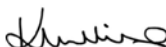
### Articles of Association

19. THAT with effect from the end of the meeting the articles of association produced to the meeting and, for the purpose of identification, signed by the Chairman, be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

### Notice of general meetings

20. THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board



**KYLA MULLINS**  
Company Secretary and Group General Counsel

9 January 2018

Registered office: Hangar 89 London Luton Airport  
Luton Bedfordshire LU2 9PF

Registered in England and Wales with  
registered number 3959649.

# NOTES

1. To be entitled to attend and vote at the Meeting whether in person or by proxy, members must be registered in the register of members of the Company at 6.30 p.m. on 6 February 2018 (or, if the Meeting is adjourned, at 6.30 p.m. on the date that is two days prior to the adjourned Meeting). Changes to entries on the register of members after 6.30 p.m. on 6 February 2018 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.
2. A member entitled to attend and vote at the Meeting may appoint one or more persons (who need not be members) as his/her proxy or proxies to exercise all or any of his/her rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him/her. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the Meeting.
3. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted. Unless you are appointing the Chairman as your proxy, please check with your appointed proxy prior to appointing him/her that he/she intends to attend the Meeting. Details of how to appoint the Chairman or another person as your proxy using the Form of Proxy are set out on the Form of Proxy and in its notes. Appointing a proxy does not preclude you from attending the Meeting and voting in person on any matters in respect of which the proxy or proxies is or are appointed but in the event that and to the extent that you personally vote your
- shares, your proxy shall not be entitled to vote and any vote cast by your proxy in such circumstances shall be ignored.
4. A Form of Proxy, which may be used to make this appointment of proxy and give proxy instructions, accompanies this notice. To be valid the Form of Proxy for use at the Meeting: (i) shall be in writing made under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf (and the signature on the appointment of proxy need not be witnessed); and (ii) must be received, together with the power of attorney or other authority (if any) under which it is authenticated, or a certified copy of such authority or in some other way approved by the Board, by the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours before the time appointed for holding the Meeting being not later than 10.00 a.m. on 6 February 2018. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti Limited direct on 0371 384 2577. The Equiniti overseas helpline number is +44 (0)121 415 7047. Lines are open from 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically or through CREST in accordance with notes 8 and 9 below.
5. A copy of this notice has been sent for information only to persons who have been nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him/her and the member by whom he/she was

## Notes continued

nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

6. If you are a Nominated Person, you have been nominated to receive general shareholder communications directly from the Company but it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered member of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
7. To change your proxy instructions you may return a new Form of Proxy using the methods set out below. Please contact the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA if you require another Form of Proxy. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
8. Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk), logging onto their portfolio using their usual user ID and password, then clicking on "View" on the "My Investments" page, leading to the link to vote. The on-screen instructions give details on how to complete the proxy appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 10.00 a.m. on Tuesday 6 February 2018.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 8 February 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly

authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by 10.00 a.m. on Tuesday 6 February 2018 (the latest time for receipt of proxy appointments specified in this notice of Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set

out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

13. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.
14. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
15. Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

## Notes continued

16. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member of the Company attending the Meeting, except: (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
17. As at 7 January 2018, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 397,208,133 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company are 397,208,133.
18. Voting on the resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. As soon as practicable after the Meeting, the results of the voting at the Meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website: <http://corporate.easyjet.com/>.
19. The following information is available on the Company's website (<http://corporate.easyjet.com/>): (i) the contents of this notice of the Meeting; (ii) the 2017 Annual report and accounts; (iii) details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting; and (iv) the following interests which have been disclosed to the Company since 30 September 2017 in accordance with the FCA's Disclosure Guidance and Transparency Rules (DTR) (a) Directors' interests under DTR 3.1.2; and (b) the interests of persons with disclosable interests in the Company's issued ordinary shares under DTR 5. If applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will also be made available on the Company's website.
20. Copies of the terms and conditions of appointment of Directors are available for inspection at the registered office of the Company during normal business hours on any weekday and will be available at the place of the Meeting from 15 minutes prior to the commencement of the Meeting until the conclusion thereof.
21. You may not use any electronic address provided in this notice of Meeting to communicate with the Company for any purposes other than those expressly stated.
22. Dividends will be paid by the Company's registrars, Equiniti, in the manner that you have instructed them to make dividend payments which will be by cheque or direct payment. A dividend confirmation will be issued or made available on-line. Participants in the easyJet employee share schemes will be sent a separate communication explaining the payment of the ordinary dividend in respect of their shares in employee share schemes.

# APPENDIX

## SUMMARY OF THE PRINCIPAL CHANGES BEING PROPOSED IN THE NEW ARTICLES

Details of the principal changes being proposed in the New Articles, and an explanation of the effect of the proposed amendments, are summarised in this Appendix. Other changes, which are of a minor, technical or clarifying nature, or conform the language of the New Articles with that used in the model articles for public companies, have not been noted in this Appendix.

### Share ownership rules

While the Existing Articles currently contain a mechanic which allows for the UK rules on share ownership to be deemed to be replaced by the European Union ("EU") share ownership rules in the event that the UK rules no longer apply, the Board proposes to make certain amendments to reflect the text of the relevant regulations in the New Articles, and to provide for additional flexibility in the way in which related provisions are exercised.

These include: (i) providing flexibility as to the form of the register to be kept by the Company to monitor EU/non-EU share ownership; (ii) giving the Directors discretion over whether to impose the EU rather than UK share ownership restrictions in the future; (iii) removing the lower cap on the 'permitted maximum' of shares that can be in non-EU hands; (iv) in relation to the ability of the Directors to forcibly sell shares in circumstances where the Company's operating rights could be compromised, enabling the Directors to prioritise the sale from those shareholders who refuse to disclose their identity/nationality; (v) removing the requirement that the majority of Directors be UK nationals; and (vi) giving the Directors the power to remove the Chair if necessary to comply with regulatory requirements.

### Annual re-election of Directors

The UK Corporate Governance Code requires all Directors of FTSE 350 companies to be subject to annual re-election by shareholders. Although the Company has in practice been compliant with this provision, the Board proposes that the

requirement be enshrined within the New Articles.

### Method of payment of dividends

The dividend payment provisions in the New Articles have been updated to comply with guidance published by the ISCA Registrars' Group in March 2014. Although the Existing Articles allow for electronic and fund transfer payments for dividends, the New Articles include market standard provisions which will provide the Company with flexibility to pay future dividends in a manner most convenient to the shareholder.

### Non-Executive Directors' Fees

The cap on Non-Executive Directors' base fees in the Existing Articles has not been increased since March 2007. While the Board has no plans for material increases of the base fees for Non-Executive Directors, the Board considers it appropriate to seek shareholder approval to increase the cap on Non-Executive Directors' base fees in the New Articles from £550,000 per annum to £650,000 per annum to ensure the Board has sufficient flexibility to reflect its remuneration policy and to provide enough head-room to enable the Board to execute any succession plans for the future. The Board is satisfied that this new cap is in keeping with current market practice.

### Untraced shareholders and serving notices on shareholders

The New Articles amend the provisions of the Existing Articles relating to shareholders who are considered untraced after a period of twelve years. The New Articles will give the Company greater flexibility when trying to trace shareholders. They suspend the requirement to supply such shareholders with information to be sent under the articles or legislation. Untraced shareholders whose shares are sold by the Company will not be able to claim the proceeds of the sale and the Company can use these funds as the Board thinks fit. The New Articles also contain related changes in respect of unclaimed dividends, bringing the time period for forfeiture in line with the statutory time limit for claims.

## Appendix continued

Additionally, the New Articles simplify the process for serving notices on shareholders.

### **Calling general meetings**

The New Articles are updated to enable shareholders to call a general meeting in order to appoint additional directors in the event that there are insufficient directors to be able to call a general meeting, or where they are unwilling to do so.

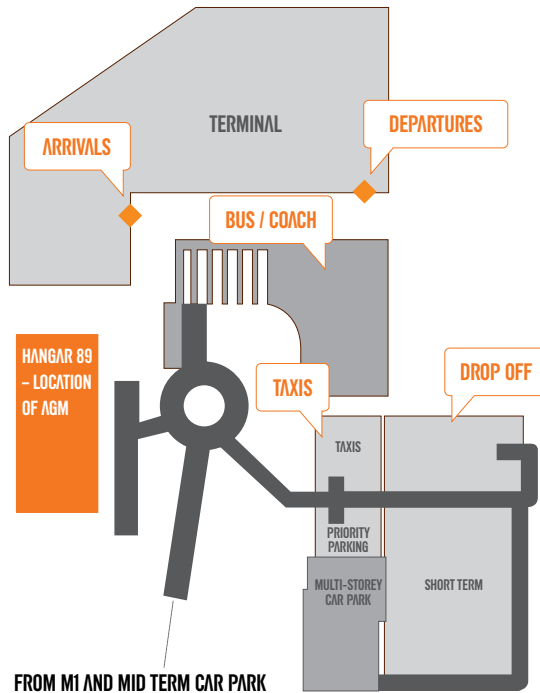
### **General**

As the Board is proposing to adopt the New Articles to make the changes described above, the opportunity has been taken generally to clarify minor inconsistencies in certain other parts of the New Articles. The New Articles update existing provisions to reflect current statutory and regulatory rules (aligning the articles, for example, with the Mental Health (Discrimination) Act 2013) and to remove redundant provisions (such as references to 'extraordinary' general meetings and to share warrants to bearer). All gender references in the Existing Articles have also been made gender neutral in the New Articles to demonstrate the Company's continued support for diversity.

## AGM Venue

The 2018 Annual General Meeting ('AGM') of easyJet plc is to be held at Hangar 89, London Luton Airport, Luton, LU2 9PF on Thursday 8 February 2018 at 10.00 a.m.

The easyJet Hangar is situated next to the terminal at London Luton Airport. A map of the airport is below:



## How to get there by road

The airport is located 2 miles from junction 10 of the M1, approximately 15 minutes drive north of junction 21 of the M25. If approaching from the A1 to the east, you should use the A505 via Hitchin. From both directions, the route to the airport is clearly signposted.

## How to get there by public transport

Regular rail services link Luton with London, the south coast, the Midlands and northern England.

A shuttle bus operates between the station at Luton Airport Parkway and the airport terminal.

There are also coaches and mini bus services offering links to other airports and major UK towns and cities.

For further directions on how to get to the airport, please visit the London Luton Airport website (<http://www.london-luton.co.uk/to-and-from-lla>).

