

**ATTENDANCE, PROXY AND REMOTE VOTE CARD**

Shareholder number:

Number of shares:

Bar code

The 2013 Annual Shareholders' Meeting of International Consolidated Airlines Group, S.A. will be held in Madrid, Auditorio Sur de IFEMA, Feria de Madrid, Campo de las Naciones, on June 19, 2013 at 12 noon (CET), on first call, and on the following day, June 20, 2013, at the same time and venue, on second call, in accordance with the attached agenda. In light of the fact that it is unlikely that the quorum required by law and the corporate bylaws for the Shareholders' Meeting is met on first call, shareholders are informed that **the Shareholders' Meeting will be held on second call.**

If you attend the Shareholders' Meeting, you must give in this card at the entrance to the venue on the day the meeting is held.

If you will not be attending the meeting in person and wish to appoint a proxy or vote remotely, you must complete and sign only one of the two sections below: proxy or remote vote. After duly completing the card in the appropriate section, you must send it by post, to the following address: calle Velázquez, 130, 28006 Madrid – Shareholder Office (IAG). If you appoint a proxy, you can also leave the duly completed card with your proxy who will give it in at the entrance to the venue on the day the meeting is held.

You can also appoint a proxy or cast your vote prior to the Shareholders' Meeting electronically, on the Company's website ([www.iairgroup.com](http://www.iairgroup.com)), by following the instructions given and using your electronic DNI (DNIe) or your digital signature based on a recognized and valid certificate issued by the Spanish Public Certification Entity (CERES) attached to *Fábrica Nacional de Moneda y Timbre*.

**PROXY**

The shareholder hereby delegates its representation to the Chairman of the Board of Directors (or, in his absence, the person standing in for him as Chairman of the Shareholders' Meeting), unless another proxy is specified here: .....

The representative is hereby given specific instructions to vote for all of the resolutions proposed by the Board of Directors unless specified otherwise below (*check the appropriate boxes*):

Item on the agenda	1	2	3	4.a	4.b	5.a	5.b	5.c	5.d	5.e	5.f	6	7	8	9	10	11	12	13	
For																				
Against																				
Abstention																				
Blank																				

The delegation covers any items not listed on the attached agenda that may legally arise, with respect to which the representative shall abstain from voting on such items, unless specified otherwise here: .....

For the purposes of articles 523 and 526 of the Companies Law (*Ley de Sociedades de Capital*), it is placed on record that the Chairman of the Board of Directors and the other directors may have a conflict of interest in relation to item 12 on the agenda (*consultative vote on the annual report on the remuneration of the directors of the Company*) and with respect to proposals for their removal or for any company action for liability that may be brought against them as permitted by the law and the directors whose ratification or re-election is proposed under items 5.a) to 5.e) on the agenda are affected by a conflict of interest in connection with their own ratification or re-election.

**Shareholder's signature**

**Proxy's signature**

Shareholder number

Number of shares

On ....., 2013

On ....., 2013

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**REMOTE VOTE**

The shareholder votes in favor of all the resolutions proposed by the Board of Directors, unless specified otherwise below (*check the appropriate boxes*):

Item on the agenda	1	2	3	4.a	4.b	5.a	5.b	5.c	5.d	5.e	5.f	6	7	8	9	10	11	12	13	
For																				
Against																				
Abstention																				
Blank																				

With respect to any items not listed on the attached agenda that may legally arise, it will be deemed that the Chairman of the Board of Directors (or, in his absence, the person standing in for him as Chairman of the Shareholders' Meeting) has been appointed to vote on the shareholder's behalf, unless specified otherwise here: ..... The representative will abstain from voting on such items, unless specified otherwise here: .....

For the purposes of articles 523 and 526 of the Companies Law (*Ley de Sociedades de Capital*), it is placed on record that the Chairman of the Board of Directors and the other directors may have a conflict of interest with respect to proposals for their removal or for any company action for liability that may be brought against them as permitted by the law.

**Shareholder's signature**

Shareholder number

Number of shares

On ....., 2013

Bar code

## **Agenda for the 2013 Annual Shareholders' Meeting**

- 1.- Approval of the individual annual financial statements and management report of the Company and the consolidated annual financial statements and management report of the Company and its subsidiaries for the financial year ended on December 31, 2012.
- 2.- Approval of the proposal for the allocation of results corresponding to the financial year ended on December 31, 2012.
- 3.- Approval of the management of the Board of Directors for the financial year ended December 31, 2012.
- 4.- Re-election of auditors:
  - a) Re-election of Ernst & Young, S.L. as auditor for the financial statements of the Company and of its consolidated group for financial year 2013.
  - b) Delegation to the Board of Directors to determine the terms and conditions of re-election and remuneration of Ernst & Young, S.L. as auditor.
- 5.- Ratification of the appointment of directors by co-option and re-election and appointment of directors:
  - a) To ratify the appointment by co-option of Mr Manuel Lagares Gómez-Abascal as a director, classified as external proprietary director.
  - b) To ratify the appointment by co-option of Mr Luis Gallego Martín as a director, classified as executive director.
  - c) To re-elect Sir Martin Broughton as a director, classified as external independent director.
  - d) To re-elect Mr Patrick Cescau as a director, classified as external independent director.
  - e) To re-elect Mr John Snow as a director, classified as external independent director.
  - f) To appoint Mr Alberto Terol Esteban as director, classified as external independent director.
- 6.- Authorisation, for a term ending at the end of next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law and subject to the following conditions: (a) the maximum aggregate number of ordinary shares which are authorised to be purchased shall be the lower of the maximum amount permitted by the law and such number as represents ten per cent. of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution; (b) the minimum price which may be paid for an ordinary share is zero; (c) the maximum price which may be paid for an ordinary share is the highest of: (i) an amount equal to five per cent. above the average of the middle market quotations for the ordinary shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time; in each case, exclusive of expenses.
- 7.- Authorisation to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to increase the share capital pursuant to the provisions of Article 297.1.b) of the Companies Law, by: (a) up to one-third of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph (a) of Resolution 8); and (b) up to a further one-sixth of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution in connection with an offer by way of rights issue (such amount to be reduced by the amount that the share capital has been increased under paragraph (b) of Resolution 8).
- 8.- Authorisation to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company, up to a maximum limit of 1,000,000,000 euros or the equivalent thereof in another currency, provided that the aggregate share capital that may need to be increased on the conversion or exchange of all such securities may not be higher than: (a) one-third of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased under paragraph (a) of Resolution 7); and (b) a further one-sixth of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution in connection with an offer by way of rights issue (such amount to be reduced by the amount that the share capital has been increased under paragraph (b) of Resolution 7). Establishment of the criteria for determining the basis for and terms and conditions applicable to the conversion or exchange. Delegation to the Board of Directors, with the express power of substitution, of the powers required to establish the basis for and terms and conditions applicable to the conversion or exchange, as well as of the power to increase the share capital by the required amount on the conversion.
- 9.- Authorisation to the Board of Directors, with the express power of substitution, to exclude pre-emptive rights in connection with the capital increases and the issuances of convertible or exchangeable securities that the Board of Directors may approve under the authority given under Resolution 7 or Resolution 8 for the purposes of allotting ordinary shares or convertible or exchangeable securities in connection with a rights issue or in any other circumstances for the purposes of allotting ordinary shares or convertible or exchangeable securities subject to an aggregate maximum nominal amount of the ordinary shares so allotted and that may be allotted on conversion or exchange of such securities of five per cent. of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution.
- 10.- Authorisation to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to issue: (a) bonds or simple debentures and other debt securities of a like nature (other than notes), up to a maximum amount of 1,000,000,000 euros or the equivalent thereof in another currency; and (b) notes (*pagarés*) up to a maximum amount at any given time, independently of the foregoing, of 500,000,000 euros or the equivalent thereof in another currency. Authorisation for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries.
- 11.- Approval of the allotment of a maximum number of shares of the Company for share awards (including the awards to executive directors) from January 1, 2013 up to December 31, 2015 under the IAG Performance Share Plan (PSP) and the IAG Incentive Award Deferral Plan (IADP).
- 12.- Consultative vote on the annual report on the remuneration of the directors of the Company.
- 13.- Delegation of powers to formalise and execute all resolutions adopted by the shareholders at this Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made, if applicable.