

easyJet plc  
(the "Company")  
Company number: 3959649

Annual General Meeting

13 February 2025

The following resolutions concerning special business were passed at easyJet plc's Annual General Meeting held on 13 February 2025:

Ordinary Resolutions

**Resolution 17 - Authority to make Political Donations**

THAT in accordance with sections 366 and 367 of the Comapies Act 2006 (the 'Act'), the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 17 is passed or during the period when this Resolution 17 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 on the earlier of the end of the next Annual General Meeting of the Company or close of business on 12 May 2026 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 on 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 17 shall not exceed £15,000.

**Resolution 18 - Authority to allot shares**

THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £68,873,873; and
- (b) up to a further aggregate nominal amount of £68,873,873 provided that (i) they comprise equity securities (as defined in section 560(1) of the Act) and (ii) they are offered by way of a fully pre-emptive offer to ordinary shareholders on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are

in proportion (as nearly as may be practicable) to their existing holdings on any such record date and to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, subject to such limits or restrictions or other arrangements as the Directors may 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,

provided that this authority shall apply until the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 12 May 2026 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 18 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

**Resolution 19 - Extension to the easyJet UK Sharesave Plan and the easyJet International Sharesave Plan**

THAT

- (a) the easyJet UK Sharesave Plan ('UK Sharesave'), a mark-up of the rules of which are produced to the meeting and signed by the Chair for the purposes of identification, be approved and extended for a further period of ten years from the date of the Annual General Meeting, and the Directors be authorised to do all such acts and things as they may consider appropriate to bring the same into effect; and
- (b) the Directors be authorised to establish and operate further plans (including the easyJet International Sharesave Plan) based on the UK Sharesave, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the UK Sharesave.

**Resolution 20 - Extension to the easyJet Share Incentive Plan and the International Share Incentive Plan**

THAT

- (a) the easyJet Share Incentive Plan ("UK SIP"), a mark-up of the rules of which are produced to the meeting and signed by the Chair for the purposes of identification, be approved and extended for a further period of ten years from the date of the Annual General Meeting, and the Directors be authorised to do all such acts and things as they may consider appropriate to bring the same into effect; and
- (b) the Directors be authorised to establish and operate further plans (including the International Share Incentive Plan) based on the UK SIP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the UK SIP.

## Special Resolutions

### **Resolution 21 - Disapplication of pre-emption rights**

THAT, in substitution for all existing authorities and subject to the passing of Resolution 18, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 (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 18 and/or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment and/or sale, provided that this authority shall be limited to the allotment of equity securities and/or sale of treasury shares for cash:

- (a) in connection with an offer of securities (but in the case of the authority granted under sub-paragraph (b) of Resolution 18 above, by way of a fully pre-emptive offer only) in favour of ordinary shareholders on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are in proportion (as nearly as may be practicable) to their existing holdings on any such record date and to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, subject to such limits or restrictions or other arrangements as the Directors may 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 21 to any person or persons up to the aggregate nominal amount of £20,682,844,

and shall expire upon the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 12 May 2026, unless previously renewed, varied or revoked by the Company in general meeting, but, in each such case, the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **Resolution 22 - Authority to purchase own shares**

THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 27 2/7 pence each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be acquired is 75,801,002 representing approximately 10% of the issued ordinary share capital of the Company as at 8 January 2025 (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 2/7 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 22 will be carried out;
- (d) the authority hereby conferred shall expire upon the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 12 May 2026, 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.

#### **Resolution 23 - Notice of general meetings**

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