

# easyJet plc

(incorporated and registered in England and Wales under number 3959649)

## NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE PROPOSALS REFERRED TO IN THIS DOCUMENT OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN ADVICE FROM A STOCKBROKER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER.

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 the Company (the "AGM"), which has been convened for 11.00 a.m. on Thursday, 9 February 2023 at Hangar 89, Luton Airport, Luton, Bedfordshire, LU2 9PF is set out in Part II of this document. Shareholders are welcome to attend and vote at the AGM in person. The Company is also offering facilities for Shareholders to attend and vote at the AGM electronically and to ask questions should they wish to do so. Further details are set out in Part III of this document.

**YOUR VOTE IS IMPORTANT. You are strongly encouraged to vote on all resolutions in advance of the AGM by appointing the Chair of the meeting as your proxy. A valid proxy appointment must be received by 11.00 a.m. on Tuesday, 7 February 2023. Further details on how shareholders can appoint a proxy are set out in this document.**

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<https://corporate.easyjet.com/investors>



View the 2022 Annual Report:  
<https://corporate.easyjet.com/investors/reports-and-presentations/2022>

# PART I:

## LETTER FROM THE CHAIRMAN

### easyJet plc

Hangar 89, London Luton Airport  
Luton, Bedfordshire  
United Kingdom  
LU2 9PF

9 January 2023

#### Dear Shareholder,

I am writing to inform you that the Annual General Meeting of the Company will be held at 11.00 a.m. on Thursday, 9 February 2023 at Hangar 89, London Luton Airport, Luton, Bedfordshire, LU2 9PF. The formal notice of the AGM and resolutions to be proposed are set out in Part II on pages 10 and 11 of this document (the "Notice").

The purpose of this letter is to explain the meeting arrangements and certain elements of the business to be considered at the AGM.

#### Meeting arrangements

Shareholders are welcome to attend and vote at the AGM in person. The Company is also pleased to be able to offer facilities for shareholders to attend and vote at the AGM electronically should they wish to do so.

Detailed information on how to join the meeting are set out in Part III of this document on pages 15 and 16.

Please note, if you are unable to attend the AGM on the day to vote electronically or in person, **you are strongly encouraged to lodge a vote by proxy ahead of the meeting.** You are encouraged to appoint the Chair of the meeting as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using the online proxy appointment form as further described in Part II of this document or the other methods set out in the notes to the Notice. Alternatively, you may appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the Notice, though were circumstances to arise that prevented such person from attending the AGM in person or electronically, your vote may not be cast.

Any changes to the AGM arrangements will be published on our website <https://corporate.easyjet.com/investors> and announced through the London Stock Exchange. I would ask that shareholders continue to monitor the website for any announcements and updates.

#### Purpose of the AGM

An explanation of certain elements of the business to be considered at the AGM is set out below. Resolutions 1 to 15 are proposed as ordinary resolutions, while Resolutions 16 to 19 are proposed as special resolutions.

#### Annual Report and Accounts for the year ended 30 September 2022 (Resolution 1)

The Directors are required to present to the meeting the Company's audited financial statements and the reports of the directors and of the auditors for the financial year ended 30 September 2022 (the "2022 Annual Report"). The 2022 Annual Report was published and made available to shareholders on 12 December 2022 and can be found at <https://corporate.easyjet.com/investors/reports-and-presentations/2022>.

#### Directors' Remuneration Report (Resolution 2)

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (comprising the Annual Report on Remuneration and the Annual Statement by the Chair of the Remuneration Committee).

The Directors' Remuneration Report can be found on pages 106 to 121 (inclusive) of the 2022 Annual Report. It 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 financial year ended 30 September 2022, and the intended approach to remuneration for the coming financial year.

As Moni Mannings, Chair of the Remuneration Committee, sets out in her introductory letter on page 106 of the 2022 Annual Report, the Remuneration Committee has acknowledged a very strong performance from management during the year, including (but not limited to) a £1.1 billion uplift in EBITDAR. However the Remuneration Committee has also been mindful of the operational challenges that we faced during the year, such as the impact of the disruption for our customers, and has adjusted bonus outcomes for the Executive Directors and other senior management accordingly.

The vote on Resolution 2 is advisory and will not directly affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director.

The Directors' Remuneration Policy was approved by shareholders at the Annual General Meeting of the Company held on 10 February 2022 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the Annual General Meeting in 2025. A summary of the Directors' Remuneration Policy can be found on pages 110 to 111 of the 2022 Annual Report.

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 132 of the 2022 Annual Report.

#### Election and re-election of Directors (Resolutions 3 to 11 inclusive)

In accordance with the UK Corporate Governance Code ("Code") and the Company's articles of association, which provide for all directors to be subject to annual election or re-election by shareholders, all of the continuing directors are standing for election or re-election at this year's AGM. Julie Southern and Andreas Bierwirth will not be seeking re-election at the AGM; Andreas in line with corporate governance best practice having served for nearly nine years, and Julie having been appointed Chair designate at RWS Holdings plc.

Resolutions 3 to 5 relate to the re-election of each of myself (Resolution 3), Johan Lundgren (Resolution 4), and Kenton Jarvis (Resolution 5).

Resolutions 6 to 8 relate to the re-election of each of: Catherine Bradley CBE (Resolution 6), Sheikh Mansurah Tal-At ('Moni') Mannings (Resolution 7), and David Robbie (Resolution 8).

Resolutions 9 to 11 relate to the election of each of: Ryanne van der Eijk (Resolution 9), Harald Eisenächer (Resolution 10) and Dr. Detlef Trefzger (Resolution 11), who were appointed to the Board on 1 September 2022. All three will therefore be standing for election for the first time.

The Directors subject to election or re-election under Resolutions 6 to 11 are the Directors that the Board has determined are independent directors for the purposes of the Code (the "Independent Directors").

The biographical details on pages 7 to 9 of this document set out each of the continuing Director's experience and the contribution that they bring to the

Board. Their independence was determined by reference to the relevant provisions of the 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, their judgment.

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, including due regard to the Board's diversity and inclusion policy, and a rigorous process of interviews and assessments being carried out. The Nominations Committee was responsible in each case for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies. Further information on the appointment process is set out on pages 94 to 96 of the 2022 Annual Report.

The Board considers that each Director seeking election or re-election contributes effectively to Board deliberations and demonstrates commitment to their role and, in particular, continues to be important to the Company's long-term sustainable success. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, business model experience and other contributions individuals may make, 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 and the feedback from the Board evaluation process.

Details of the Board performance evaluation are set out on pages 92 to 93 of the 2022 Annual Report, and attendance at Board and Committee meetings are set out on page 90. Notwithstanding the number of Board and Committee meetings during the year, attendance rates remained very high, demonstrating that each Director continued to have sufficient time to discharge their duties.

The reasons for any non-attendance were due to meetings being arranged at short notice or Board members having unavoidable prior commitments. Directors who are unable to attend meetings continue to receive the papers in advance

of the meeting and have the opportunity to discuss these with the relevant Chair or the Company Secretary. Feedback is provided on the decisions taken at the meeting.

### Auditors (Resolutions 12 and 13)

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 ("PwC") as auditors to the Company and, accordingly, Resolution 12 proposes such re-appointment.

PwC was first appointed to audit the Annual Report and Accounts for the year ended 30 September 2006 and has therefore served a 16-year term. Under applicable audit legislation, companies are required to have a mandatory tender of auditors after 10 years, or 20 years if there is a competitive retender at 10 years. During the 2015 financial year, the Audit Committee led a tender process for external audit services, following which the Audit Committee agreed to recommend that the Board reappoint PwC as, on balance, it performed best against the Audit Committee's pre-agreed selection and assessment criteria.

The Audit Committee has assessed the effectiveness, independence and objectivity of the external auditor during the year, and is satisfied that the external audit had provided appropriate focus to those areas identified as the key risk areas to be considered by the Audit Committee and that the auditors had challenged management as part of the process. It had also continued to address the areas of significant accounting estimates. On this basis, and considering the views of senior management, the Committee concurred that the external audit had been effective, and that PwC remained independent.

Due to the tender undertaken in 2015, and the rotation of the lead engagement audit partner in 2020, the Audit Committee believes that a tender being undertaken in the 2024/25 financial year leading to the appointment of a new auditor remains appropriate and is in the best interests of shareholders.

Further details of the Audit Committee's assessment of PwC's effectiveness, and plans in relation to audit tendering, are set

out on pages 102 and 103 of the 2022 Annual Report.

Resolution 13 authorises the Audit Committee, for and on behalf of the Directors, to fix the remuneration of the auditors.

### Political donations and political expenditure (Resolution 14)

Resolution 14 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), which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

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). However, 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 10 February 2022 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 14 is passed until the earlier of the end of the next Annual General Meeting of the Company or close of business on 8 May 2024. As permitted under the Act, Resolution 14 also covers any political donations made, or any political expenditure incurred, by any subsidiaries of the Company.

### Authority of Directors to allot shares (Resolution 15)

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 10 February 2022, the Directors were given authority to allot relevant securities within the meaning of section 551 of the Act (a) up to an aggregate nominal amount of £68,253,388,

being one third of the then issued ordinary share capital of the Company, 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, again being one third of the then issued ordinary share capital of the Company, in connection with an offer by way of a rights issue. No shares have been issued under this authority up to the date of this document.

The Investment Association ("IA") share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

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 15 gives the Directors the necessary authority to allot shares: (a) up to an aggregate nominal amount of £68,253,388, being one third of the issued ordinary share capital of the Company on 4 January 2023 (being the latest practicable date prior to the publication of this document); 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, again being one third of the issued ordinary share capital of the Company on 4 January 2023 (being the latest practicable date prior to the publication of this document) in connection with an offer by way of a rights issue. The power will last until the earlier of the end of the next Annual General Meeting of the Company or close of business on 8 May 2024.

The Directors do not have any present intention to exercise this authority, however they consider it appropriate to maintain the flexibility that this authority provides and therefore the Directors are again seeking to renew this authority. As previously stated, it is anticipated that the Directors will seek to renew this authority at each Annual General Meeting of the Company.

The Company does not currently hold any of its shares in treasury. If the Company were to create treasury shares, for example

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 Resolution 15.

### Disapplication of pre-emption rights (Resolutions 16 and 17)

If the Directors wish to exercise the authority under Resolution 15 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. Resolutions 16 and 17, proposed as special resolutions, 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 referred to in Resolution 15 above.

In November 2022, the Pre-Emption Group updated their Statement of Principles (the "Pre-Emption Group Principles") to, amongst other things, support companies seeking authority to issue non-pre-emptively for cash equity securities representing:

1. no more than 10% of issued ordinary share capital whether or not in connection with an acquisition or specified capital investment (a general disapplication); and
2. no more than an additional 10% of issued ordinary share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is

disclosed in the announcement of the allotment.

Resolutions 16 and 17, will give the directors authority to allot shares in the capital of the Company (pursuant to the authority granted under Resolution 15) for cash without complying with the pre-emption rights in the Act in certain circumstances up to a maximum of 20% of the Company's issued share capital. This disapplication authority is in line with institutional shareholder guidance, and in particular, with the Pre-Emption Group Principles and template resolutions issued in November 2022.

Resolution 16 authorises directors to allot new shares, pursuant to the authority given by Resolution 15, or to sell treasury shares for cash, up to a nominal value of £20,682,844, equivalent to approximately 10% of the total issued ordinary share capital of the Company as at 4 January 2023, without the shares first being offered to shareholders in proportion to their existing holdings.

Resolution 17 additionally authorises the directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment. The authority under Resolution 17 is limited to a nominal value of £20,682,844, equivalent to approximately 10% of the nominal value of the ordinary share capital of the Company in issue on 4 January 2023. This additional authority would only be used if and when appropriate for the Company's circumstances.

The Directors intend to adhere to the provisions in the Pre-Emption Group Principles, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 16 in excess of an amount equal to 10% of the total issued ordinary share capital of the Company (excluding treasury shares). Adherence to the Pre-Emption Group Principles would not preclude issuances under the authority sought under Resolution 17.

The Directors do not have any present intention to exercise this disapplication authority, however the Directors consider it is appropriate for them to seek the

flexibility that this authority provides and that the authority sought in Resolutions 16 and 17 is in the best interests of the Company. If given, the authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 8 May 2024.

### Purchase of own shares (Resolution 18)

Resolution 18, proposed as a special resolution, gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 75,801,002 representing approximately 10% of the Company's existing issued ordinary share capital as at 4 January 2023 (being the latest practicable date prior to the publication of this document) and sets minimum and maximum prices. This authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or close of business on 8 May 2024.

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.

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 AGM 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 4 January 2023 (being the latest practicable date prior to the publication of this document), there were warrants and options over 22,521,801 ordinary shares in the capital of the Company representing 2.97% 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 3.30% of the Company's issued ordinary share capital.

The Directors intend to seek renewal of this authority at each Annual General Meeting of the Company.

### Length of notice of general meetings other than AGMs (Resolution 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 days' clear notice.

The minimum notice period for general meetings of listed companies is 21 clear days, but companies may reduce this period to 14 clear 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 clear days to 14 clear days is passed.

The Board is therefore proposing Resolution 19 as a special resolution to approve 14 clear 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 next 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 therefore is not 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.

### Dividend

Given the reported loss for the year to 30 September 2022, a resolution to approve a final dividend is not being put forward for approval at the AGM. The Board is mindful of the importance of capital returns to shareholders and will reassess the potential for, and structure of, future shareholder cash returns when the market conditions and financial performance of the Group allows.

### Disenfranchisement

As shareholders will be aware, the Board is ensuring the Company complies with European ownership and control requirements by exercising its powers to suspend voting rights of certain UK and non-EU nationals. For the period of any such suspension, the relevant shareholders would not be entitled to attend, speak or vote at shareholder meetings, including the AGM, in respect of the shares subject to the suspension. Further information can be found on easyJet's website at: <https://corporate.easyjet.com/investors/shareholder-services/eu-share-ownership>.

As at the date of this document, the level of ownership by EU persons was 38.10%. Accordingly, easyJet has suspended voting rights in respect of certain shares ("Affected Shares") held by Relevant Persons in accordance with easyJet's articles of association so that a majority of the voting rights in easyJet are held by EU Persons.

We would recommend that all shareholders vote in advance of the AGM, even in respect of any Affected Shares that they may hold. This is because those shares may be re-enfranchised in advance of the AGM.

Shareholders who own shares whose voting rights will be suspended (and therefore whose votes will not be counted) at the AGM will receive a notice (an "Affected Share Notice") by post from Equiniti, our Registrars, on or around 31 January 2023.

If a shareholder votes more than its eligible holding (for example, because some of its shares are disenfranchised pursuant to an Affected Share Notice), Equiniti shall use its reasonable endeavours to contact the relevant shareholder to resolve any discrepancies, however, to the extent Equiniti is unable to resolve such discrepancies by 11.00 a.m. on Tuesday, 7 February 2023, Equiniti will scale back the relevant shareholder's votes on a pro rata basis so that such shareholder's votes do not exceed those it is entitled to vote.

Through this mechanism, any shareholder in receipt of an Affected Share Notice on or around 31 January 2023, will not have those shares that are the subject of an Affected Share Notice counted in the voting at the AGM.

#### How do I vote?

The Board would encourage all shareholders to vote as normal. You are encouraged to appoint the Chair of the meeting as your proxy. Shareholders can register their votes and the appointment of the Chair of the meeting as their proxy electronically through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given.

A proxy appointment made electronically will not be valid if sent to any address other than those provided in this Notice or in the Form of Proxy or if received after 11.00 a.m. on Tuesday, 7 February 2023. Further details are set out in the notes to the Notice on pages 12 to 14 of this document.

Alternatively, if you are eligible to vote you will find enclosed a Form of Proxy which you can use to submit your vote in advance of the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon. 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 11.00 a.m. on Tuesday, 7 February 2023, being 48 hours before the time appointed for the AGM.

In addition, the Company will be offering facilities for shareholders to attend and vote at the AGM electronically and to ask questions in real time should they wish to do so. Further details are set out in Part III of this document. Shareholders are encouraged to submit their voting instructions and Form of Proxy as soon as possible, even if they might intend to participate in the AGM in person or electronically.

#### Recommendation

The Board considers that all the Resolutions in the Notice 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 Resolutions 1 to 19 as they intend to do in respect of their own beneficial holdings which amount in aggregate to 284,704 shares representing approximately 0.03% of the existing issued ordinary share capital of the Company as at 4 January 2023, being the latest practicable date prior to the publication of this document.

Yours faithfully



**Stephen Hester**  
Chairman

**PART I:**

## BOARD OF DIRECTORS' BIOGRAPHIES

**easyJet plc**

**Stephen Hester**  
Chairman

**Nationality:**  
British

**Appointed:**  
September 2021

**Contribution to the Board:**

- Strategic and successful leader with more than 35 years of wide-ranging business experience, including significant experience leading major international businesses in regulated industries.
- Brings strong track record of value creation and listed company experience to the Board.

**Experience**

Stephen served as a Chief Executive of RSA Insurance Group plc from February 2014 to May 2021, and prior to this as Chief Executive of Royal Bank of Scotland Group, Chief Executive of British Land plc and Chief Operating Officer of Abbey National plc, as well as holding a number of senior executive roles at Credit Suisse First Boston in London and New York. He has also held senior non-executive positions as deputy chairman of Northern Rock and Senior Independent Director of Centrica plc. Stephen holds a BA (Hons) in Politics, Philosophy and Economics from Oxford University.

**Current external appointments**

Lead Independent Director of Kyndryl Holdings, Inc. and Chairman of Nordea Bank Abp.



**Johan Lundgren**  
Chief Executive Officer

**Nationality:**  
Swedish

**Appointed:**  
December 2017

**Contribution to the Board:**

- Proven experience in European travel with more than 30 years' experience in the travel industry.
- Experienced leader who is strategic yet operationally focused, having designed and implemented a number of easyJet's key strategic initiatives since his appointment, including the relaunch of easyJet holidays, our Sustainability Strategy and our pathway to net zero emissions which demonstrates his desire to lead the decarbonisation of aviation.

**Experience**

Prior to joining easyJet, Johan was the Group Deputy Chief Executive Officer and Chief Executive Officer of Mainstream Tourism at TUI AG. He was the Managing Director for the Northern Region at TUI Travel plc from 2007 until 2011. From 2003 until 2007, he was the Managing Director and Chief Executive Officer of TUI Nordic. Johan led MyTravel's businesses out of Canada and Sweden between 1999 and 2003, prior to which he was Managing Director of Always Tour Operations from 1996.

**Current external appointments**

Senior Adviser, Blackstone (private equity group).



**Kenton Jarvis**  
Chief Financial Officer

**Nationality:**  
British

**Appointed:**  
February 2021

**Contribution to the Board:**

- Brings extensive experience of the travel and aviation sector to the Board having held senior group and divisional finance roles at TUI and Airtours Holidays.

**Experience**

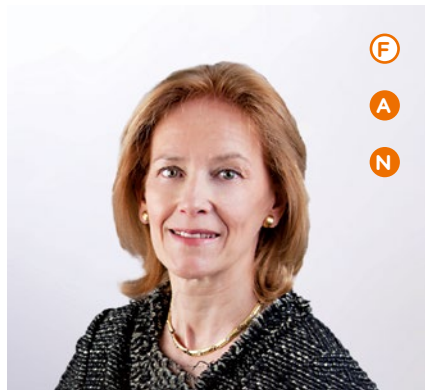
Before joining easyJet, Kenton was previously CEO of Aviation, and Business Improvement Director – Markets, at TUI Group, having held a number of senior group and divisional finance roles at TUI since 2003. Kenton holds a BSc (Hons) in Biochemistry from the University of Manchester. Before joining TUI, Kenton was the Finance Director of Airtours Holidays and held a number of commercial finance roles at Adidas, prior to which he qualified as a chartered accountant with PwC.

**Current external appointments**

None.

**Board Committees key**

- O Committee Chair
- A Audit Committee
- F Finance Committee
- N Nominations Committee
- R Remuneration Committee
- S Safety Committee



**Catherine Bradley CBE**  
Independent Non-Executive Director



**Rianne van der Eijk**  
Independent Non-Executive Director



**Harald Eisenächer**  
Independent Non-Executive Director

**Nationality:** French and British  
**Appointed:** January 2020

**Contribution to the Board:**

- Extensive financial expertise gained across senior finance roles in investment banking and M&A over 33 years, along with an in-depth understanding of corporate governance and regulatory matters.
- Her experience in financial and capital markets makes her ideally suited as Finance Committee Chair.
- Catherine is also one of the Board's nominated Employee Representative Directors.

**Experience**  
Catherine began her career with Merrill Lynch in the US and finished the executive phase of her career as Head of Advisory Global Markets with Societe Generale in Asia. Catherine then served as a Non-Executive Director of the UK Financial Conduct Authority and Chair of its Audit Committee from 2014 to July 2020, and of WS Atkins plc from 2015 until its delisting in 2017. Catherine was also a member of the Supervisory Board and Chair of the Finance and Audit Committee of Peugeot S.A. from 2016 to 2021. Catherine graduated from HEC Paris with a major in Finance and International Economics.

**Current external appointments**  
Senior Independent Director of Kingfisher plc. Non-Executive Director of Johnson Electric Holdings Limited and a Non-Executive Director of abrdn plc and Chair of their Audit Committee.

**Nationality:** Dutch  
**Appointed:** September 2022

**Contribution to the Board:**

- Brings in-depth airline and customer services experience, along with a valuable European perspective to Board deliberations.
- Rianne is one of the Board's nominated Employee Representative Directors.

**Experience**  
Rianne has extensive airline operations and customer service experience, having had a 20-year career with KLM, her last role being as Chief Experience Officer. Her previous senior executive appointments also include Chief Operating Officer for Dubai Airports and Chief Experience Officer for Ras Al Khaimah Economic Zone in the UAE.

**Current external appointments**  
Chief Operating Officer of Mentaal Beter and Chair of Advisory Board, Child Protection Research Centre, UAE.

**Nationality:** German  
**Appointed:** September 2022

**Contribution to the Board:**

- Brings extensive travel and aviation sector experience as well as a deep knowledge of digital and data driven businesses, combined with a European outlook.

**Experience**  
Harald brings significant experience of the travel and aviation industry, having held senior executive positions with Lufthansa and Sabre Travel Network. He most recently served as Chief Commercial Officer for Infare, the leading provider of competitor air travel data based in Denmark. He has previously held senior positions with Deutsche Telekom, eBay and Hoechst and served as a non-executive director of Groz-Beckert SE (2007 to 2021) and Ifolor AG (2013 to 2019).

**Current external appointments**  
Member of the Supervisory Board of Infare A/S and Advisory Board of Solytic GmbH.





**Moni Mannings**  
Independent Non-Executive Director

**Nationality:** British  
**Appointed:** August 2020

**Contribution to the Board:**

- Experienced non-executive who brings extensive legal and corporate finance experience to the Board.
- Deep knowledge of executive remuneration as an experienced Remuneration Committee Chair means she is well placed as Chair of the Remuneration Committee.
- Moni is also one of the Board's nominated Employee Representative Directors.

**Experience**

From 2000 until 2016, Moni was a Partner and Head of the International Banking and Finance Division of Olswang LLP, before which she held senior positions with Dewey & LeBoeuf LLP, Simmons & Simmons and Clifford Chance LLP. Until 2017, Moni was Chief Operating Officer of Aistemos Limited. Moni has also held a number of non-executive positions, including as a Board member of the Solicitors Regulation Authority (chairing its Equality, Diversity and Inclusion Committee) and at Cranfield University. Moni has also served as a Non-Executive Director of Polypipe Group plc (2014 to 2019), Dairy Crest Group plc (2017 until their acquisition and delisting in 2019) and Breedon Group plc (2019 to 2021).

**Current external appointments**

Non-Executive Director of Hargreaves Lansdown plc and Investec Bank plc, Non-Executive Director and Chair of the Remuneration Committee of Cazoo Group Ltd.



**David Robbie**  
Independent Non-Executive Director

**Nationality:** British  
**Appointed:** November 2020

**Contribution to the Board:**

- Brings strong financial, risk management and corporate finance experience to the Board.
- His international and strategic outlook, combined with over 20 years serving as a director on FTSE boards, provides a valuable perspective in Board and Committee discussions.

**Experience**

David was Finance Director of Rexam plc from 2005 until 2016. Prior to his role at Rexam, David served in senior finance roles at Invensys plc before becoming Group Finance Director at CMG plc in 2000 and then Chief Financial Officer at Royal P&O Nedlloyd N.V. in 2004. He served as interim Chairman, Senior Independent Director and Chair of the Audit Committee of FirstGroup plc from 2018 to 2021, and Non-Executive Director and Chair of the Audit Committee for the BBC between 2006 and 2010. David qualified as a chartered accountant at KPMG and holds an MA in English Literature from St. Andrew's University.

**Current external appointments**

Senior Independent Director and Chair of the Audit Committee at DS Smith plc.



**Dr Detlef Trefzger**  
Independent Non-Executive Director

**Nationality:** German  
**Appointed:** September 2022

**Contribution to the Board:**

- Brings recent and in-depth experience of global logistics and commercial strategy, along with a European outlook.
- Broad experience of technology enabled and data supported business transformation.

**Experience**

Detlef brings significant transportation and logistics experience, having served as Chief Executive Officer of Kuehne + Nagel International AG, the global transport and logistics company based in Switzerland, from March 2013 to July 2022. Prior to this he held senior positions with DB Schenker and Roland Berger.

**Current external appointments**

Non-Executive Director of Accelleron Industries AG, Founder and Chair of Larix Equity AG.

## PART II: NOTICE



### Notice of Annual General Meeting

Notice is hereby given that the twenty-second Annual General Meeting of easyJet plc (the "Company") will be held at Hangar 89, London Luton Airport, Luton, Bedfordshire LU2 9PF on Thursday, 9 February 2023 at 11.00 a.m. to consider and, if thought fit, to pass Resolutions 1 to 15 inclusive as ordinary resolutions and Resolutions 16 to 19 inclusive as special resolutions:

#### ORDINARY RESOLUTIONS

##### Annual Report and Accounts

1. To receive the Company's financial statements and the reports of the directors and of the auditors for the financial year ended 30 September 2022.

##### Remuneration Report

2. To approve the Directors' Remuneration Report, comprising the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration, for the financial year ended 30 September 2022 set out on pages 106 to 121 (but excluding the summary of the Directors' Remuneration Policy set out on pages 110 to 111) in the 2022 Annual Report.

##### Directors

3. To re-appoint Stephen Hester as a Director.
4. To re-appoint Johan Lundgren as a Director.
5. To re-appoint Kenton Jarvis as a Director.
6. To re-appoint Catherine Bradley CBE as a Director.
7. To re-appoint Sheikh Mansurah Tal-At ('Moni') Mannings as a Director.
8. To re-appoint David Robbie as a Director.
9. To appoint Ryanne van der Eijk as a Director.
10. To appoint Harald Eisenächer as a Director.
11. To appoint Dr Detlef Trefzger as a Director.

##### Auditors

12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
13. To authorise the Audit Committee, for and on behalf of the Directors, to determine the remuneration of the auditors.

#### Authority to make political donations

14. THAT in accordance with sections 366 and 367 of the Act, the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 14 is passed or during the period when this Resolution 14 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 8 May 2024 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 14 shall not exceed £15,000.

#### Authority to allot shares

15. 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

### Disapplication of pre-emption rights

16. 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.

### Additional disapplication of pre-emption rights

17. 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 this 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.

### Authority to purchase own shares

18. 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.

### Notice of general meetings

19. 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



**BEN MATTHEWS**  
Company Secretary

9 January 2023

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

Registered in England and Wales with  
registered number 3959649.

Important notes regarding your general rights as a shareholder and your right to appoint a proxy and voting can be found on pages 12 to 14 of this document.

## PART II: NOTES

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

### Eligibility to attend and vote at the AGM

- To be entitled to vote at the AGM, whether in person, electronically or by proxy, members must be registered in the register of members of the Company at 6.30 p.m. on Tuesday, 7 February 2023 (or, if the AGM is adjourned, at 6.30 p.m. on the date that is two days (excluding non-working days) prior to the adjourned AGM) and such shares must not be subject to an Affected Share Notice as set out more fully in the Chairman's Letter. Changes to entries on the register of members after 6.30 p.m. on Tuesday, 7 February 2023 (or, if the AGM is adjourned, at 6.30 p.m. on the date that is two days (excluding non-working days) prior to the adjourned AGM) shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the AGM or adjourned AGM.

### Entitlement to appoint a proxy

- Shareholders are strongly encouraged to vote on the Resolutions in advance of the AGM by completing an online proxy appointment form appointing the Chair of the meeting as your proxy and to register any questions in advance.** Details of how to appoint the Chair of the meeting as your proxy using the Form of Proxy are set out on the Form of Proxy and in its notes.
- A member entitled to vote at the AGM may appoint one or more persons as their proxy or proxies to exercise all or any of their rights to vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by them. A proxy need not be a member of the Company, but must attend the AGM either electronically or in person to represent you.
- Appointing a proxy does not preclude you from participating in the AGM electronically or attending the AGM and voting in person on any matters in respect of which the proxy or proxies is or are appointed. In the event that you are able to, 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.

- Shareholders are encouraged to submit their voting instructions and Form of Proxy as soon as possible, even if they might intend to participate electronically or to attend the AGM in person. Details on how to do this are set out below.

### Corporate Representatives

- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, 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.

### How to vote: access to electronic voting facility during the meeting

- Should you wish to vote electronically at the meeting using the technology provided by Lumi, please refer to the detailed information in Part III of this document. If your investment is not held in your name on the register of members (i.e. it is held in a broker account or by a custodian), it will be necessary for you to be appointed as a proxy or corporate representative to attend, speak and vote at the AGM. You should therefore follow the procedures set out in this Notice to be appointed as a proxy or corporate representative. Once you have been validly appointed as a proxy or corporate representative, you will need to contact the Company's registrar, Equiniti, using the contact details set out in Part III before 9.00 a.m. on Wednesday, 8 February 2023 for your unique Shareholder Reference Number (SRN) and PIN.
- Should you wish to appoint someone other than the Chair of the meeting as your proxy or corporate representative to vote electronically at the AGM, you will need to follow the steps set out above and in Part III of this document.

### How to vote: submitting your vote in advance of the meeting

- Shareholders are strongly encouraged to register the appointment of their proxy electronically via the internet 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 (SRN) 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), 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 11.00 a.m. on Tuesday, 7 February 2023. Proxies may also be appointed through CREST in accordance with note 12 below.

- As an alternative to registering the appointment of their proxy electronically, 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 AGM:
  - shall be in writing made under the hand of the appointor or of their 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 on their behalf (and the signature on the appointment of proxy need not be witnessed); and
  - 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 later than 11.00 a.m. on Tuesday, 7 February 2023, being 48 hours before the time appointed for holding the AGM. 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 direct on 0371 384 2577. The Equiniti overseas helpline number is +44 (0)121 415 7047. Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales). Telephone lines are open 8.30a.m. to 5.30p.m. Monday to Friday (excluding public holidays in England and Wales).

11. To change your proxy instructions you may return a new Form of Proxy using the methods set out in this Notice. 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).
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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.
13. 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 11.00 a.m. on Tuesday, 7 February 2023 (the latest time for receipt of proxy appointments specified in this Notice). 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.
14. 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 or 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 their 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.
15. 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.
16. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 a.m. on Tuesday, 7 February 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
17. 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 AGM, the results of the voting at the AGM 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: <https://corporate.easyjet.com>.

### Questions

18. Members satisfying the thresholds in section 527 of the Act 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 AGM; 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 AGM. 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 AGM includes any statement that the Company has been required to publish on its website.
19. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member of the Company attending the AGM, including electronically, except: (i) if to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered. Shareholders can also submit questions to the Board in advance of the AGM by emailing [cosec@easyjet.com](mailto:cosec@easyjet.com) by no later than 11.00 a.m. on Tuesday, 7 February 2023. Please include your full name and shareholder reference number.

We will consider all questions received and, if appropriate and relating to the business of the AGM, give an answer at the AGM, provide a written response or put responses on our website: <https://corporate.easyjet.com/investors>.

### Additional Information

20. As at 4 January 2023, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 758,010,025 ordinary shares, carrying one vote each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company are 758,010,025.
21. The following information is available on the Company's website at <https://corporate.easyjet.com>:
  - i. the contents of this Notice;
  - ii. the 2022 Annual Report;
  - iii. details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM; and
  - iv. the interests which have been disclosed to the Company since 29 November 2022 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.
22. Copies of the terms and conditions of appointment of Directors are available for inspection during business hours at the registered office of the Company by prior appointment only from the date of this Notice until the close of the AGM.

### Communications

23. 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 Act (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 them and the member by whom they were nominated to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
24. 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 Act, writes to you directly for a response.

25. 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.
26. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.

## PART III:

### GUIDE TO JOINING THE MEETING

#### JOINING IN PERSON

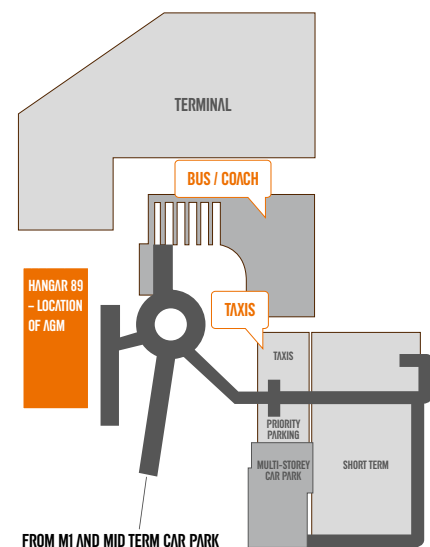
Shareholders are welcome to attend and vote at the AGM in person. Hangar 89 is situated next to the terminal at London Luton Airport. The safety of our shareholders is our main priority. We will not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

##### 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 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>).

##### How to get there by car

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. **Please note that parking is limited at London Luton Airport and is not available at Hangar 89.**



#### JOINING ELECTRONICALLY

The Company is pleased to be able to offer facilities for shareholders to vote at the AGM electronically and to ask questions via the Lumi platform, should they wish to do so.

Access to the AGM will be available from 10.00 a.m. on Thursday, 9 February 2023, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open.

*You must ensure you are connected to the internet at all times during the meeting in order to vote when the Chair of the meeting commences polling on each Resolution. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM.*

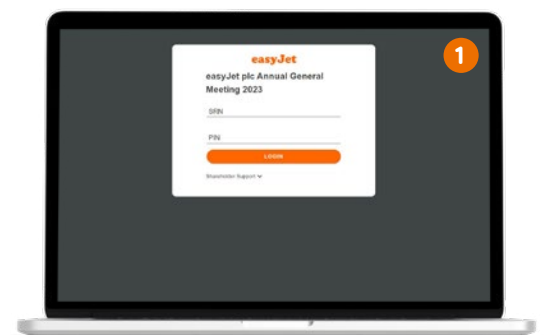
#### 1 Logging in

The Lumi AGM website can be accessed online using most internet browsers such as Chrome, Edge, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please go to <https://web.lumiagm.com/103-112-907> on the day.

You will then be prompted to enter your unique username and password. Your unique username is your shareholder reference number (SRN) and your password is the first two and last two digits of your SRN.

If you are not in receipt of your SRN please contact the Company's registrar, Equiniti, before 9.00 a.m. on Wednesday, 8 February 2023 at [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) or on 0371 384 2577 or +44 121 415 7047 if you are calling from outside the UK. Mailboxes are monitored 9.00 a.m. to 5.00 p.m. Monday to Friday (excluding public holidays in England & Wales). Telephone lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

Once logged in, when the meeting starts you will be able to watch the proceedings on your device.

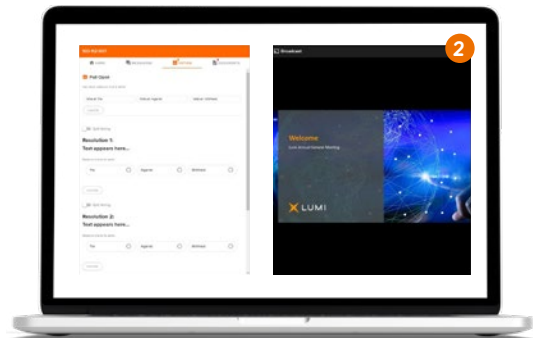


## 2 Voting

Voting options will appear on the screen under the polling icon after the Chair of the meeting has declared the poll open. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed. Simply select the option corresponding with how you wish to vote.

To vote on all resolutions displayed in the same way ("for", "against" or "withheld") select the "vote all" option at the top of the page.

Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair of the meeting announces its closure.



## 3 Questions

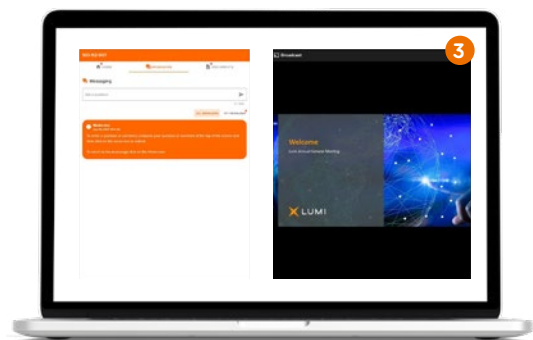
Shareholders attending electronically may ask questions relating to the business of the AGM by typing and submitting your questions in writing. Select the messaging icon from within the navigation bar and type your question. To submit your question, click the send button to the right of the text box. You can keep a track of your messages and any replies via the 'My messages' folder, located within the messaging tab.

Alternatively, you can ask a question verbally via the virtual microphone. Details of how to access the virtual microphone will be provided on the day of the AGM once you are logged into the Lumi platform. Please ensure that any headsets and/or microphones are tested before the start of the meeting.

Questions must relate to the business of the meeting and may be moderated before being sent to the Chair of the meeting. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair of the meeting may choose to provide a single answer to address shareholder queries on the same topic.

Shareholders can also submit questions in advance of the AGM even if they are unable to attend the meeting by emailing [cosec@easyjet.com](mailto:cosec@easyjet.com) by no later than 11.00 a.m. on Tuesday, 7 February 2023.

We will consider all questions received and, if appropriate and relating to the business of the AGM, give an answer at the AGM, provide a written response or put responses on our website.



### Duly appointed proxies and corporate representatives

**Important:** If your investment is not held in your name on the register of members (i.e. it is held in a broker account or by a custodian) it will be necessary for you to be appointed as a proxy or a corporate representative to attend, speak and vote at the AGM. Please see notes 2 to 6 of Part II of this document for details of how to do this.

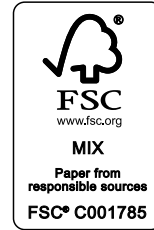
Appointments must be made by 11.00 a.m. on Tuesday, 7 February 2023.

Once a valid appointment has been made please contact the Company's registrar, Equiniti, before 9.00 a.m. on Wednesday, 8 February 2023 at [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) or on 0371 384 2577 or +44 121 415 7047 if you are calling from outside the UK for your unique Shareholder Reference Number (SRN) and PIN. Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales). Telephone lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).









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