

easyJet plc  
Company number: 03959649

Annual General Meeting

9 February 2023

MONDAY



At the Annual General Meeting of the Company duly convened and held on 9 February 2023, the following resolutions were duly passed, Resolution 15 as an Ordinary Resolution and Resolutions 16, 17, 18 and 19 as Special Resolutions.

Ordinary Resolution

**Resolution 15 - 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 £68,253,388; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £68,253,388 in connection with an offer by way of a rights issue,

such authorities to apply until the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 8 May 2024 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 15 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.

For the purposes of this Resolution 15 "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the directors may impose any limits or restrictions or make any other 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.

## Special Resolutions

### **Resolution 16 - Disapplication of pre-emption rights**

THAT, in substitution for all existing authorities and subject to the passing of Resolution 15, the Directors be and 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 15 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 and 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 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 16) 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 8 May 2024, unless previously renewed, varied or revoked by the Company in general meeting, but, in each such case, that 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 power conferred hereby had not expired.

### **Resolution 17 – Additional disapplication of pre-emption rights**

THAT, in addition to any authority granted under Resolution 16, and subject to the passing of Resolution 15, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by Resolution 15 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £20,682,844; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice,

and shall expire upon the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 8 May 2024, unless previously renewed, varied or revoked by the Company in general meeting, but, in each such case, that 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 power conferred hereby had not expired.

#### **Resolution 18 - 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 4 January 2023 (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 18 will be carried out;
- (d) the authority hereby conferred shall expire on the earlier of the date of the next Annual General Meeting of the Company or close of business on 8 May 2024, 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.

#### **Resolution 19 - 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.

A handwritten signature in black ink, appearing to read 'Ben Matthews'.

Ben Matthews  
Company Secretary  
9 February 2023