

Directors and Other Information

Directors

S. McCarthy
L. Phelan
R. Brennan
M. Cawley
E. Daly
H. Millar
D. Milliken
M. O'Brien
M. O'Leary
J. O'Neill

Chairman
Senior Independent Director

Group CEO

Secretary

J. Komorek

Registered Office

Ryanair Dublin Office
Airside Business Park
Swords
Co. Dublin
K67 NY94
Ireland

Auditors

KPMG Chartered Accountants
One Stokes Place
St. Stephens Green
Dublin 2
Ireland
D02 DE03

Principal Bankers

Citibank Europe Plc
One North Wall Quay
Dublin 1
Ireland
D01 T8Y1

Solicitors & Attorneys at Law

Arthur Cox
Ten Earlsfort Terrace
Dublin 2
D02 T380
Ireland

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006, United States

Senior Independent Director

The Board has appointed Louise Phelan as the Senior Independent Director (SID). She is available to shareholders who have concerns that cannot be addressed through the Chairman, Group CEO or Group CFO and leads the annual Board review of the performance of the Chairman.

Company Secretary

The appointment and removal of the Company Secretary is a matter for the Board. All Directors have access to the advice and services of the Company Secretary (Juliusz Komorek), who is responsible to the Board for ensuring that Board procedures are complied with.

Membership

The Board consists of one Executive and nine Non-Executive Directors following the retirement of Messrs. Bonderman and McLaughlin at the end of May 2020. It is the practice of Ryanair that a majority of the Board will be Non-Executives, each considered by the Board to be independent, and the Chairman is Non-Executive. The Board considers the current size, composition and diversity of the Board to be appropriate. 40% of the current board are female. The composition of the Board and the principal Board Committees are set out below. Biographies of the Directors are available on pages 139 to 140. The Board, with the assistance of the Nomination Committee, keeps Board composition under review to ensure that it includes the necessary mix of relevant skills and experience required to perform its role.

Each Director has extensive business experience, which they bring to bear in governing the Company. The Board considers that, between them, the Directors bring the range of skills, knowledge, diversity, and experience, including international and aviation experience, necessary to lead the Group. The Chairman has significant public company experience. Historically, the Company has always separated the roles of Chairman and Group CEO for the running of the business and implementation of the Board's strategy and policy.

Stan McCarthy (Non Exec Chairman)



Independent: Yes
Years: 4
Committee:
E Executive
N Nomination (Chair)

Louise Phelan (Non Exec-SID)



Independent: Yes
Years: 8
Committee:
E Executive (Chair)
N Nomination

Róisín Brennan (Non Exec)



Independent: Yes
Years: 3
Committee:
A Audit
R Remuneration

Michael Cawley (Non Exec)



Independent: Yes
Years: 7
Committee:
E Executive
R Remuneration

Emer Daly (Non Exec)



Independent: Yes
Years: 3
Committee:
A Audit

Howard Millar (Non Exec)



Independent: Yes
Years: 6
Committee:
E Executive
N Nomination

Dick Milliken (Non Exec)



Independent: Yes
Years: 8
Committee:
A Audit (Chair)

Mike O'Brien (Non Exec)



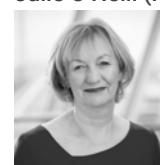
Independent: Yes
Years: 5
Committee:
S Safety & Security (Co-Chair)

Michael O'Leary (Exec)



Independent: No
Years: 25
Committee:
E Executive

Julie O'Neill (Non Exec)



Independent: Yes
Years: 8
Committee:
R Remuneration (Chair)

EXECUTIVE OFFICERS

The following table sets forth certain information concerning the Executive Officers of the Ryanair Group at July 23, 2021:

Name	Age	Position
Michael O'Leary	60	Group CEO
Neil Sorahan	49	Group CFO
Juliusz Komorek	43	Group CLO; Co. Secretary
Edward Wilson	57	Ryanair CEO
Carol Sharkey	46	Chief Risk Officer
Tracey McCann	47	Ryanair CFO
Andreas Gruber	36	Lauda Joint CEO
David O'Brien	57	Malta Air CEO & Lauda Joint CEO
Michal Kaczmarzyk	42	Buzz CEO
John Hurley	46	CTO

Michael O'Leary. Michael has served as a Director of Ryanair DAC since 1988 and a Director of Ryanair Holdings since 1996. Michael was appointed CEO of Ryanair in 1994 and Group CEO in April 2019, having previously served as CFO since 1988.

Neil Sorahan. Neil was appointed Group CFO in October 2019, having previously served as Ryanair's CFO from October 2014. Prior to this he was Ryanair's Finance Director since June 2006 and Treasurer from January 2003. Before joining Ryanair, Neil held various finance and treasury roles at CRH plc.

Juliusz Komorek. Juliusz was appointed Group CLO; Company Secretary in late 2019 having previously served as Ryanair's Chief Legal & Regulatory Officer; Company Secretary from May 2009 and Deputy Director of Legal and Regulatory Affairs since 2007. Prior to joining the Company in 2004, Juliusz had gained relevant experience in the European Commission's Directorate General for Competition and in the Polish Embassy to the EU in Brussels, as well as in the private sector in Poland and the Netherlands. Juliusz is a lawyer, holding degrees from the universities of Warsaw and Amsterdam.

Edward Wilson. Eddie was appointed Ryanair CEO in September 2019, having previously served as Ryanair's CPO since December 2002. Prior to this he served as Head of Personnel since December 1997. Before joining Ryanair, Eddie was the Human Resources Manager for Gateway 2000 and held a number of other human resources-related positions in the Irish financial services sector.

Carol Sharkey. Carol was appointed Chief Risk Officer in May 2018 having held the position of Director of Safety and Security since 2014. She has worked at Ryanair since 1995 having previously held roles in inflight, flight operations and in recent years has overseen the flight safety department.

Tracey McCann. Tracey was appointed Ryanair CFO in January 2020 having previously served as Ryanair's Director of Finance. She joined Ryanair in 1991 and has held various senior finance roles.

Andreas Gruber. Andreas was appointed CEO of Lauda in early 2018. Prior to that, he held various operational and network planning roles within the Aerberlin Group. Andreas remained as CEO of Lauda following its acquisition by the Ryanair Group and is currently Lauda's Joint CEO.

the Board compared to its current position with regard to the strategic needs of Ryanair and recommends changes to the Board. There is a formal, thorough and transparent procedure for the appointment of new Directors to the Board. The Nomination Committee identifies and selects candidates on merit against objective criteria, to ensure that the Board has the skills, knowledge and expertise required. The Nomination Committee has access to external advisors/recruiters as required and, during the past year, engaged PwC to assist with Board succession planning.

The Board currently comprises 10 Directors. The Group CEO is the only Executive Director. The 9 Non-Executive Directors include Chairman Stan McCarthy and Senior Independent Director Louise Phelan. Biographies of all current Directors are set out on pages 139 to 140. Ryanair considers that the Board has the correct balance and depth of skills, knowledge, expertise and experience to optimally lead the Company and that all Directors give adequate time to the performance of their duties and responsibilities.

Ryanair considers that all Directors discharge their directorial duties with the objectivity and impartiality they have demonstrated since commencing their respective roles and has determined that each of the Non-Executive Directors is independent. In reaching that conclusion, Ryanair considered the character, judgement, objectivity and integrity of each Director and had due regard for the 2018 Code. Ryanair continually endeavors to maintain the quality and independence of its Board.

Diversity

The Board is supportive of the target that women should represent 33% of boards and is pleased that 40% of the Company's Directors are female. Diversity is a key criteria for the Board as part of its renewal and succession plans, and the Board appoints members based on merit without discriminating on age, gender, race, colour, religious or social beliefs, sexual orientation, disability or any other factors.

Workforce Engagement

In June 2020 Róisín Brennan was appointed Ryanair's Non-Executive Director with oversight of workforce engagement.

Board Committees

The Board of Directors has established a number of committees, including the following:

1. AUDIT COMMITTEE

The Board of Directors established the Audit Committee in September 1996.

Names and qualifications of members of the Audit Committee:

The Audit Committee currently comprises 3 Non-Executive Directors who are independent for the purposes of the listing rules of the NASDAQ and the U.S. federal securities laws: Dick Milliken (Chair), Róisín Brennan and Emer Daly. The Board has determined that Dick Milliken is the Committee's financial expert. It can be seen from the Directors' biographies appearing on page 139 to 140, that the members of the committee bring to it a wide range of experience and expertise, much of which is particularly appropriate for membership of the Audit Committee.

Number of Audit Committee meetings:

The Committee met 7 times during the year ended March 31, 2021. Individual attendance at these meetings is set out in the table on page 25. The Group CFO, the Head of Internal Audit and other senior Finance and IT managers (as required) normally attend meetings of the Committee. The external auditors attend as required and have direct access to the Committee Chair at all times. The Committee also meets separately at least once a year with the external auditors and with the Head of Internal Audit without Executive management being present. The Head of Internal Audit has direct access to the Audit Committee Chair at all times.

and capitalizes on the many growth opportunities that are available across Europe for our lowest cost/low fares model.

Following over two years of delays, Ryanair took delivery of our first Boeing 737-8200 “Gamechanger” aircraft in June. This aircraft, which has 4% more seats, delivers 16% less fuel burn and 40% lower noise emissions, will enable the Ryanair Group to grow traffic to 200m p.a. within the next 5-years while reducing our CO2 and noise footprint for the next decade. In December, I travelled to Washington D.C. to sign a contract where the Group increased its firm orders for the Gamechanger from 135 to 210 aircraft - while securing further, modest, price discounts.

ESG is a key focus area for the Board and Ryanair’s new Director of Sustainability briefs the Board quarterly. In FY21 Ryanair received a (first time) “B-” industry leading climate protection rating from independent ratings agency CDP and announced an ambitious goal to power 12.5% of flights with sustainable aviation fuels (SAF) by 2030. Throughout the Covid-19 crisis we minimized job losses through agreed pay cuts (with pay restoration from years 3 to 5 of multi-year agreements) and participation in Government job support schemes, while at the

same time keeping our pilots, cabin crew and aircraft current and ready to resume service once normality returns. Following my appointment as Chairman in June 2020, I asked Róisín Brennan to become the non-executive director responsible for workforce engagement. Róisín held a series of panel discussions with staff groups last year and updates the Board quarterly. Additionally, I appointed Louise Phelan as Senior Independent Director and refreshed the Chairs and membership of the Nominations and Remuneration Committees.

I wish to personally thank our dedicated team of over 15,000 aviation professionals and my Board colleagues who worked tirelessly throughout the past year to ensure that the Ryanair Airlines Group emerges strongly from the Covid-19 crisis. As we hopefully return to more normal operations this summer, we look forward to welcoming our guests back onboard. Finally, I would like to thank you, our shareholders, for your ongoing support.

Yours sincerely,

Stan McCarthy
Chairman
July 23, 2021



improved comfort, yet these aircraft burn 16% less fuel, and will reduce noise emissions by 40%. We will maintain our high load factors to ensure every flight maximizes traffic, while minimizing per passenger emissions. We intend to cut our CO2 emissions per passenger/km by 10% over the next decade, and we are committed to be plastic free onboard our aircraft during the next 4 years. We were the first major airline to publish our monthly CO2 emissions, even while we paid over €630m in environmental taxes in 2019, and with our voluntary carbon offset schemes, we are now supporting green partnerships in Ireland, Malawi, Portugal, Turkey and Uganda, all of which invest in reforestation programs, green technology, and improved climate action.



Ryanair continues to work actively with the European Commission and fuel manufacturers to incentivize sustainable aviation fuel use. We are working with A4E and the EU Commission to accelerate reform of the Single European Sky, so we can eliminate ATC delays, and thereby significantly reduce oil consumption and CO2 emissions. We have established a new Sustainable Aviation Research Centre with Trinity College Dublin on a 4 year project to accelerate the development of sustainable aviation fuels, so that as Ryanair grows with new technology aircraft, we can further reduce fuel consumption and CO2 emissions through improved fuel technology. We have committed Ryanair airlines to a new goal to power 12.5% of flights with sustainable aviation fuel usage by 2030.



At Ryanair, we have demonstrated that we can grow traffic while reducing our impact on the environment. Every passenger that switches to Ryanair from one of Europe's legacy airlines is cutting their CO2 emissions by up to 50% per journey. With our new aircraft, new engine technology, and sustainable aviation fuel investments, we are determined to widen that gap. We have appointed our first Director of Sustainability, so that our ambitious environmental goals are placed at the very center of every management decision and each business strategy. We are delighted, honored and proud to receive our first ever CPD Environmental score of "B-" for climate protection, and we were rated an "A" for environmental corporate governance. We have committed to improving our climate protection score to at least an "A" over the next 2 years. Aviation has a crucial role to play in improving both our mobility and environment over the next decade, and Ryanair will continue to lead environmental action from airlines and aviation in Europe as we reach our goal of achieving zero net carbon by 2050.

Diversity

We are very proud of the major strides our Airline Group has made in recent years in promoting diversity and inclusion within our Board, our management team, and our training and recruitment. We are proud that 40% of the Group Board are female leaders, and over the last 12 months, more than 60% of our promotions to middle and senior management teams have been female. We are now developing and growing female leadership in all areas of the Group, especially in airline safety, finance, customer service, HR, ground operations, rostering, inflight, and in our pilot leadership teams.

Appointment

Directors are appointed following selection by the Nomination Committee and approval by the Board and must be elected by the shareholders at the following Annual General Meeting. The focus of the Board, through the Nomination Committee, is to maintain a Board with the relevant expertise, quality and experience required by Ryanair to advance the Company and shareholder value. Ryanair recognizes the benefits of diversity, including gender diversity. Ryanair's Articles of Association require that all of the Directors retire and offer themselves for re-election within a three-year period. All Directors, however, will be offering themselves for re-election at the AGM on September 16, 2021.

Dick Milliken is Chair of the Audit Committee, Stan McCarthy is Chair of the Nomination Committee ("Nomco"), and Julie O'Neill is Chair of the Remuneration Committee ("Remco").

Senior Management regularly briefs the Board, including new members, in relation to operating, financial, environmental and strategic issues concerning the Ryanair Group. The Board also has direct access to senior management, as required, in relation to any issues they have concerning the operation of the Company. The terms and conditions of appointment of Non-Executive Directors are set out in their letters of appointment, which are available for inspection at the Company's registered office during normal office hours and at the Annual General Meeting of the Company.

Other relevant factors

Non-Executive Directors hold share options over a small quantity of shares as set out on page 229. Whilst the 2018 Code notes that the remuneration of Non-Executive Directors should not ordinarily include share options, the Company has a NASDAQ listing and has a substantial U.S. shareholder base. The granting of share options to Non-Executive Directors to align interests of shareholders and Directors is an established market practice in the U.S. which is generally encouraged by U.S. investors. The Company in accordance with the 2018 Code sought and received shareholder approval to make these share option grants to its Non-Executive Directors and the Board believes the modest number of options granted to Non-Executive Directors does not impair their independence of judgement and character. Following consultation with key shareholders and the approval of a new Long Term Incentive Plan ("LTIP 2019") by shareholders at the 2019 AGM, which replaced the previous 2013 Share Options Plan for all future share based payments, the Non-Executive Directors will not receive any further share option grants or performance based shares.

With the exception of the historic modest grant of share options, there were no relationships or circumstances of relevance under the 2018 Code impacting Non-Executive Directors independence.

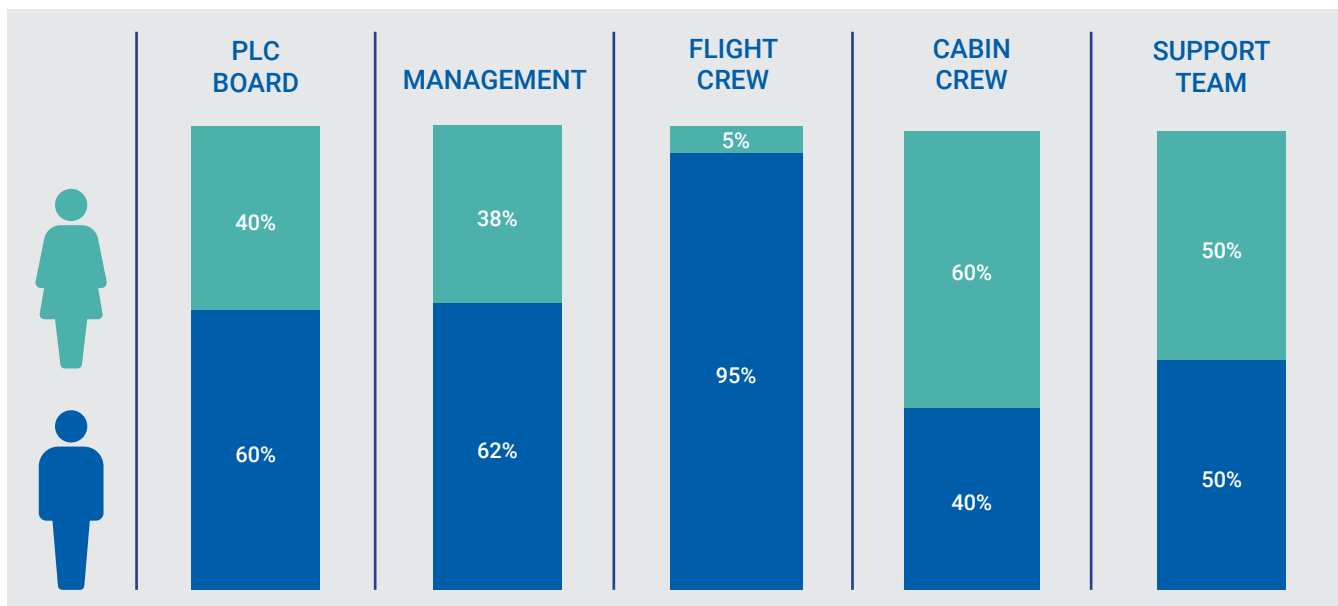
Furthermore, in line with best governance practices, Ryanair has adopted a policy whereby all Directors retire on an annual basis and being eligible for re-election, offer themselves for election. This therefore affords Ryanair's shareholders an annual opportunity to vote on the suitability of each Director.

The Nomination Committee have confirmed to the Board that it considers all Directors offering themselves for re-election at the 2021 AGM to be independent and that they continue to effectively contribute to the work of the Board. The Nomination Committee recommends that the Company accept the re-election of the Directors.

Board Procedures

All Directors have access to the advice and services of the Company Secretary and the Board has established a procedure whereby Directors wishing to obtain advice in the furtherance of their duties may take independent professional advice at the Company's expense.

Directors meet with key Executives with a particular focus on ensuring Non-Executive Directors are fully informed on issues of relevance to Ryanair and its operations. Extensive papers on key business issues are provided to



Gender Diversity

At Ryanair, as part of our Diversity & Inclusion program, we are committed to improving the ratio of female employees in management and leadership positions. The airline industry has traditionally suffered from a lack of female pilot and male cabin crew applicants, but we have seen some encouraging trends in recent years with more female pilot trainees and more male cabin crew applying which helps us increase the proportion of female pilots and male cabin crew.

People Development

Ryanair's people management philosophy rewards hard work and gives our people opportunities to fast track their careers within a supportive environment that prioritizes and encourages people development and internal promotions. Our focus on people development applies across all areas of the business from growing junior cabin crew into supervisors, to promoting first officers to captains, to developing IT graduates into skilled developers, and finance graduates into qualified accountants, etc. Ryanair's open culture, world class training, focus on developing internal talent and our growth, allow our people develop their confidence and skillset quickly, so they are well positioned to develop their careers and secure promotions.

Graduate Programme

Ryanair offers graduate programs and internships ranging from 1-4 years across all key areas of the business. Graduates on the program rotate through different teams, giving them unprecedented experience in their chosen field. Ryanair currently employs over 50 graduates who are a vital part of our talent pipeline with 70% of each intake moving into permanent positions within the Ryanair Group. High performers are fast tracked into management positions which is made possible by our track record of growth across the airline group and our strong belief in promoting from within.

Succession Planning

This year we enhanced our succession management processes to identify and develop future business leaders and give high-potential people ownership of their career paths. All senior management roles have a succession plan including development goals and strategies for the next generation of leaders.

Pilots

Ryanair has positioned itself as a leading employer of pilots in Europe with a pilot workforce of 5,000+ pilots from over 50 different nationalities. With an industry leading fixed roster pattern (5 days on, 4

all Directors in connection with the Board and Committee meetings. All Directors are encouraged to update and refresh their skills and knowledge, for example, through attending courses on technical areas or external briefings for Non-Executive Directors.

The Company has Directors' and Officers' liability insurance in place in respect of any legal actions taken against the Directors in the course of the exercise of their duties. New Non-Executive Directors are encouraged to meet the Executive Director and senior management for briefing on the Group's developments and plans.

Independence

The Board has carried out its annual evaluation of the independence of each of its Non-Executive Directors, taking account of the relevant provisions of the 2018 Code, namely, whether each Director is independent in character and judgement and free from relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement. The Board regards all of the Non-Executive Directors at the date of this report as independent and has concluded that no one individual or group exerts an undue influence on others.

Within its independence review, the Board has considered the following items with respect to certain individual Non-Executive Directors.

Director & Role	Circumstances of relevance under the 2018 Code in determining independence	Basis upon which the Board has determined independence	Status within the spirit and meaning of the 2018 Code
M. Cawley Non-Exec.	Served as Deputy CEO of Ryanair from 2003 to March 2014.	The Board considered Michael Cawley's outside business interests, as well as the (6 month) gap between finishing his Executive role and his election to the Board in 2014 and concluded that his previous employment with Ryanair did not compromise his independence of judgement and character. Additionally, as it is more than 5 years since he served as a Company Manager, Michael Cawley is considered to be independent under the 2018 Code.	Independent
H. Millar Non-Exec.	Served as Deputy CEO of Ryanair from 2003 to December 2014.	The Board considered Howard Millar's outside business interests and the (9 month) gap between finishing his Executive role in 2014 and his election to the Board in 2015 and concluded that his previous employment with Ryanair did not compromise his independence of judgement and character. Additionally, as it is more than 5 years since he served as a Company Manager, Howard Millar is considered to be independent under the 2018 Code.	Independent
M. O'Brien Non-Exec.	Served as Chief Pilot and Flight Ops Manager of Ryanair from 1987 to 1991.	The Board considered Mike O'Brien's outside business interests, as well as the gap (25 years) between finishing his Executive role with Ryanair and his election to the Board in 2016 and concluded that his previous employment with Ryanair did not compromise his independence of judgement and character.	Independent