

**Please affix this Form to the reverse of the Conversion Notice**

To:       Computershare Investor Services PLC  
          The Pavilions  
          Bridgwater Road  
          Bristol  
          BS99 6ZZ

## **INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.**

### **DECLARATION REGARDING NATIONALITY TO BE MADE BY OR ON BEHALF OF ALL BONDHOLDERS EXERCISING THEIR CONVERSION RIGHT**

THE rights of International Consolidated Airlines Group, S.A. ("IAG") and its subsidiaries to operate services, in particular on international routes, could be withdrawn if IAG ceased to be substantially owned and effectively controlled by EU nationals. Accordingly, the Corporate Bylaws of IAG contain powers which may be used to limit the number of voting rights of shares in which non-EU nationals own interests or, if necessary, to require their compulsory acquisition, or to restrict the transferability of shares.

The Directors are not able to issue shares to a Bondholder unless one of the declarations set out overleaf has been completed and signed where indicated by or on behalf of every Bondholder exercising the Conversion Right (or, in the case of a corporation, sealed by the corporation or signed on its behalf by an attorney or duly authorised officer or agent of the corporation). The Directors reserve the right to be supplied with such evidence as they may require of the authority of any signatory on behalf of such Bondholder, and to require such evidence or information as to any matters contained in the declaration, as they may think fit. The Directors will decline to issue shares to a Bondholder if such further evidence or information is not provided or given.

Terms used in this Form and not otherwise defined have the meanings set forth in the Fiscal, Transfer and Conversion Agency Agreement, dated 31 May 2013, between, among others, IAG and Deutsche Bank AG, London Branch as Fiscal Agent.

## NATIONALITY DECLARATION FORM

### PLEASE TYPE OR USE BLOCK CAPITALS

- A. \*I/We declare that none of the shares or CREST depository interests representing an entitlement to a share to be registered in my/our name(s) pursuant to the attached Conversion Notice are Foreign Interest Shares (as defined below).
- OR
- B. \*I/We declare that the shares or CREST depository interests representing an entitlement to a share to be registered in my/our name(s) pursuant to the attached Conversion Notice are Foreign Interest Shares and that the following is/are the name(s), nationality(ies) and address(es) of the person(s) whose interests make them Foreign Interest Shares:

Shareholder name(s) \_\_\_\_\_

Shareholder nationality(ies) \_\_\_\_\_

Shareholder address(es) \_\_\_\_\_

\*Complete EITHER Declaration A OR Declaration B as appropriate and delete the other Declaration.

*All joint applicant(s) must sign*

Signature(s) of applicant(s) named in the attached Conversion Notice	}	
	}	
	}	

\_\_\_\_\_, 20\_\_\_\_

For the purposes of the Declaration, a "Foreign Interest Share" means a share in IAG ("share") or CREST depository interest representing an entitlement to a share ("CDI") in which a "Relevant Person" has an "Interest".  
A person is deemed to have an "Interest" in relation to shares or CDIs if (i) he enters into a contract to acquire them or, not being the registered holder, (i) he is entitled to exercise any right corresponding to the shares or CDIs or to control the exercise of any such right, or (ii) assumes the economic risk of the relevant shares or CDIs..

- By way of example, but without in any way limiting the generality of the definition, a person will have an Interest in shares or CDIs if:
- (a) a company is Interested in them and (i) that company or its directors are accustomed to act in accordance with his instructions or (ii) that company is directly or indirectly controlled by that person; or
  - (b) he has entered into a contract to purchase the shares or CDIs or is entitled to exercise or control the exercise of any rights attaching to the shares or CDIs.

"Relevant Person" means:

- (a) any individual who is not a national of a member state of the European Union;
- (b) any legal person who is incorporated or established under the laws of any part of, and which has its principal place of business and central management and control in, or is otherwise resident in, a country other than a member state of the European Union;
- (c) a government or governmental department, agency or body, otherwise than of a member state of the European Union or any part thereof; and/or
- (d) any municipal, local, statutory or other authority or any undertaking or body formed or established in any country other than a member state of the European Union.

**If you are in doubt as to how to complete the Declaration, or as to the definition of Foreign Interest Shares (referred to as Relevant Non-EU Shares in the Corporate Bylaws of IAG), you should consult your solicitor or other professional adviser.**

- Notes:**
- (i) This Declaration should normally be made by the person(s) named in the accompanying Conversion Notice as the Bondholder(s). In the case of joint Bondholders, ALL must sign. A corporation should either affix its seal or complete this form under the hand of a duly authorised official or agent, who should state his capacity.
  - (ii) If the completion of the Declaration by the Bondholder(s) would lead to undue delay, the Company will accept a Declaration made by a stockbroker, bank manager or solicitor, or by any other person duly authorised by Power of Attorney, in every case acting as the agent of the Bondholder(s). In such cases, however, the following declaration must also be made:

### DECLARATION BY BONDHOLDER'S AGENT

I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) named as Bondholder(s) in the accompanying Conversion Notice and whose name(s) is/are set out herein, represent and warrant that the person(s) on whose behalf the Declaration is made is/are known to me/us and that I/we am/are duly authorised to make the said Declaration on behalf of such person(s) and that, having made all such enquiries as I/we consider appropriate regarding the statements contained in such Declaration, such statements are correct to the best of my/our knowledge and belief.

Signature(s) \_\_\_\_\_ Dated \_\_\_\_\_ 20\_\_\_\_

If signed pursuant to authority granted by Power of Attorney, the Power of Attorney must be submitted with the form for noting.

If signed by a stockbroker, bank manager or solicitor, give the name and address of the person signing this form:

Full Name(s) \_\_\_\_\_ Mr./Mrs./Miss

\_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

STAMP OF AGENT SUBMITTING THIS FORM