

easyJet plc AGM 2017 - Independent Assessor's Report information

Electoral Reform Services was appointed to report on the poll conducted at the AGM on 9 February 2017 in relation to the resolutions below. A copy of the report can be found [here](#).

Ordinary resolutions:

1. To receive the Annual report and accounts for the year ended 30 September 2016.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration for the year ended 30 September 2016 set out on pages 60 to 75 (inclusive) in the Annual report and accounts.
3. To declare an ordinary dividend for the year ended 30 September 2016 of 53.8 pence for each ordinary share in the capital of the Company.
4. To re-elect John Barton as a Director.
5. To re-elect Carolyn McCall DBE as a Director.
6. To re-elect Andrew Findlay as a Director.
7. To re-elect Charles Gurassa as a Director.
8. To re-elect Adèle Anderson as a Director.
9. To re-elect Dr. Andreas Bierwirth as a Director.
10. To re-elect Keith Hamill OBE as a Director.
11. To re-elect Andy Martin as a Director.
12. To re-elect François Rubichon as a Director.
13. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the 2018 Annual General Meeting of the Company.
14. To authorise the Directors to determine the remuneration of the auditors.
15. THAT in accordance with Sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 15 is passed or during the period when this Resolution 15 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 at the end of the 2018 Annual General Meeting of

the Company or, if earlier, on 9 May 2018 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 in 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 shall not exceed £15,000.

16. THAT, subject only to any limitations as to authorised share capital contained in the Company's Articles of Association, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Act, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £10,838,107, provided that this authority shall expire on the conclusion of the 2018 Annual General Meeting of the Company or, if earlier, on 9 May 2018, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. All unexercised authorities previously granted to the Directors to allot shares and grant Rights are hereby revoked.

Special resolutions:

17. THAT the Directors be and they 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 the Resolution 16 or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment provided that this authority shall be limited to the allotment of equity securities:
- (a) in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interest of the ordinary shareholders are in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - (b) (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons up to the aggregate nominal amount of £5,419,053,

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

18. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 27 ²/₇ pence each of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 39,720,813 representing approximately 10% of the issued ordinary share capital of the Company as at 9 January 2017 (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 date of the 2018 Annual General Meeting of the Company or 9 May 2018, 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.
19. THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.