

Implications of Brexit for UK and non-EU shareholders

Why is easyJet activating an EU ownership contingency plan?

Following the end of the Brexit Transition Period (i.e. from 1 January 2021), UK nationals are now treated as non-EU nationals and their shareholdings do not count towards satisfying the EU ownership requirement. easyJet's EU ownership is below the required level and accordingly easyJet has activated its EU ownership contingency plan. There are further details of this contingency plan in our announcement dated 4 January 2021 (available [here](#)).

What is the significance of the end of the Brexit transition period on 31 December 2020 (the "Transition Period")?

EU regulations require all airlines with EU operating licences (including easyJet) to be majority owned and controlled by nationals of one of the member states of the EU, Switzerland, Norway, Iceland or Liechtenstein ("EU nationals").

At the end of the Transition Period (i.e. from 1 January 2021), UK nationals are treated as non-EU nationals and their shareholdings do not count towards satisfying the EU ownership requirement. If easyJet's EU ownership is below the required level at the end of the Transition Period, easyJet anticipates that it would activate its EU ownership contingency plan. There are further details of this contingency plan in our announcement dated 23 December 2020 (available [here](#)).

What does the EU ownership contingency plan involve?

easyJet anticipates that it would suspend voting rights in respect of certain shares held by shareholders who are non-EU nationals (including UK nationals) ("**Affected Shares**") to ensure that it continues to comply with the EU ownership requirement. For the period of any suspension of voting rights, the relevant shareholders would not be permitted to attend, speak or vote at shareholder meetings in respect of the Affected Shares subject to the suspension.

The suspension of voting rights would not affect any entitlement that the relevant shareholders may have to receive easyJet dividends in respect of the Affected Shares subject to the suspension.

Non-EU nationals (including UK nationals) would continue to be able to buy easyJet shares, although shares acquired by them may be subject to a suspension of voting rights. Shares most recently acquired by non-EU nationals (including UK nationals) would have their voting rights suspended first as the suspension of voting rights is being applied on a "last in, first out" basis.

What is the "permitted maximum"?

The Board has set a permitted maximum of non-EU ownership in accordance with its articles of association. The permitted maximum is 49.5% (see further our announcement dated 23 December 2020 available [here](#)) and represents the maximum permitted level of ownership of the Company's shares by non-EU nationals (including UK nationals).

How do I know if my shares are subject to a suspension of voting rights?

Shareholders who own shares whose voting rights are suspended would receive a notice (an "**Affected Share Notice**") by post from Equiniti, our Registrars, notifying them of the suspension of voting rights in respect of their Affected Shares.

The suspension of voting rights is being applied on a "last in, first out" basis. This means that shares most recently acquired by non-EU nationals (including UK nationals) would have their voting rights suspended first. In addition, easyJet would expect to temporarily reinstate voting rights of certain shares from time to time to ensure that this principle is consistently applied (subject to compliance with the EU ownership requirement). Any reinstatement of voting rights would also be notified by a notice by post from Equiniti (a "**Withdrawal of Affected Share Notice**").

I have received an "Affected Share Notice". What do I need to do?

You do not need to take any action. For the period which your shares are Affected Shares, you will not be entitled, in respect of such Affected Shares, to attend or to speak at any general meeting of the Company or any meeting of the holders of any class of shares or to vote at any such meeting. If your shares cease to be Affected Shares, we will send you a Withdrawal of Affected Share Notice by post to this effect.

I have received an "Affected Share Notice", but I am an EU national shareholder. How do I rectify this?

If you believe that your shares have been incorrectly identified as being held by a non-EU national, you can call our registrar Equiniti for further information on 0371-384-2463 or +44 121-415-0866 if overseas. Your shares will, however, continue to be treated as Affected Shares until our Board of Directors determines otherwise.

I have received a "Withdrawal of Affected Share Notice". What do I need to do?

You do not need to take any action. This means that the shares previously identified in the Affected Share Notice are no longer subject to a suspension of voting rights.

Does easyJet expect to take any other steps following the end of the Transition Period?

easyJet will continue to monitor developments following the end of the Transition Period. If non-EU ownership continues to exceed the permitted maximum over a sustained period, easyJet retains the right to activate the existing provisions of its articles that permit it to compel non-EU shareholders to sell their easyJet shares to EU nationals.

To download a copy of this document, please [click here](#).

For the latest announcements relating to EU ownership, please check:

<https://corporate.easyjet.com/investors/regulatory-news>

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