

# RYANAIR GROUP



# ANNUAL REPORT 2024



# KEY STATS YEAR END MAR. 2024



**184M GUESTS**  
300M p.a. FY34

**584 | AIRCRAFT**



**27,000+**  
**HIGH SKILLED**  
AVIATION PROFESSIONALS

## CHOICE & COVERAGE



OVER **3,500**  
DAILY FLIGHTS



FLIGHTS TO/FROM

**235**  
AIRPORTS



**95**  
BASE  
AIRPORTS

**(37 COUNTRIES)**

## UNRIVALED CUSTOMER SERVICES

**A**  
MSCI

**A-**  
CDP

**ESG  
RATING  
UPGRADES**



**NO.1** EUROPEAN AIRLINE  
**NO.1** LARGE CAP AIRLINE

**SUSTAINALYTICS**



**100% OWNED  
B737 FLEET  
UNENCUMBERED**

**BBB+** CREDIT  
(STABLE) RATING



**39 YEAR**  
SAFETY RECORD

**RYANAIR GROUP**



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# FINANCIAL SUMMARY

INCOME STATEMENT	MAR 31, 2024	MAR 31, 2023	MAR 31, 2022
	€'m	€'m	€'m
Scheduled Revenue	9,145	6,930	2,653
Ancillary Revenue	4,299	3,845	2,148
<b>Total Revenue</b>	<b>13,444</b>	<b>10,775</b>	<b>4,801</b>
Fuel	5,143	4,026	1,699
Ex-Fuel Costs	6,240	5,306	3,442
<b>Total Operating Costs</b>	<b>11,383</b>	<b>9,332</b>	<b>5,141</b>
Net Finance Income/(Expense)	62	(34)	(91)
Foreign Exchange	5	34	1
<b>Profit/(Loss) Before Tax</b>	<b>2,128</b>	<b>1,443</b>	<b>(430)</b>
Tax (Expense)/Credit	(211)	(129)	189
<b>Profit/(Loss) After Tax</b>	<b>1,917</b>	<b>1,314</b>	<b>(241)</b>

BALANCE SHEET	MAR 31, 2024	MAR 31, 2023	MAR 31, 2022
	€'m	€'m	€'m
Non-Current Assets	11,349	10,494	9,675
Gross Cash	4,120	4,675	3,626
Current Assets	1,707	1,237	1,849
<b>Total Assets</b>	<b>17,176</b>	<b>16,406</b>	<b>15,150</b>
Current Liabilities	6,401	7,422	5,399
Non-Current Liabilities	3,161	3,341	4,206
Shareholder Equity	7,614	5,643	5,545
<b>Total Liabilities &amp; Equity</b>	<b>17,176</b>	<b>16,406</b>	<b>15,150</b>
<b>Net Cash/(Debt)</b>	<b>1,373</b>	<b>559</b>	<b>(1,452)</b>



# CHAIRMAN'S REPORT

## STAN McCARTHY



Dear Shareholder,

During fiscal year 2024 (FY24) we encountered significant challenges. Top amongst these were the continuing war in Ukraine which disrupted our CEE traffic, the Israel-Hamas conflict, ongoing Boeing delivery delays which limited our growth (reducing FY24 traffic from a target of 185m to 183.7m), over 60 days of ATC strikes (leading to multiple flight cancellations and delays) and a significant (+32%) increase in our fuel bill\*.

Despite these challenges, and the very competitive environment in which we operate, the Ryanair Group performed well. FY24 highlights include:

- Traffic grew 9% to 183.7m.
- FY24 PAT rose 34% to €1.92bn.
- Net cash grew to €1.37bn (prior year €0.56bn).
- ESG ratings were upgraded (MSCI 'A' & CDP 'A-') & strong 85% CSAT score achieved.
- 146 Boeing 737-8200 "Gamechangers" in our 584 aircraft fleet at March 2024.
- A maiden interim-dividend (€0.175 per share) was paid in February and a final dividend (€0.178 per share) is payable after 2024 AGM approval in September.
- 300 Boeing 737-MAX-10 order underpins traffic growth to 300m p.a. by FY34 (subject to Boeing deliveries).

Our Board's strategy, as Ryanair recovers from Covid, was to prioritise pay restoration and multi-year pay increases for our people, something which has now been delivered. Secondly, in a higher interest rate environment, we plan to pay down our remaining debt as it matures between now and 2026, while financing aircraft capital expenditure from internal resources. Closely aligned to this is the Group's policy to prioritise growth opportunities to drive shareholder value while maintaining a strong balance sheet and investment grade rating. In line with this Capital Allocation Policy, Ryanair paid a maiden interim dividend of €0.175 per share in February, with a final dividend of €0.178 per share payable after 2024 AGM approval in September. From FY25 onwards, under the Group's Dividend Policy, approximately 25% of prior-year PAT (adjusted for non-recurring gains or losses) will be returned to shareholders by way of ordinary dividend. Additionally, in May 2024, your Board approved a €700m share buyback. This buyback, when complete, will increase funds returned by Ryanair to shareholders since 2008 to over €7.8bn.



**IN  
MAY**

**€700M SHARE  
BUYBACK APPROVED**



“

*5 new bases and over 200 new routes open for summer 2024.*

”

I welcome our new Directors, Bertrand Grabowski and Roberta Neri, who joined the Board in recent months. I also look forward to working with Jinane Laghrari Laabi and Amber Rudd who join the Board in early July. To facilitate these appointments, Louise Phelan and Michael Cawley stepped down from the Board this month and we thank them for their strong leadership and service to Ryanair. These new appointments, which align with our orderly succession plans, further enhance Ryanair’s Board diversity (including geographic, gender and ethnic balance, with a 50:50 gender split following the changes). In conjunction with these changes, we have recently refreshed membership of Board Committees.



**27,000+**  
**HIGH SKILLED**  
AVIATION PROFESSIONALS

I would like to express my appreciation to our team of over 27,000 aviation professionals, management and Board colleagues for their commitment and efforts over the past year. We look forward to welcoming up to 200m guests onboard this year. I also wish to thank you, our shareholders, for your continued support.

Yours sincerely,

**Stan McCarthy**  
**Chairman**

June 26, 2024

*\*For further details please refer to Appendix A*

# GROUP CEO REPORT

## MICHAEL O'LEARY



Dear Shareholder,

We are pleased to report our growth over the last year, during which we had to contend with multiple challenges, including the continuing war in Ukraine, the Middle East conflict since October, over 60 days of French ATC strikes through 2023, which inflicted long delays and cancellations upon thousands of flights. We suffered an OTA sales boycott of our flights in December, and throughout the year we've worked continuously with our partner Boeing to cope with delivery delays which have constrained our traffic growth in FY24 and will do so again in FY25.

Despite these challenges, the 27,000 aviation professionals in Ryanair continue to safely deliver industry leading growth, the lowest fares in every market, and outstanding punctuality and customer service for our guests. Last year our on-time performance improved, our customer satisfaction (CSAT) scores rose, and we delivered unbeatable value to 184m passengers who saved more than €5 billion by choosing to fly with Ryanair\*, rather than with our high fare competitors. The Ryanair formula of low fares, quick and efficient turnarounds, a fleet of new and fuel-efficient Boeing 737 aircraft continues to succeed across Europe despite external challenges and intense competition in all markets. The biggest cost challenge we faced last year was a substantial jump in our oil costs, which rose by over 30% to

approximately \$89 per barrel. Our fuel bill jumped by €1.25bn, and we needed a modest rise in airfares last year to pay these much higher oil prices. I'm pleased to report that our Hedging Team have already secured over 70% of our fuel for FY25 at an average price of approximately \$79 per barrel, which locks in a €450m fuel saving for FY25\*.

While the OTA Pirate boycott in December came as a surprise, particularly since we have spent the last decade trying to stop these OTA Pirates unlawfully scraping our website to overcharge consumers, we responded to that boycott with lower fares through December and January, which saw bookings recover, albeit at lower prices, as consumers switched to booking directly with us. We developed an "Approved OTA" solution which enables these OTAs to obtain a direct feed from the Ryanair.com website but only if they agree not to overcharge consumers or inflate Ryanair prices. These Approved OTAs are free to charge consumers a transparent fee for their services so consumers are free to decide whether they book through these Approved OTAs or directly via Ryanair.com. Our Approved OTA agreements guarantee that passengers will not be charged inflated prices, and Ryanair is provided with real customer contact and payment details so that we can communicate with passengers about vital pre-flight, and schedule change information, when necessary. We continue to campaign against those few remaining OTA Pirates



who refuse to sign our "Approved OTA" agreements solely because they wish to keep overcharging and scamming unsuspecting consumers, and we repeat our calls to consumer agencies and the European Commission to outlaw this OTA Pirate misselling and overcharging of consumers.

### The Environment

In FY24 we took delivery of 48 Boeing 737-8200 "Gamechanger" aircraft. Boeing delivery delays have left us approximately 20 aircraft short for peak Summer 2024, which has forced us to cut our traffic target from 205m to 200m in FY25. Our FY24 traffic was also impacted by delivery delays, although we did recover to deliver 183.7m passengers against our original target of 185m. We continue to work closely with Boeing and their new team in Seattle, led by Stephanie Pope, and we have agreed to take deliveries of Boeing 737 aircraft through the summer months of July, August and September and we hope that Boeing will deliver all 59 aircraft before the end of 2024. Our thoughts now turn to the 29 "Gamechanger" aircraft we are due to receive before Summer 2025, so that we can return to our planned 2025 traffic target of up to 215m guests.



FY25 TARGET OF

200M GUESTS

Adding to our "Gamechanger" fleet means we can carry 4% more passengers, but burn 16% less fuel while cutting noise emissions by 50%. Over the last year we

retrofitted winglets to 25% of our owned Boeing 737-800NG fleet of 409 aircraft. These winglets cut fuel and CO<sub>2</sub> by approximately 1.5% and lower noise by over 6%. They are an important investment to achieve our ambitious environmental goals.



SUPPLY AGREEMENT IN






Over the last year we signed more SAF supply agreements in Italy, Austria, Germany, the UK and Spain, and we have now secured 10% of our SAF requirements for 2030. Our target is to get to 12.5%, and we are confident that we can meet these ambitious targets.

We continue to campaign for EU ATC reform. Last year we suffered over 60 days of (mainly French) ATC strikes, which caused thousands of flight cancellations and delays for millions of Europe's citizens. These cancellations of overflights could be avoided through minimum service legislation which currently protects 100% of overflights in Spain, Italy and Greece. The EU Commission must insist that France protects 100% of overflights during national ATC strikes. Sadly, France continues to protect mainly French flights at the expense of overflights, which is an indefensible failure of Europe's single market. Commission President, Ursula von der Leyen, has failed to take action to defend the single market and we again call on her to do so. The solution is simple, protect overflights during national ATC strikes, as this would eliminate

# RATINGS:

MSCI





SUSTAINALYTICS

NO.1

RATED AIRLINE

IN EUROPE



CDP

2024	2023	2022
A	BBB	B
Scoring/Ranking: MSCI use a CCC – AAA scale.		
23.6	23.8	29.6
Scoring/Ranking: Sustainalytics use a 100 – 0 scale, with lower score being better.		
A-	B	B-
Scoring/Ranking: CDP use a F – A scale.		



Delivering our 2 million passenger petition to the European Commission in Brussels

the vast majority of flight cancellations during national ATC strikes.



## Over 2 million

signatures from frustrated customers

In recent months, we extended our SAF research partnership with Trinity College Dublin. This initiative has been running for 5 years and we are proud to extend our funding of Trinity's Sustainability Research Centre for a further 5 years to 2030. Ryanair believes that we can deliver low fare growth on new technology aircraft, while reducing fuel consumption, CO<sub>2</sub> emissions and our noise footprint. This combination of new technology aircraft, increased SAF supply, and effective ATC reform will allow Europe's airlines to reduce their already small CO<sub>2</sub> emissions (aviation accounts for only 2.5% of global CO<sub>2</sub> emissions). We must do more to cut the environmental impact of air travel, but we must also recognise that air travel is critical to European integration, freedom of movement, and to the development of vital tourism industries and jobs in the peripheral regions of Europe.

### Social

We continue to develop our Social Programmes. Last year we concluded multi-year pay agreements with most of our union partners and employee groups. We also recruited more than 4,000 new members to the Ryanair team through our 5 Group airlines, and promoted more than 2,000 aviation professionals which secures our high quality supply of talent through the airline. A significant development this year was the

expansion of our "Grad" Programme to other Group airlines, so that Buzz, Lauda Europe and Malta Air each hire graduate management trainees under a 2-year programme to develop our next generation of leaders. We now employ more than 60 graduates at various stages of our 2-year programme, and more than 30 grads over the last 2 years have been promoted into management positions across Group airlines.

This year we started development work on 2 new flight training centres in Madrid and Krakow, which will open over the next 24 months and will widen our ability to recruit and train high quality cabin crew and pilots, especially among Iberian and Central European citizens, in markets where we are growing strongly. It's important that we recruit and train new crew members who are citizens of these countries who will form our crew teams for the next decade of growth. We also launched a new Engineering Academy to train up to 1,000 apprentices p.a. as aircraft mechanics and engineers.







Extending our SAF research partnership - Trinity College Dublin, 2024.

## Fleet

Our fleet has grown over the last year to 590 aircraft by May 2024. The fleet currently comprises 410 Boeing 737-800NGs, 153 Boeing 737-8200 "Gamechanger's" and 27 A320 aircraft which are operated by Lauda Europe.



We still have almost 60 "Gamechanger" aircraft due to deliver from Boeing over the next 12 months. We will then gear up to take delivery our first new Boeing 737-MAX-10 aircraft in H1 2027.

While Boeing faced considerable production challenges last year, we believe that under the new Seattle management team, led by CEO Stephanie Pope, real progress is being made, and the backlog in Boeing 737 deliveries will be resolved over the next 12 months. We are working closely with Boeing suppliers in Wichita and with Boeing in Seattle to improve the quality and performance of their assembly line, while recovering delayed deliveries.

The Boeing 737-800NG aircraft, the "Gamechanger" and especially the Boeing 737-MAX-10, are revolutionary new technology which will enable us to carry up to 20% more passengers while burning 20% less fuel and substantially reducing both CO<sub>2</sub> and noise emissions as well.

## Balance Sheet & Shareholder Distributions

Over the last year we continued to strengthen our balance sheet as our airline faced challenges of wars in Ukraine and the Middle East, and much higher oil prices at a time when we face very substantial capex commitments for new aircraft deliveries and significant bond repayments.

Shareholders will recall that we have two substantial bond repayments due in September 2025 (€850m) and May 2026 (€1.2bn). We must continue to grow sensibly while funding our ambitious aircraft capex programme, generating sufficient cash to repay these bond debts, while at the same time funding affordable pay increases for our teams.

While the Boeing delivery delays temporarily inflated our year end cash balances, we closed the year in March with over €1.3bn in net cash. More than €600m of this was due to Boeing delivery delays, which we hope to receive (and pay for) later in 2024, as well as funding 29 Boeing 737-8200 deliveries in Spring 2025.

Since we operate in a capital intensive, cyclical business it's vital that we pay down debt, particularly as interest rates have risen dramatically over the last 12 months and pose a real challenge for many of our competitors. We have also committed to a modest dividend programme to reward shareholders for their support, particularly during Covid, when they funded a €400m share placing at a time when few, if any, airlines were able to raise equity in the markets.



We believe that the absence of significant aircraft deliveries over the next 2 years will enable us to deliver a share buyback programme of approximately €700m this year, and focus these buybacks to purchase and retire shares that are held by non-EU investors, primarily in the UK and the US. We continue to increase our EU shareholding which at March 2024 stood at just over 48%. We will be one of the few EU low cost airlines that will shortly be majority EU owned. We will continue to use our strong balance sheet to recruit and train more highly skilled aviation professionals, to deliver outstanding customer service, as we grow traffic over the next decade to 300m passengers. If we are able to generate surplus cash over the coming years we will continue to fund our ordinary dividend programme, which distributes 25% of prior year after tax profits, and we hope there will still be room for modest share buybacks (and/or special dividends) as long as profitability and a strong investment grade balance sheet can be maintained.

### Conclusion

We believe it is reasonable, subject to timely deliveries from Boeing, to target 200m passengers over the next 12 months. This will be a significant milestone as Ryanair will be the first European airline to ever carry more than 200m passengers in one year. Those 200m passengers will save approximately €5.5 billion compared to the high cost of flying with our competitor airlines\*, and we are confident that Ryanair will continue to play a leading role in uniting

Europe, delivering freedom for the citizens and visitors of Europe to fly, while stimulating tourism and job growth in the peripheral regions in Europe. We are determined to do so in the best interests of our passengers, our people, and our shareholders, and we hope that shareholders will continue to share this exciting journey with us.

Yours sincerely,

**Michael O'Leary**  
Group CEO

June 26, 2024

*\*For further details please refer to Appendix A*



# DIRECTORS' REPORT

**THE DIRECTORS PRESENT THEIR ANNUAL REPORT AND FINANCIAL STATEMENTS OF RYANAIR HOLDINGS PLC (“THE COMPANY”), INCORPORATED IN THE REPUBLIC OF IRELAND, AND ITS SUBSIDIARIES (WITH THE COMPANY AND THE SUBSIDIARIES BEING TOGETHER “RYANAIR GROUP” OR “THE GROUP”) FOR THE YEAR ENDED MARCH 31, 2024.**

## **Review of business activities and future developments in the business**

The Company operates a low fares/low-cost, short-haul airline group and plans to develop this activity by expanding its successful business model on new and existing routes. Information on the Company is set out on [pages 87 to 114](#). A review of the Company’s operations for the year is set out on [pages 114 to 122](#).

## **Results for the year**

Results for the year are set out in the consolidated income statement on [page 171](#).

## **Principal risks and uncertainties**

Details of the principal risks and uncertainties are on [pages 67 to 86](#).

## **Key performance indicators**

The key performance indicators are set out on [pages 66; pages 87 to 114; pages 114 to 122](#).

## **Financial risk management**

Details of the Group’s financial risk management policies and exposures are set out in Note 11 on [pages 193 to 211](#).

## **Share capital**

The number of ordinary shares in issue at March 31, 2024 was 1,140,045,528 (2023: 1,138,674,528; and 2022: 1,134,528,528). Details of the classes of shares in issue and the related rights and obligations are set out in Note 14 on [pages 215 to 217](#).

## **Accounting records**

The Directors believe that they have complied with the requirements of Section 281 to 285 of the Companies Act 2014 with regard to adequate accounting records by employing financial personnel with appropriate expertise and by providing adequate resources to the financial function. The accounting records of the Company are maintained at its registered office, Airside Business Park, Swords, Co. Dublin, K67 NY94, Ireland.

## **Company information**

The Company was incorporated on August 23, 1996 with a registered number of 249885. It is domiciled in the Republic of Ireland and has its registered office at Airside Business Park, Swords, Co. Dublin, K67 NY94, Ireland. It is a public limited company and operates under the laws of Ireland.

## **People**

At March 31, 2024, the Company had a team of over 27,000 highly skilled aviation professionals.

### Substantial interests in share capital

Details of substantial interests in the share capital of the Company, which represent over 3% of the issued share capital, are set out on [page 131](#). At March 31, 2024 the free float in shares was 96%.

### Directors and Company Secretary

The names of Directors who served during fiscal year 2024 are: Eamonn Brennan; Róisín Brennan; Michael Cawley; Emer Daly; Geoff Doherty; Bertrand Grabowski; Elisabeth Köstinger; Stan McCarthy; Howard Millar; Dick Milliken; Roberta Neri; Anne Nolan; Mike O'Brien; Michael O'Leary; and Louise Phelan.

Bertrand Grabowski and Roberta Neri were appointed in October 2023 and February 2024, respectively. Dick Milliken retired from the Board in September 2023. Michael Cawley and Louise Phelan retired from the Board in June 2024. Jinane Laghrari Laabi and Amber Rudd have been appointed to the Board from July 1, 2024.

Juliusz Komorek served as Company Secretary. Details of the appointment and re-election of Directors are on [page 19](#).

### Interests of Directors

The beneficial interests as at March 31, 2024, 2023 and 2022 of the Directors in office at March 31, 2024 in the share capital of the Company are as follows:

No. of Shares at March 31			
	2024	2023	2022
Eamonn Brennan	7,327	n/a	n/a
Róisín Brennan	4,000	4,000	4,000
Michael Cawley	756,198	756,198	756,198
Emer Daly	6,840	6,840	6,840
Geoff Doherty	50,700	50,700	50,700
Bertrand Grabowski	—	n/a	n/a
Elisabeth Köstinger	—	n/a	n/a
Stan McCarthy	10,000	10,000	10,000
Howard Millar	500,000	500,000	500,000
Roberta Neri	—	n/a	n/a
Anne Nolan	9,018	—	n/a
Mike O'Brien	4,405	4,405	4,405
Michael O'Leary	44,099,892	44,096,725	44,096,725
Louise Phelan	60,000	60,000	60,000



The share options and LTIP shares granted to each Director in office at the end of fiscal years 2024, 2023 and 2022 were as follows:

No. of share options & LTIP shares at March 31						
	2024		2023		2022	
	Options	LTIP	Options	LTIP	Options	LTIP
Eamonn Brennan	—	3,984	n/a	n/a	n/a	n/a
Róisín Brennan	50,000	3,984	50,000	—	50,000	—
Michael Cawley	50,000	3,984	50,000	—	50,000	—
Emer Daly	50,000	3,984	50,000	—	50,000	—
Geoff Doherty	—	3,984	—	—	—	—
Bertrand Grabowski	—	—	n/a	n/a	n/a	n/a
Elisabeth Köstinger	—	3,984	n/a	n/a	n/a	n/a
Stan McCarthy	50,000	3,984	50,000	—	50,000	—
Howard Millar	50,000	3,984	50,000	—	50,000	—
Roberta Neri	—	—	n/a	n/a	n/a	n/a
Anne Nolan	—	3,984	—	—	n/a	n/a
Mike O'Brien	50,000	3,984	50,000	—	50,000	—
Michael O'Leary	10,000,000	—	10,000,000	—	12,500,000	—
Louise Phelan	50,000	3,984	50,000	—	50,000	—

#### Directors' and Senior Executives' remuneration

The Company's policy on Senior Executive remuneration is to reward its Executives competitively, having regard to the comparative marketplace in Europe, in order to ensure that they are motivated to perform in the best interests of the shareholders. Details of remuneration paid to key management personnel (defined as including each Director, whether executive or otherwise, of the Group, as well as the Executive team reporting to the Board of Directors) is set out in Note 26 on [pages 227 and 228](#). Details of total remuneration paid to the Directors is set out in Note 18 on [pages 221 and 222](#).

#### Executive Director's service contract

Mr. O'Leary is contracted as Group CEO until the end of July 2028 and is subject to a covenant not to compete with the Group within the EU for a period of 12 months after the termination of his employment. Mr. O'Leary's employment agreement does not contain provisions providing for compensation on its termination.

#### Dividend policy

Details of the Company's dividend policy are disclosed on [page 134](#).

An interim dividend of €0.175 per share was paid in February 2024. The Board is recommending the payment of a final dividend of €0.178 per share, subject to AGM approval, in September 2024.

## Share buybacks

There were no share buybacks in the year ended March 31, 2024 (2023: nil). Subsequent to the year-end the Board approved a €700m share buyback programme which commenced on May 21, 2024.

## Directors' Compliance Statement

The Company complies with its relevant obligations (as defined in the Companies Act 2014). The Directors have drawn up a compliance policy statement (as defined in section 225(3)(a) of the Companies Act 2014) and appropriate arrangements and structures are in place that are, in the Directors' opinion, designed to secure material compliance with the Company's relevant obligations. The Directors confirm that these arrangements and structures were reviewed during the financial year.

As required by Section 225(2) of the Companies Act 2014, the Directors acknowledge that they are responsible for the Company's compliance with the relevant obligations. In discharging their responsibilities under Section 225, the Directors relied on the advice both of persons employed by the Company and of persons retained by the Company under contract, who they believe have the requisite knowledge and experience to advise the Company on compliance with its relevant obligations.

## Relevant audit information

The Directors believe that they have taken all steps necessary to make themselves aware of any relevant audit information and have established that the Company's statutory auditors are aware of that information. In so far as they are aware, there is no relevant audit information of which the Group's statutory auditors are unaware.

## Accountability and audit

The Directors have set out their responsibility for the preparation of the financial statements on [page 57](#). They have also considered the going concern position of the Company and their conclusion is set out on [page 33](#).

The Board established an Audit Committee whose principal tasks are to consider financial reporting and internal control issues. The Audit Committee, which consists exclusively of independent Non-Executive Directors, meets at least quarterly to review the financial statements of the Company, to consider internal control procedures and to liaise with internal and external auditors. In the year ended March 31, 2024 the Audit Committee met on 5 occasions. At least quarterly, the Audit Committee receives an extensive report from the Head of Internal Audit detailing the reviews performed in the year to date. This report is used by the Audit Committee and the Board of Directors, as a basis for determining the effectiveness of internal control and identifying emerging risks. They also receive an enterprise risk assessment of the Group twice a year. The Audit Committee regularly considers the performance of internal audit and how best financial reporting and internal control principles should be applied.

In addition, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the external auditor. The Audit Committee pre-approves all audit and permissible non-audit services provided by the external auditor.

## Social, ethical report (Non-Financial Statement)

Ryanair complies with the European Union (Disclosure of Non-Financial and Diversity information by certain large undertakings and groups) Regulations 2017. The table below is designed to help stakeholders navigate to the relevant sections in this Annual Report and public documents and policies published on our website (<https://investor.ryanair.com/>) to understand the Group's approach to these non-financial statements.

Reporting Requirement	Governing Policies	Risk Management and Additional Information
Environmental Matters	2024 Sustainability Report – 'Aviation with Purpose'	Environmental and social report – <a href="#">pages 35 to 39</a> . Environmental regulation – <a href="#">pages 110 to 112</a> .  Taskforce on Climate-related Financial Disclosures – 2024 Sustainability Report – 'Aviation with Purpose' – <a href="#">pages 60 to 65</a> . ( <a href="https://corporate.ryanair.com/sustainability/">https://corporate.ryanair.com/sustainability/</a> ).
Social and Employee Matters	Code of Business Conduct and Ethics – 2024  Freedom of Association Policy – 2021  Charities and Partners	Code of Business Conduct and Ethics – <a href="#">page 27</a> .  Staff and labor relations – <a href="#">pages 130 to 131</a> .  <a href="https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair_Freedom-of-Association-Policy.pdf">https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair_Freedom-of-Association-Policy.pdf</a>  <a href="https://corporate.ryanair.com/about-us/giving-back/">https://corporate.ryanair.com/about-us/giving-back/</a>
Respect for Human Rights	Non-Discrimination Policy – 2021	<a href="https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair_Non-Discrimination-Policy.pdf">https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair_Non-Discrimination-Policy.pdf</a>
Bribery and Corruption	Anti-Bribery & Corruption Policy – 2022	<a href="https://investor.ryanair.com/wp-content/uploads/2022/02/Ryanair-Holdings-plc-Anti-Bribery-Anti-Corruption-Policy-2022.pdf">https://investor.ryanair.com/wp-content/uploads/2022/02/Ryanair-Holdings-plc-Anti-Bribery-Anti-Corruption-Policy-2022.pdf</a>
Diversity	Inclusion, Diversity & Equality  Non-Discrimination Policy – 2021	Diversity – <a href="#">page 22</a> .

Principal risks and impact on business activity are described under Risk Factors in [pages 67 to 86](#).

Our business model is described within this report under the Review of business activities and future developments in the business section on [page 9](#).

Non-financial Key Performance Indicators ("KPIs") are disclosed within the Sustainability Accounting Standards Board Disclosures - 2024 Sustainability Report – 'Aviation with Purpose' – [page 38](#), which is available on the Company's website, <https://corporate.ryanair.com/sustainability/>.

### Air safety & security

Commitment to air safety and security is a priority of the Company. See [page 98](#) for details.

### Critical accounting policies

Details of the Company's critical accounting policies are set out on [pages 177 to 178](#).



### **Subsidiary companies**

Details of the principal subsidiary undertakings are disclosed in Note 26 on [pages 227 and 228](#).

### **Political contributions**

During the fiscal years ended March 31, 2024, 2023 and 2022 the Company made no political contributions which require disclosure under the Electoral Act, 1997.

### **Corporate Governance Report**

The Corporate Governance Report on [pages 15 to 34](#) forms part of the Directors' Report.

### **Post balance sheet events**

Details of significant post balance sheet events are set out in Note 25 to the consolidated financial statements on [page 227](#).

### **Auditors**

The auditor, PricewaterhouseCoopers ("PwC"), who were appointed in fiscal year 2023, will continue in office in accordance with the provisions of Section 383(2) of the Companies Act 2014.

As required under Section 381(1)(b) of the Companies Act 2014, a resolution authorising the Directors to determine the remuneration of the auditor will be proposed at the 2024 AGM.

### **Annual General Meeting**

The Annual General Meeting will be held at 9.00a.m. on September 12, 2024 in the Ryanair Engineering Centre, 230/240 Lakeshore Drive, Airside Business Park, Swords, Co. Dublin, K67 XF79, Ireland.

On behalf of the Board

**Stan McCarthy**  
Chairman

**Michael O'Leary**  
Group CEO

June 26, 2024

# CORPORATE GOVERNANCE REPORT

**RYANAIR HAS ITS PRIMARY LISTING ON EURONEXT DUBLIN AND ITS AMERICAN DEPOSITARY SHARES ARE LISTED ON THE NASDAQ. THE DIRECTORS ARE COMMITTED TO MAINTAINING THE HIGHEST STANDARDS OF CORPORATE GOVERNANCE AND THIS STATEMENT DESCRIBES HOW RYANAIR HAS APPLIED THE MAIN AND SUPPORTING PRINCIPLES OF THE 2018 UK CORPORATE GOVERNANCE CODE (THE “2018 CODE”), THE VERSION OF THE CODE IN FORCE DURING THE YEAR ENDED MARCH 31, 2024. THIS REPORT ALSO COVERS THE DISCLOSURE REQUIREMENTS SET OUT IN THE IRISH CORPORATE GOVERNANCE ANNEX TO THE LISTING RULES OF EURONEXT DUBLIN, WHICH SUPPLEMENTS THE 2018 CODE WITH ADDITIONAL CORPORATE GOVERNANCE PROVISIONS AND IS ALSO APPLICABLE TO RYANAIR.**



A copy of the 2018 Code can be obtained from the Financial Reporting Council's website: [www.frc.org.uk](http://www.frc.org.uk)

The Irish Corporate Governance Annex is available on Euronext Dublin's website: [www.euronext.com](http://www.euronext.com)

## **The Board of Directors (“the Board”):**

### **Roles**

The Board of Ryanair is responsible for the leadership, strategic direction and oversight of management of the Group. The Board's primary focus is on strategy formulation, policy and control. It has a formal schedule of matters specifically reserved to it for its attention, including matters such as approval of the annual budget, large capital expenditure, and key strategic decisions.

Other matters reserved to the Board include treasury policy and procedures, internal control, audit and risk management, ESG, remuneration of the Executive Director and Senior Management and corporate governance. The Board has delegated responsibility for the management of the Group to the Group CEO and the Senior Management team. There is a clear division of responsibilities between the Chairman and the Group CEO, which is set out in writing and has been approved by the Board.

### **Chairman**

Stan McCarthy has served as the Chairman of the Board since June 2020, having served as Deputy Chairman from April 2019. He was appointed a Director in May 2017. The Chairman's primary responsibility is to lead the Board, to ensure that it has a common purpose, is effective as a group and at individual Director level, and that it upholds and promotes high standards of integrity and corporate governance. He ensures that Board agendas cover the key strategic issues confronting the Group; that the Board reviews and approves management's plans for the Group; and that Directors receive accurate, timely, clear and relevant information.

The Chairman is the link between the Board and the Company. He is specifically responsible for establishing and maintaining an effective working relationship with the Group CEO, for ensuring effective and appropriate communications with shareholders and for ensuring that members of the Board develop and maintain an understanding of the views of shareholders.

While Stan McCarthy holds a small number of other directorships (see [page 123](#)), the Board considers that these do not interfere with the discharge of his duties to Ryanair.

### **Senior Independent Director**

The Board appointed Róisín Brennan as the Senior Independent Director ("SID") with effect from April 2024, a role previously held by Louise Phelan. The SID 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**

At March 31, 2024 the Board consisted of one Executive, a Non-Executive Chairman and 12 Non-Executive Directors ("NEDs") and approximately 43% of the Board were women. Following the retirement of Michael Cawley and Louise Phelan (both in June 2024) and the appointments of Jinane Laghrari Laabi and Amber Rudd (both from July 1, 2024) the gender split is 50:50. 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. The composition of the Board and the principal Board Committees are set out below. Biographies of the Directors are available on [pages 123 to 124](#). 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) (i)**

Independent: Yes  
Years: 7  
Citizenship: Irish/US  
Committee:  
**E** Executive  
**N** Nomination (Chair)

**RÓISÍN BRENNAN (NON EXEC SID)**

Independent: Yes  
Years: 6  
Citizenship: Irish  
Committee:  
**E** Executive  
**R** Remuneration

**EAMONN BRENNAN (NON EXEC) (ii)**

Independent: Yes  
Years: 1  
Citizenship: Irish  
Committee:  
**R** Remuneration (Chair)  
**S** Safety & Security

**MICHAEL CAWLEY (NON EXEC) (iii)**

Independent: Yes  
Years: 10  
Citizenship: Irish  
Committee:  
N/A

**EMER DALY (NON EXEC)**

Independent: Yes  
Years: 6  
Citizenship: Irish  
Committee:  
**A** Audit

**GEOFF DOHERTY (NON EXEC)**

Independent: Yes  
Years: 3  
Citizenship: Irish  
Committee:  
**A** Audit (Chair)

**BERTRAND GRABOWSKI (NON EXEC) (iv)**

Independent: Yes  
Years: <1  
Citizenship: French  
Committee:  
**A** Audit

**ELISABETH KÖSTINGER (NON EXEC) (ii)**

Independent: Yes  
Years: 1  
Citizenship: Austrian  
Committee:  
**N** Nomination

**JINANE LAGHRARI LAABI (NON EXEC) (v)**

Independent: Yes  
Years: <1  
Citizenship: Moroccan  
Committee:  
**N** Nomination

**HOWARD MILLAR (NON EXEC)**

Independent: Yes  
Years: 9  
Citizenship: Irish  
Committee:  
**E** Executive (Chair)  
**N** Nomination

**ROBERTA NERI (NON EXEC) (vi)**

Independent: Yes  
Years: <1  
Citizenship: Italian  
Committee:  
**R** Remuneration

**ANNE NOLAN (NON EXEC)**

Independent: Yes  
Years: 1  
Citizenship: Irish  
Committee:  
**N** Nomination

**MIKE O'BRIEN (NON EXEC)**

Independent: Yes  
Years: 8  
Citizenship: Irish  
Committee:  
**S** Safety & Security (Co-Chair)

**MICHAEL O'LEARY (EXEC)**

Independent: No  
Years: 28  
Citizenship: Irish  
Committee:  
**E** Executive

**LOUISE PHELAN (NON EXEC) (iii)**

Independent: Yes  
Years: 11  
Citizenship: Irish  
Committee:  
N/A

**AMBER RUDD (NON EXEC) (v)**

Independent: Yes  
Years: <1  
Citizenship: UK  
Committee:  
**R** Remuneration

**JULIUSZ KOMOREK (CO. SECRETARY)**

Years: 15  
Citizenship: Polish

- i. Independence assessed on appointment.  
ii. Appointed to the Board effective April 2023.  
iii. Retired from the Board in June 2024.  
iv. Appointed to the Board effective October 2023.  
v. Appointed to the Board effective July 2024.  
vi. Appointed to the Board effective February 2024.



## Summary of Director Competencies

	Aviation & Transport (1)	Accounting, Internal Control & Financial Expertise <sup>(2)</sup>	Safety & Sustainability (incl. climate) (3)	Talent Mgt. <sup>(4)</sup>	Consumer <sup>(5)</sup>	Gov. & Reg. Relations <sup>(6)</sup>	Governance <sup>(7)</sup>	Supply Chain Mgt. <sup>(8)</sup>	IT/Data/ Cyber/ Digital Marketing
Stan McCarthy	▲	▲	▲	▲	▲		▲	▲	
Róisín Brennan	▲	▲	▲	▲	▲	▲	▲		
Eamonn Brennan	▲	▲	▲	▲		▲	▲		
Michael Cawley	▲	▲	▲	▲	▲	▲	▲	▲	▲
Emer Daly	▲	▲		▲	▲	▲	▲		
Geoff Doherty	▲	▲	▲	▲	▲		▲	▲	▲
Bertrand Grabowski	▲	▲		▲		▲	▲		
Elisabeth Köstinger	▲		▲	▲		▲	▲		▲
Jinane Laghrari Laabi		▲		▲		▲	▲	▲	
Howard Millar	▲	▲	▲	▲	▲	▲	▲	▲	▲
Roberta Neri	▲	▲	▲	▲	▲	▲	▲		
Anne Nolan	▲		▲	▲		▲	▲		
Mike O'Brien	▲		▲	▲		▲	▲		
Michael O'Leary	▲	▲	▲	▲	▲	▲	▲	▲	▲
Louise Phelan	▲		▲	▲	▲	▲	▲	▲	▲
Amber Rudd		▲	▲	▲		▲	▲	▲	

1 Current/previous experience in the aviation or the wider transport industry

2 Qualified Accountant or extensive financial and audit experience

3 Understanding of the risks, impacts and opportunities of climate change and aviation operational safety & security

4 Experience of industrial relations, employment law, talent attraction & retention or other staff issues

5 Experience of working in a consumer facing business and/or developing products or services for consumers

6 Experience of regulatory affairs and public policy

7 Experience of working in and managing an entity in a highly regulated industry

8 Experience of sourcing, logistics and procurement

## Appointment

Directors are appointed following selection by the Nomination Committee ("Nomco") and approval by the Board and must be elected by the shareholders at the following AGM. The focus of the Board, through Nomco, 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, geographic and ethnic 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 on [page 17](#), with the exception of Michael Cawley and Louise Phelan who retired in June 2024, will be offering themselves for re-election at the AGM on September 12, 2024.

Geoff Doherty is Chair of the Audit Committee, Stan McCarthy is Chair of Nomco, and Róisín Brennan is Chair of the Remuneration Committee ("Remco"), although Eamonn Brennan will take over as Remco Chair from July 1, 2024 to allow Róisín Brennan to focus on her SID role.

Senior Management regularly brief the Board, including new members, in relation to operational, financial, ESG and strategic issues concerning the Ryanair Group. The Board also has direct access to Senior Management, as required, in relation to any queries they have concerning the operation of the Company. The terms and conditions of appointment of NEDs 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 AGM of the Company.

## Other Relevant Factors

Certain Non-Executive Directors hold share options over a small quantity of shares as set out in the Directors' Report. 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 typically 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. Further to the above, and 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 affords Ryanair's shareholders an annual opportunity to vote on the suitability of each Director.

Nomco have confirmed to the Board that it considers all NEDs offering themselves for re-election at the 2024 AGM to be independent and that they continue to effectively contribute to the work of the Board. Nomco 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 members of Senior Management with a particular focus on ensuring NEDs are fully informed on issues of relevance to Ryanair and its operations. Extensive papers on key business issues are provided to 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 NEDs.



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 NEDs 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 NEDs, 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 NEDs 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 NEDs.

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
<b>H. Millar</b> NED	Served as Deputy CEO & CFO of Ryanair from 2003 to 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
<b>M. O'Brien</b> NED	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

### Meetings

The Board meets at least quarterly and in the year to March 31, 2024 the Board convened meetings on 8 occasions. Individual attendance at these meetings is set out in the table on [page 27](#). Detailed Board papers are circulated in advance so that Board members have adequate time and information to be able to participate fully at the meeting.

The holding of detailed Board meetings and the fact that many matters require Board approval, demonstrates that the running of the Company is firmly in the hands of the Board. The NEDs meet periodically without Executives being present. Led by the SID, the NEDs meet without the Chairman present at least annually to appraise the Chairman's performance and on such other occasions as are deemed appropriate.

### Remuneration

Details of remuneration paid to the Directors are set out in Note 18 on [pages 221 and 222](#). Also, please see the Report of the Remuneration Committee on Directors' Remuneration on [pages 47 to 56](#).

### Non-Executive Directors

NEDs are remunerated primarily by way of Directors' fees, supplemented by occasional grants of non-performance ordinary shares (under LTIP 2019). Details are disclosed in the in Note 18(b) on [page 222](#).

## Executive Director Remuneration

The Group CEO is the only Executive Director on the Board. In addition to his base salary he was eligible for a performance bonus of up to 50% of base salary in fiscal year 2024 dependent upon the achievement of certain ambitious performance targets. It is considered that the significant shareholding of the Group CEO as well as (unvested) share options granted (awarded as part of his contract of employment to July 2028), acts to align his interests with those of shareholders and gives him a keen incentive to perform to the highest levels. Full details of the Executive Director's remuneration are set out in Note 18(a) on [page 221](#).

## Share Ownership and Dealing

Details of the Directors' interests in Ryanair shares are set out in the Directors' Report on [pages 10 and 11](#).

The Board has adopted a code of dealing in securities of Ryanair Holdings plc, to ensure compliance with the Listing Rules of Euronext Dublin, applicable to transactions in Ryanair shares, debt instruments, derivatives or other financial instruments by persons discharging managerial responsibilities ("PDMRs") (e.g., Directors), persons closely associated with persons discharging managerial responsibilities ("PCAs") and relevant Company employees (together, "Covered Persons"). The code of dealing also includes provisions which are intended to ensure compliance with U.S. securities laws and regulations of the NASDAQ National market. Under the code of dealing, Covered Persons are required to notify the Company and in the case of PDMRs and PCAs only, the Central Bank, of any transaction conducted on their own account in Ryanair shares, debt instruments, derivatives or other financial instruments. Directors are also required to obtain clearance from the Chairman or Group CEO (or other person designated for such purpose) before undertaking such transactions, whilst Covered Persons who are not Directors must obtain clearance from designated Senior Management. Covered Persons are prohibited from undertaking such transactions during Closed Periods as defined by the code of dealing and at any time during which the individual is in possession of inside information (as defined in the EU Market Abuse Regulation (596/2014)).

## Board Succession and Structure

The Board plans for its own succession with guidance from Nomco. Nomco regularly reviews the structure, size and composition (including the skills, knowledge and experience) required of 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. Nomco, recognising the benefits of diversity (including gender, geographic and ethnic diversity), identifies and selects candidates on merit against objective criteria, to ensure that the Board has the skills, knowledge and expertise required. Nomco has access to external advisors/recruiters as required and seeks such assistance (as necessary) to assist with Board succession planning.

During fiscal year 2024, Eamonn Brennan (April 2023), Elisabeth Köstinger (April 2023), Bertrand Grabowski (October 2023) and Roberta Neri (February 2024) joined the Board as NEDs. Jinane Laghrari Laabi and Amber Rudd were recently appointed to the Board effective July 1, 2024. Having successfully overseen the rotation of external auditors from KPMG to PwC during fiscal year 2023, Dick Milliken retired from the Board in September 2023. Both Michael Cawley and Louise Phelan retired from the Board in late June 2024.

Succession planning (for both Board refreshment and Senior Management) is typically an agenda item at each Nomco meeting and most Board meetings.

The Chairman recently refreshed the membership of Board Committees as set out in the table below (effective July 1, 2024):

	Audit	Nomco	Remco	Safety & Security	ExecCo
<b>Stan McCarthy (Chair)</b>		Chair			Member
<b>Róisín Brennan (SID)</b>			Member		Member
<b>Eamonn Brennan</b>			Chair	Member	
<b>Emer Daly</b>	Member				
<b>Geoff Doherty</b>	Chair				
<b>Bertrand Grabowski</b>	Member				
<b>Elisabeth Köstinger</b>		Member			
<b>Jinane Laghrari Laabi</b>		Member			
<b>Howard Millar</b>		Member			Chair
<b>Roberta Neri</b>			Member		
<b>Anne Nolan</b>		Member			
<b>Mike O'Brien</b>				Co-Chair	
<b>Michael O'Leary (CEO)</b>					Member
<b>Amber Rudd</b>			Member		

As at March 31, 2024, the Board comprised 14 Directors as set out on [page 10](#). The Group CEO is the only Executive Director. Biographies of Directors are set out on [pages 123 to 124](#). 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 NEDs 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 endeavours to maintain the quality and independence of its Board.

### Diversity

The Board is supportive of the target that women should represent 33% of boards (as set out in the Irish Government's "Balance for Better Business" initiative). At March 31, 2024, approximately 43% of the Board were women and, at July 1, 2024 the gender split is 50:50. Diversity is a key criterion 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, ethnic, religious or social beliefs, sexual orientation, disability or any other factors.

For further details, please refer to the Gender, Diversity & Inclusion section within the 2024 Sustainability Report – 'Aviation with Purpose' (page 26 <https://corporate.ryanair.com/sustainability/>) and our 2021 Non-Discrimination Policy ([https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair\\_Non-Discrimination-Policy.pdf](https://investor.ryanair.com/wp-content/uploads/2021/12/Ryanair_Non-Discrimination-Policy.pdf)).



## Workforce Engagement

Eamonn Brennan is Ryanair's NED 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 NEDs who are independent for the purposes of the listing rules of the NASDAQ and the U.S. federal securities laws: Geoff Doherty (Chair), Emer Daly and Bertrand Grabowski (from October 2023). Róisín Brennan served as a member of the Audit Committee until March 31, 2024. The Board has determined that Geoff Doherty is the Committee's financial expert. It can be seen from the Directors' biographies appearing on [pages 123 to 124](#), 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 5 times during the year ended March 31, 2024. Individual attendance at these meetings is set out in the table on [page 27](#). 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 Senior Management being present. The Head of Internal Audit has direct access to the Committee Chair at all times.

#### Summary of the role of the Audit Committee:

The role and responsibilities of the Committee are set out in its written terms of reference, which are available on the Company's website at <https://investor.ryanair.com>, and include:

- Monitoring the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance, profit guidance and reviewing significant financial reporting judgements contained therein;
- Considering significant issues in relation to the financial statements, having regard to matters communicated to it by the auditors;
- Reviewing the interim and annual financial statements, Annual Report and Form 20-F before submission to the Board including advising the Board whether, taken as a whole, the content of the Annual Report and Form 20-F is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;
- Reviewing the effectiveness of the Group's internal financial controls and risk management systems;
- Monitoring and reviewing the effectiveness of the Group's Internal Audit function;
- Considering and making recommendations to the Board in relation to the appointment, reappointment and removal of the external auditors and approving their terms of engagement;
- Reviewing with the external auditors the plans for and scope of each annual audit, the audit procedures to be utilized and the results of the audit;
- Approving the remuneration of the external auditors, in particular ensuring that the pre-approval of non-audit services pertains only to those services deemed permissible under relevant Irish and U.S. independence rules;
- Assessing annually the independence and objectivity of the external auditors and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements and the relationship with the external auditors as a whole, including the provision of any non-audit services;
- Reviewing the Group's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and ensuring that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action; and
- Reviewing the terms of reference of the Committee annually.

These responsibilities of the Committee are discharged in the following ways:

- The Committee reviews the interim and Annual Reports as well as any formal announcements relating to the financial statements and guidance before submission to the Board. The review focuses particularly on any changes in accounting policy and practices, major judgmental areas and compliance with stock exchange, legal and regulatory requirements. The Committee receives reports from the external auditors identifying any accounting or judgmental issues requiring its attention;
- The Committee also meets with management and the external auditors to review the Annual Report and Form 20-F, which is filed annually with the Irish Companies Office and with the United States Securities and Exchange Commission respectively;
- The Committee regularly reviews risk management reports completed by management;
- The Committee conducts an annual assessment of the operation of the Group's system of internal control based on a detailed review carried out by the internal audit function. The results of this assessment are reviewed by the Committee and are reported to the Board;
- The Committee makes recommendations to the Board in relation to the appointment of the external auditor;
- Each year, the Committee meets with the external auditor and reviews their procedures and the safeguards which have been put in place to ensure their objectivity and independence in accordance with regulatory and professional requirements;
- The Committee reviews and approves the external audit plan and the findings from the external audit of the financial statements;
- The Committee receives reports from the Head of Internal Audit detailing the reviews performed during the year and a risk assessment (including a semi-annual Enterprise Risk Management Register) of the Company;
- The Committee has a process in place to ensure the independence of the external auditor is not compromised, which includes monitoring the nature and extent of services provided by the external auditor through its annual review of fees paid to the external auditor for audit and non-audit services. Pre-approval from the Committee is required for all non-audit services to be provided by the external auditor. The Committee's review process is fully compliant with EU Audit Reform legislation. Only those services deemed permissible under Statutory Instrument No. 312 of 2016 and U.S. SEC rules, may be provided by the external auditor. Accordingly, the external auditor is permitted to provide non-audit services that are not, or not perceived to be, in conflict with auditor independence, provided it has the skill, experience, competency and integrity to perform the work, and is considered by the Committee to be the most appropriate party to provide such services in the best interests of the Company; and
- The Committee receives presentations in areas such as ESG, treasury and taxation, technical accounting and controls, information systems and security (including cyber security) in relation to the Group.

In addition, the Committee was requested by the Board to consider whether the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. In doing so, the Committee considered whether the financial statements are consistent with the Chairman's Report, the Group CEO's Report and operating and financial information elsewhere in the Annual Report.

In considering the fairness, balance and understandability of the Annual Report, the Committee had regard to the significant issues considered by the Committee in relation to the financial statements, set out below. Each of these significant issues was addressed in the report received from the external auditor and was discussed with management and the external auditor.

The Committee reported to the Board its conclusion that the Annual Report, taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Significant issues considered by the Committee in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditors:

- On [pages 177 to 178](#), the critical accounting policy for long lived assets is disclosed. There is a detailed description of the matters of estimate and the judgmental issues arising from the application of the Company's policy for accounting for such assets and how the Company dealt with these. The Audit Committee had detailed discussions with management around its conclusions in relation to the expected useful lives of the assets and the expected residual value of the assets. In particular, the Audit Committee considered manufacturers' recommendations, expert valuation analysis and other available marketplace information in respect of the expected useful and residual lives of the assets. The Committee agreed with management's approach and conclusions in relation to the accounting for long lived assets;
- In considering management's assessment of the Group's ability to continue as a going concern, the Committee had regard to available sources of finance including access to the capital markets, sale & leaseback transactions, secured debt structures, gross cash of approximately €4.1bn at March 31, 2024, €260m undrawn funds under the Group's Revolving Credit Facility at March 31, 2024 and the sensitivity to changes in these items. The Committee considered the Group's cash generation projections over the next three years to the end of fiscal year 2027. On the basis of the review performed, and the discussions held with management, the Committee was satisfied that it was appropriate that the financial statements should continue to be prepared on a going concern basis, and that there were no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern which need to be disclosed in the Annual Report. Please also refer to the Company's Viability Statement on [pages 33 and 34](#).

The Audit Committee also had detailed discussions with management concerning the judgements involved in:

- i. the preparation and issuance of a Class 1 Circular pertaining to the proposed purchase of up to 300 Boeing 737-MAX-10 aircraft;
- ii. determining the level of passenger demand and its corresponding impact on the flight schedules for fiscal year 2025, which has an impact on the effectiveness of the Company's jet-fuel hedges; and
- iii. the timing of future payments for aircraft purchases that are dependent on the aircraft manufacturer's ability to meet forecast aircraft delivery schedules, which can impact on the effectiveness of the Company's hedges of future aircraft purchases.

The Committee considered the requirements under section 225 of the Irish Companies Act 2014 in relation to the Directors' Compliance Statement which applied to the Company for the year ended March 31, 2024 and has ensured that the Directors are aware of their responsibilities and fully comply with this provision.

In addition, the Committee completed an evaluation of the external audit process. The Committee considered a range of factors including the quality of service provided, the specialist expertise of the external auditor (PwC), the level of audit fees and independence. The Committee have evaluated the work completed by the external auditor in the year to March 31, 2024, taking into account the fees paid to PwC, and are satisfied with their effectiveness, objectivity and their independence.

The Committee typically meets the external auditors up to 4 times per year. At these meetings:

- The external audit plan is considered and approved;
- The interim and annual results are considered and are recommended to the Board for approval, following consideration of the significant issues relating to these matters, having regard to matters communicated to the Audit Committee by the external auditors;
- The Annual Report and Form 20-F, which is filed annually with the United States Securities and Exchange Commission and Euronext Dublin is considered and recommended to the Board for approval;
- The procedures and safeguards which the external auditors have put in place to ensure their objectivity and independence in accordance with regulatory and professional requirements are reviewed;
- The letters of engagement and representation are reviewed; and



- The fees paid to the external auditor for audit and non-audit work are reviewed, to ensure that the fee levels are appropriate, and that audit independence is not compromised through the level of non-audit fees and the nature of non-audit work carried out by the external auditor. The Committee's policy is to expressly pre-approve every engagement of Ryanair's external auditor for all audit and non-audit services provided to the Company. Only those services deemed permissible under Statutory Instrument No. 312 of 2016 and U.S. SEC rules may be provided by the external auditor.

The auditor, PricewaterhouseCoopers ("PwC"), who were appointed in fiscal year 2023, will continue in office in accordance with the provisions of Section 383(2) of the Companies Act 2014. As required under Section 381(1)(b) of the Companies Act 2014, a resolution authorising the Directors to determine the remuneration of the auditor will be proposed at the 2024 AGM.

## 2. EXECUTIVE COMMITTEE ("ExecCo")

The Executive Committee can exercise the powers exercisable by the full Board of Directors in circumstances in which action by the Board of Directors is required but it is impracticable to convene a meeting of the full Board of Directors. Howard Millar (Chair), Róisín Brennan, Stan McCarthy and Michael O'Leary are the members of ExecCo. Michael Cawley and Louise Phelan (Chair throughout fiscal year 2024) were members of ExecCo throughout fiscal year 2024 and until their retirement from the Board in June 2024.

## 3. NOMINATION COMMITTEE ("Nomco")

Stan McCarthy (Chair), Elisabeth Köstinger, Howard Millar, Anne Nolan and Jinane Laghrari Laabi (from July 1, 2024) are the members of Nomco. Louise Phelan was a member of Nomco throughout fiscal year 2024 and until her retirement from the Board in June 2024. Nomco, which met 5 times during the year ended March 31, 2024, assists the Board in ensuring that the composition of the Board and its Committees is appropriate to the needs of the Company by:

- Assessing the skills, knowledge, experience and diversity (including gender, geographic and ethnic diversity) required on the Board and the extent to which each are represented;
- Establishing processes for the identification of suitable candidates for appointment to the Board; and
- Overseeing succession planning for the Board and Senior Management.

The role and responsibilities of Nomco are set out in its 2019 written terms of reference (which have been reviewed annually since then), which are available on the Company's website, <https://investor.ryanair.com>. Nomco uses its members' extensive business and professional contacts, as well as the services of professional advisors/recruitment specialists, to identify suitable candidates. The focus of Nomco is to maintain a Board which comprises the necessary expertise, quality and experience required by Ryanair to advance the Company and shareholder value. Ryanair recognizes the benefits of diversity.

## 4. REMUNERATION COMMITTEE ("Remco")

Remco has authority to determine the remuneration of Senior Management (including the Executive Director) of the Company and to administer the Company's share-based remuneration plans as described on [pages 53 to 55](#). The members of Remco are Róisín Brennan (Chair throughout fiscal year 2024), Eamonn Brennan, Roberta Neri (from February 2024) and Amber Rudd (from July 1, 2024). Michael Cawley was a member of Remco throughout fiscal year 2024 and until his retirement from the Board in June 2024. Eamonn Brennan will take over as Remco Chair from July 1, 2024 to allow Róisín Brennan to focus on her SID role.

The role and responsibilities of Remco are set out in its September 2023 written terms of reference, which are available on the Company's website, <https://investor.ryanair.com>. Further information is set out in the Report of the Remuneration Committee on Directors' Remuneration on [pages 47 to 56](#).

## 5. SAFETY & SECURITY COMMITTEE

The Ryanair Group Safety & Security Committee reviews and discusses air safety and security performance. The Committee reports to the Board of Directors each quarter. Members include Mike O'Brien (Co-Chair), Ryanair's Chief Risk Officer, Carol Sharkey (Co-Chair) and Eamonn Brennan (from July 2023). Accountable Managers (and various other nominated persons) of each of the Ryanair Group Airlines are invited to attend meetings.

### Code of Business Conduct and Ethics and Anti-Bribery & Anti-Corruption Policy

Ryanair's standards of integrity and ethical values have been established and are documented in the Code of Business Conduct and Ethics and the Anti-Bribery & Anti-Corruption ("ABAC") Policy.

The Code of Business Conduct and Ethics is applicable to all persons working for Ryanair or on Ryanair's behalf in any capacity, including Directors, whether full-time, part-time, fixed-term and/or agency employees or contractors. The Code contains the Company's Whistleblowing Policy and Procedure consistent with the EU Whistleblowing Directive (2019/1937). There are established channels for reporting code violations or other concerns, including in a confidential manner. A committee of Senior Managers representing finance, human resources, legal and safety & risk functions has been established to appoint impartial investigators who are appropriately placed to investigate reports.

### Attendance at Board and Key Committee Meetings - Year Ended March 31, 2024

Name	Board	Audit	Nomco	Remco	Safety & Security
Mr. S. McCarthy (Chair)	8/8		5/5		
Ms. R. Brennan (SID) (i)	8/8	5/5		5/5	
Mr. E. Brennan (ii)	8/8			5/5	3/3
Mr. M. Cawley	8/8			5/5	
Ms. E. Daly	8/8	5/5			
Mr. G. Doherty	8/8	5/5			
Mr. B Grabowski (iii)	4/4	2/2			
Ms. E. Köstinger	7/8		5/5		
Mr. H. Millar	8/8		4/5		
Mr. D. Milliken (iv)	4/4	3/3			
Ms. R. Neri (v)	1/1			1/1	
Ms. A. Nolan	8/8		5/5		
Mr. M. O'Brien	8/8				4/4
Mr. M. O'Leary	8/8				
Ms. L. Phelan (i)	8/8		5/5		

(i) Ms. Brennan took over as SID from Ms. Phelan on April 1, 2024. (ii) Appointed to Safety and Security Committee July 2023. (iii) Appointed October 2023. (iv) Retired from Board September 2023. (v) Appointed February 2024.

### Performance Evaluation

To enhance Board performance and effectiveness, the Board has established a formal process to annually evaluate the performance and effectiveness of the Board, that of its principal Committees (the Audit, Nomination and Remuneration Committees) and the Executive Director.

In 2023, the Board performance and effectiveness evaluation was conducted by Deloitte Ireland LLP, using Deloitte's proprietary Effectiveness Framework. This external evaluation identified key strengths of the Board and helped the Board develop an action plan to address areas for improvement, including forward planning and retention of an adequate skillset mix within the Board and its Committees while enhancing Board diversity during a period of refreshment with several long-serving directors due to retire in 2024 and 2025.

The Board has monitored progress with the implementation of the action plan which emerged from the 2023 external evaluation process and believes that it has had a positive impact on the functioning and effectiveness of the Board.

The Board conducted an internal evaluation during 2024, which highlighted the benefit of the measures introduced following the 2023 review, including continued emphasis on Board and senior management succession and refreshment needs. The review covered performance and effectiveness of the Board, including Board communications, leadership and accountability. The Board intends to continue carrying out an evaluation of its performance and effectiveness annually.

### **Stakeholder's engagement**

The Board recognises its responsibilities in respect of Provision 5 of the 2018 Code in relation to stakeholder engagement. Key stakeholders include our Workforce, Shareholders and Customers.

#### **Workforce**

As noted above, Eamonn Brennan is Ryanair's NED with oversight of workforce engagement. The role of the Workforce Engagement NED is to engage with employees and bring feedback to the Board so together, the Board can understand and consider these views in its decision making. The Board includes Workforce Engagement as an agenda item at least quarterly. During the past year, Eamonn Brennan, as Workforce Engagement NED, built upon previous panel engagements and hosted several panel discussions with various teams including our cabin crew, engineers, ground ops, Labs team, office support staff and pilots. The mix of those in attendance at each of the panel discussions provided valuable insights into the working life of our people. Suggestions made at various panel discussions have subsequently been incorporated by the Company, including improvements to operational planning, staff travel and staff benefits. Eamonn Brennan reported to the Board on employee engagement at least quarterly throughout fiscal year 2024.

#### **Shareholders**

Ryanair recognizes the importance of communications with shareholders. Ryanair communicates with its shareholders following the release of quarterly and annual results directly via roadshows, recorded results presentations made available on the investor relations section of our website (<https://investor.ryanair.com>), investor and sustainability days, conferences, corporate governance & ESG forums and/or by analyst calls. The Group CEO, Group CFO, Director of Sustainability & Finance, Head of Investor Relations, and other Senior Managers participate in these events.

During the year ended March 31, 2024 the Company held discussions with a substantial number of institutional investors, analysts, ESG advisors (incl. CDP, ISS-Governance, MSCI and Sustainalytics) and proxy advisor firms (incl. Glass Lewis, ISS and PIRC). Additionally, NEDs including the Chairman, SID, Committee Chairs and Workforce Engagement NED (as appropriate) met shareholders at the Company's semi-annual Shareholder Corporate Governance & ESG forums. These successful events provided an opportunity for shareholders to directly engage with Board members and Senior Management on a range of different ESG topics. We look forward to hosting similar events in the future.



The Board is kept informed of the views of shareholders through the Executive Director and Senior Management (including the Group CFO, Director of Sustainability & Finance and Head of Investor Relations). Furthermore, feedback from roadshow meetings and investor relations analyst reports are provided to the entire Board on a regular basis. In addition, the Board determines, on a case by case basis, specific issues where it would be appropriate for the Chairman, SID, Workforce Engagement NED and/or Chairs of Board Committees to communicate directly with shareholders or to indicate that they are available to communicate if shareholders so wish. If any of the NEDs wish to attend meetings with major shareholders, arrangements are made accordingly.

### **Customers**

Every customer who flies with Ryanair is invited to rate their trip based on a number of criteria. This rating forms the basis of the Customer Satisfaction ("CSAT") survey. A Customer Experience Forum meets monthly to review feedback from the CSAT survey and identify meaningful actions to improve customer's experience. CSAT scores are published monthly on Ryanair's website (<https://corporate.ryanair.com/facts-figures/customer-satisfaction/>). In fiscal year 2024, Customer Panel events were held to obtain direct feedback on the improvements customers wanted. This feedback helps form the basis of our fiscal year 2025 Customer Programme. Ryanair recorded a strong CSAT score of over 85% in fiscal year 2024.

In fiscal year 2022, Ryanair established a Customer Panel which meets periodically to provide valuable feedback and insights to enable Ryanair to improve its customer offerings. For further details, refer to page 30 in our 2024 Sustainability Report – 'Aviation with Purpose'.

In fiscal year 2024, a materiality assessment was conducted, whereby, key stakeholders were surveyed to understand the ESG topics that are of importance to them. The Group has used the feedback of this assessment to form the basis of the key topics the Group will report and monitor. Further detail on the materiality assessment is outlined in our 2024 Sustainability Report – 'Aviation with Purpose' which is available on the Company's website (<https://corporate.ryanair.com/sustainability/>).



## General Meetings

All shareholders are given adequate notice of the Annual General Meeting ("AGM").

Ryanair will continue to propose a separate resolution at the AGM on each substantially separate issue, including a separate resolution relating to the Directors' Report and financial statements. The Board Chairman and the Chair of the Audit Committee and Remco are available to answer questions from all shareholders.

The Group CEO makes a presentation at the AGM on the Group's business and its performance during the prior year and answers questions from shareholders. The AGM affords shareholders the opportunity to question the Chairman and the Board.

All holders of Ordinary Shares are entitled to attend, speak and vote at general meetings of the Company, subject to limitations described under note "Limitations on Share Ownership by Non-EU Nationals" on [pages 141 to 144](#). In accordance with Irish company law, the Company specifies record dates for general meetings, by which date shareholders must be registered in the Register of Members of the Company to be entitled to attend. Record dates are specified in the notes to the Notice convening the meeting.

Shareholders may exercise their right to vote by appointing a proxy or proxies, by electronic means or in writing, to vote some or all of their shares. The requirements for the receipt of valid proxy forms are set out in the notes to the Notice convening the Meeting.

A shareholder or group of shareholders, holding at least 5% of the issued share capital, has the right to requisition an Extraordinary General Meeting ("EGM"). A shareholder, or a group of shareholders, holding at least 3% of the issued share capital of the Company, has the right to put an item on the agenda of an AGM or to table a draft resolution for an item on the agenda of any general meeting (whether an AGM or an EGM) provided that such item is accompanied by reasons justifying its inclusion or the full text of any draft resolution proposed to be adopted at the general meeting.

A request by a member to put an item on the agenda or to table a draft resolution shall be received by the Company in hardcopy form or in electronic form at least 42 days before the meeting to which it relates.

Notice of the AGM and the Form of Proxy are sent to shareholders at least 21 days before the meeting. The AGM will be held at 9.00a.m. on September 12, 2024 in the Ryanair Engineering Centre, 230/240 Lakeshore Drive, Airside Business Park, Swords, K67 XF79, Co. Dublin, Ireland.

All general meetings other than the AGM are called EGMs. An EGM must be called by giving at least 21 clear days' notice. Except in relation to an adjourned meeting, 3 members, present in person or by proxy, entitled to vote upon the business to be transacted, shall be a quorum. The passing of resolutions at a general meeting, other than a special resolution, requires a simple majority. To be passed, a special resolution requires a majority of at least 75% of the votes cast. Votes may be given in person by a show of hands, or by proxy.

At the Meeting, after each resolution has been dealt with, details are given of the level of proxy votes cast on each resolution and the numbers for, against and withheld. This information is made available on the Company's website following the meeting. At the 2023 AGM, as was highlighted by the meeting's Chair during the AGM and reported immediately following the AGM, discretionary proxies representing 0.001% of shares were voted in favour of the resolutions by the meeting's Chairman. The Company will continue to report such discretionary proxy voting in future Annual Reports and with the results of AGM voting (issued immediately following each AGM).

At the 2023 AGM, all resolutions were passed by the requisite majority. However, the Board noted that, resolutions 3 (non-binding) and 4(g) passed with a majority of less than 80% (receiving votes in favour of approximately 73% and 76%, respectively). In accordance with the UK Corporate Governance Code, Ryanair updated shareholders in March 2024 on subsequent actions taken by the Board. The Board has continued to engage with shareholders

to further understand and discuss any concerns with respect to these resolutions. The Board is grateful to those shareholders who took the time to engage in these discussions and we received helpful feedback (further details of which are set out in section 1 of the Report of the Remuneration Committee on Directors' Remuneration on [page 47](#)). From the consultations conducted both before and after the AGM, the Company has an understanding of the reasons why a minority of shareholders were not supportive of these resolutions and will consider these views in further decision making.

### **Risk Management & Internal Control**

The Directors have overall responsibility for the Company's system of risk management and internal control and for reviewing its effectiveness. The Directors acknowledge their responsibility for the system of risk management and internal control which is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

In accordance with the Financial Reporting Council's "Guidance on Risk Management, Internal Control and Related Financial and Business Reporting", most recently revised in September 2014, the Board confirms that there is an ongoing process for identifying, evaluating and managing any significant risks faced by the Group, that it has been in place for the year under review and up to the date of approval of the financial statements and that this process is regularly reviewed by the Board.

In accordance with the provisions of the 2018 Code, the Directors review the effectiveness of the Company's system of internal control including:

- Financial
- Operational
- Compliance
- Risk Management

The Board is ultimately responsible for the Company's system of risk management and internal controls and for monitoring its effectiveness. The key procedures that have been established to provide effective risk management and internal control include:

- A strong and independent Board which meets at least four times per year and has separate Group CEO and Chairman roles;
- A clearly defined organizational structure along functional lines and a clear division of responsibility and authority in the Company, including the appointment of a Chief Risk Officer and Head of Internal Audit;
- The hiring of suitably qualified persons;
- A comprehensive system of internal financial reporting which includes preparation of detailed monthly management accounts, providing key performance indicators and financial results for each major function within the Company;
- Preparation and issue of financial reports to shareholders and the markets, including the Annual Report and consolidated and Company financial statements, is overseen by the Audit Committee. The Company's financial reporting process is controlled using documented accounting policies and reporting formats, supplemented by detailed instructions and guidance on reporting requirements. The Company's processes support the integrity and quality of data, including appropriate segregation of duties. The financial information of the parent entity and all subsidiary entities, which form the basis for the preparation of the consolidated financial statements are subject to scrutiny by Group level Senior Management. The Company's financial reports, financial guidance, and Annual Report and consolidated financial statements are also reviewed by the Audit Committee of the Board in advance of being presented to the full Board for their review and approval;
- Quarterly reporting of the financial performance with a management discussion and analysis of results;
- Weekly Management Committee meetings including senior Group and airline management, to review the performance and activities of the Group;

- Detailed budgetary process which includes identifying risks and opportunities and which is ultimately approved at Board level;
- Board approved capital expenditure and Audit Committee approved treasury policies & procedures which clearly define authorization limits and procedures;
- An internal audit function which reviews key financial, IT and business processes and controls, and which has full and unrestricted access to the Audit Committee;
- An Audit Committee which approves audit plans, considers significant control matters raised by management and the internal and external auditors and which is actively monitoring the Company's compliance with section 404 of the Sarbanes Oxley Act of 2002;
- Established systems and procedures to identify, control and report on key risks. Exposure to these risks is monitored by the Audit Committee and the Management Committee; and
- A risk management program is in place throughout the Company whereby executive management review and monitor the controls in place, both financial and non-financial, to manage the risks facing the business.

The Board has satisfied itself on the effectiveness of the internal control systems in operation and it has reviewed and approved the reporting lines to ensure the ongoing effectiveness of the internal controls and reporting structures.

On behalf of the Board, the Audit Committee has reviewed the effectiveness of the Company's system of risk management and internal control for the year ended March 31, 2024 and has reported thereon to the Board. The Audit Committee monitors management's response to significant control failure or weakness in the risk management process, receives regular progress updates, and ensures issues are sufficiently remediated.

The Board has delegated to Senior Management the planning and implementation of the systems of internal control within an established framework which applies throughout the Company.

### **Second Shareholders' Rights Directive**

The Company's Directors' Remuneration Policy was approved at the Company's Annual General Meeting in September 2023. The current policy allows Remco to exercise the full discretion conferred by Articles 78, 79, 81, 94, 96, 97 and 98 of the Company's Articles of Association subject to the following restrictions:

1. Article 77 of the Company's Articles of Association, which provides that the ordinary remuneration of the Directors shall be determined from time to time by an ordinary resolution of the Company;
2. Section 238 of the Companies Act 2014, which requires certain substantial non-cash transactions involving Directors to be approved by shareholders;
3. Irish Listing Rule 6.1.32 and 6.1.35, which require certain incentive schemes and discounted option arrangements to be approved by shareholders;
4. Irish Listing Rule 11 and section 1110 of the Companies Act 2014, which require certain transactions with related parties to be approved by shareholders; and
5. The rules of the Option Plan 2013 and the LTIP 2019.

### **Takeover Bids Directive**

Information regarding rights and obligations attached to shares are set forth in Note 14 on [pages 215 to 217](#).

Shares in the Ryanair employee share schemes carry no control rights and shares are only issued (and gain voting rights), if/when options are exercised by employees and/or share grants vest.

Ryanair's Articles of Association do not contain any restrictions on voting rights. However, there are provisions in the Articles which allow the Directors to (amongst other things) restrict the voting rights of shares held by non-EU nationals if the Board believes the number of non-EU nationals holding shares in Ryanair would put it in breach of the regulations, licenses and permits which allow it to operate.

Ryanair has not received any notifications from shareholders (as shareholders are obliged to do) regarding any agreements between shareholders which might result in restrictions on the transfer of shares.

Details of the rules concerning the removal and appointment of the Directors are set out above. There are no specific rules regarding the amendment of the Company's Articles of Association. Details of the Company's share buyback program are set forth on [page 134 and 135](#). The shareholders approved the power of the Company to buyback shares at the 2006 AGM and at subsequent general meetings.

None of the significant agreements to which the Company is party contain change of control provisions. As referred to above in the Directors' Report, the Group CEO's employment agreement does not contain provisions providing for compensation on his termination.

### Going Concern

In adopting the going concern basis in preparing the financial statements, the Directors have considered Ryanair's available sources of finance including access to the capital markets, sale and leaseback transactions, secured debt structures, the Group's cash-on-hand of approximately €4.1bn at March 31, 2024, and cash generation projections, together with factors likely to affect its future performance, as well as the Group's principal risks and uncertainties as noted on [pages 67 to 86](#).

The Board are satisfied that it remains appropriate to adopt the going concern concept. In arriving at this decision, the Board considered, among other things:

1. The Ryanair Group's liquidity with over €4.1bn cash at March 31, 2024 (despite €2.4bn capital expenditure), €0.26bn undrawn funds under the Group's €0.75bn revolving credit facility, and the Group's continued focus on cash management;
2. The Group's solid BBB+ (stable) credit rating with both S&P and Fitch Ratings;
3. The Group's strong balance sheet with 100% of its owned Boeing 737 fleet unencumbered;
4. The Group's access to the debt capital markets, unsecured/secured bank debt and sale & leaseback transactions;
5. Ongoing cost reductions across the Group coupled with the Group's ability (as evidenced throughout the Covid-19 crisis) to preserve cash and reduce operational and capital expenditure in a downturn; and
6. Increased bookings and passenger traffic.

Based on the assessment of the adequacy of the financial forecasts, testing various scenarios and considering the uncertainties described above, and current funding facilities outlined, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company and the Group as a whole have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements and that there were no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

For this reason, the Group continues to adopt the going concern basis in preparing the financial statements. The Directors' responsibility for preparing the financial statements is explained on [page 57](#) and the reporting responsibilities of the auditor are set out in their report starting on [page 162](#).

### Viability Statement

The Group's internal strategic planning review processes extend over the next three years to the end of fiscal year 2027. Future assessments of the Group's prospects are subject to uncertainty that increases with time and cannot be guaranteed or predicted with certainty.



The Directors have taken account of the Group's strong financial and operating condition, its BBB+ (stable) credit rating (with both S&P and Fitch Ratings), the available sources of finance including access to the capital markets, sale & leaseback transactions, secured debt structures, cash on hand of approximately €4.1bn at March 31, 2024, €0.26bn undrawn funds under the Group's €0.75bn Revolving Credit Facility at March 31, 2024 and the sensitivity to changes in these items. The Directors considered the Group's cash generation projections through the above period together with the principal risks and uncertainties facing the Group, as outlined in the Principal Risks and Uncertainties section starting on [page 67](#), and the Group's ability to mitigate and manage those risks. Appropriate stress-testing of the Group's internal budgets, liquidity and cash flows are undertaken by management on an ongoing basis to consider the potential impact of severe but plausible scenarios in which combinations of principal risks materialize together.

Based on this assessment, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over at least the next three years.

### **Compliance Statement**

Ryanair has complied, throughout the year ended March 31, 2024, with the provisions set out in the UK Corporate Governance Code and the requirements set out in the Irish Corporate Governance Annex, except as outlined below. The Group has not complied with the following provisions of the 2018 Code, but continues to review these situations on an ongoing basis:

- NEDs historically participated in the Company's share option plans. In accordance with the 2018 Code, the Company sought and received shareholder approval to make certain modest stock option grants to its NEDs and as described above, the Board believes the quantum of historic, unvested options granted to certain NEDs is not so significant as to impair their independence. At the 2019 AGM, shareholders approved a new Long-Term Incentive Plan ("LTIP 2019"). Under LTIP 2019, NEDs cannot receive share options but will be eligible to receive non-conditional ordinary shares from time to time.

On behalf of the Board

**Stan McCarthy**  
Chairman

**Michael O'Leary**  
Group CEO

June 26, 2024

# ENVIRONMENTAL & SOCIAL REPORT

## THOMAS FOWLER

Director of Sustainability & Finance



### FISCAL YEAR 2024 SAW RYANAIR CONTINUE TO LEAD THE WAY IN SUSTAINABLE AVIATION.

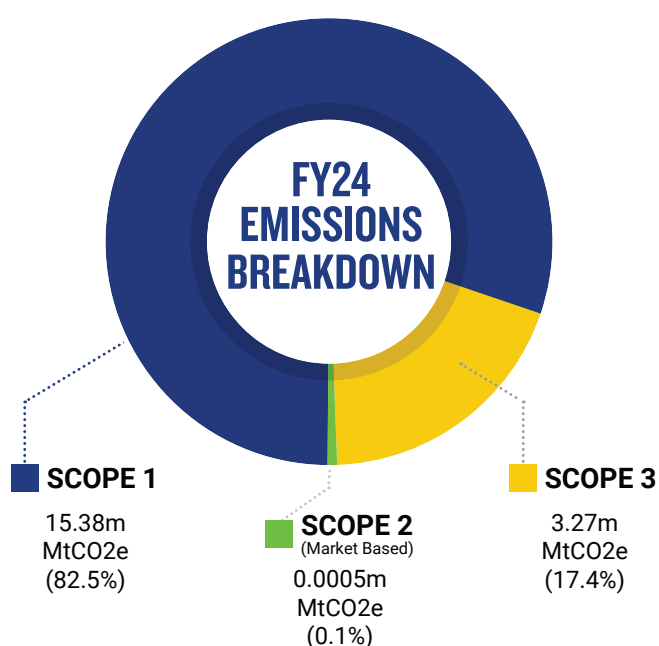
Fiscal year 2024 ("FY24") has been another important year on the Group's journey towards being an ESG leader and our long-term target of net zero emissions by 2050. During FY24, Ryanair further demonstrated its commitment to investing in more fuel and carbon efficient aircraft with overwhelming Shareholder approval of the Group's largest ever aircraft order of up to 300 new, efficient, Boeing 737-MAX-10s (including 150 firm orders and 150 options) and the delivery of 48 Boeing 737-8200 "Gamechanger" aircraft. The Group also increased its use of Sustainable Aviation Fuel ("SAF") throughout our network and increased the use of electric ground handling equipment at key locations.

During FY24, Sustainalytics reconfirmed Ryanair's rating as the No.1 European airline for ESG (for the third year running), MSCI upgraded Ryanair to A (was BBB) and the CDP upgraded the Group to an 'A-' Leadership rating (was B). For full details of our 2024 sustainability performance and achievements please see our [2024 Sustainability Report – 'Aviation with Purpose'](#).

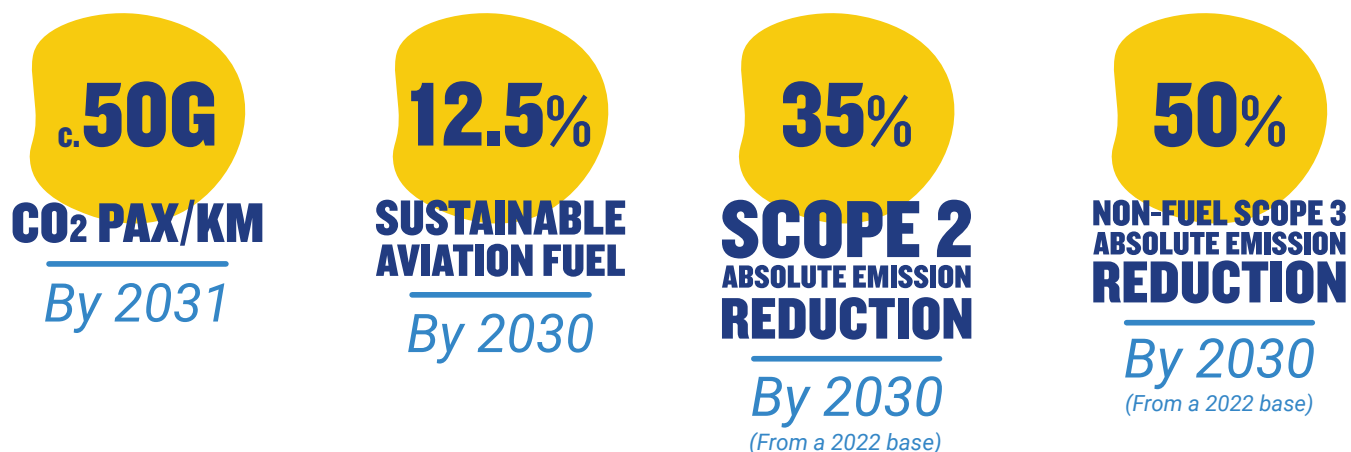
#### Environment

Ryanair are committed to ensuring that the Group's operations align with global efforts to mitigate the impact of climate change. To facilitate this, the Group

developed a comprehensive Climate Transition Plan that outlines the Group's approach to reducing carbon emissions through fleet renewal and new technologies, promoting the scaling and use of SAF, and prioritizing action on climate change across our business. For the full Climate Transition Plan, please see page 54 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).



# NET ZERO EMISSIONS | *By 2050*



Ryanair continually focuses on improving its environmental efficiency. During FY24, the Group's carbon intensity improved to 65g CO<sub>2</sub> per pax/km from 66g CO<sub>2</sub> per pax/km in FY23 despite continued ATC disruption, including a record number of French ATC strikes. A key factor in this reduction was the delivery of 48 new Boeing 737-8200 "Gamechanger" aircraft bringing the total Boeing 737-8200 "Gamechanger" fleet to 146 at year end.

## New Technology

Investment in the latest technology aircraft is key to Ryanair's decarbonisation.

During the past year, Ryanair took delivery of a further 48 Boeing 737-8200 "Gamechanger" aircraft, bringing Ryanair's fleet of Boeing 737-8200 "Gamechanger" fleet to 146 at year end. These aircraft carry 4% more passengers but burn 16% less fuel, reduce emissions by 16% and are up to 50% quieter.

At Ryanair's 2023 AGM Shareholders unanimously approved the purchase of up to 300 Boeing 737-MAX-10 aircraft (including 150 firm orders and 150 options). These aircraft have 39 more seats than our fleet of Boeing 737-800NGs, but their new LEAP engine technology delivers 20% lower fuel consumption, 20% less CO<sub>2</sub> emissions and 50% lower noise emissions.

Following last year's agreement with Aviation Partners Boeing, 25% of our owned Boeing 737-800NG fleet have been retrofitted with split scimitar winglet technology to date. These winglets reduce carbon emissions and fuel burn by approximately 1.5%, while lowering take off noise by 6.5% and decreasing NO<sub>x</sub> emissions by 8%. The Group is on track to install a further 100 winglets in the next maintenance cycle.

These initiatives demonstrate Ryanair's commitment to new aircraft technology that will contribute 32% to Ryanair's Pathway to Net Zero. For more information, please see page 12 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).

## Sustainable Aviation Fuel

Considerable progress was made in reaching the Group's 2030 goal of powering 12.5% of flights with SAF. In March 2024, Ryanair announced its first uplift of SAF at the Group's largest base, Stansted. This formed part of the purchase of 1,000 tonnes of SAF at Stansted in fiscal year 2024 and the first from Ryanair's fiscal year 2023 SAF agreement with Shell. During the year, Ryanair also signed an agreement with Enilive to secure up to 100,000 tonnes of SAF to power flights in Italy from 2025 to 2030.

Ryanair has now secured access to 80% of its ambitious 2030 goal. Both SAF agreements are important parts of Ryanair's Pathway to Net Zero, where SAF is predicted to account for 34% of emissions reduction. For more information, please see page 12 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).



Ryanair purchases 1,000 tonnes of SAF from Shell in Stansted (UK)

### Ryanair Sustainable Research Centre

Ryanair recently extended our partnership with Trinity College Dublin's Sustainable Aviation Research Centre for another 5 years to 2030 (a further €2.5m commitment). While the research will continue to focus on SAF and zero carbon aircraft propulsion systems, the scope of the Centre has been expanded to examine aviation non-CO<sub>2</sub> emissions.

You can read more about Ryanair's partnership with Trinity College Dublin on page 14 of the [2024 Sustainability Report – 'Aviation with Purpose'](#).



## RESEARCHING SUSTAINABLE AVIATION

### Social

#### Operational Safety & Security

Safety & security of our passengers and people remain Ryanair's top priority. As part of this unwavering commitment, the Group continues to invest in and develop its Safety Management System ("SMS") to ensure it is robust and facilitates the Group's goal of continuous improvement. This system provides a platform for end-to-end management of our safety and operational processes and includes processes for effective documentation, information gathering and audit.

Ryanair's current four year Safety Strategy plan comes to an end in December 2024 with the next iteration currently under development. The Group will continue to build on its achievements which include:

- The safe introduction of the Boeing 737-8200 "Gamechanger" into our fleet;
- The successful roll out of Ryanair's Aircraft Communication Addressing and Reporting System ("ACARS"); and
- The successful launch of a new safety communications app ("Safety Alert") to our pilots.

Read more about how safety is Ryanair's number 1 priority on page 19 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).



**'ONE  
MISSION'**  
SAFETY

### Labour Relations

At the outset of the Covid-19 pandemic, Ryanair and its union partners negotiated agreements to protect crew jobs via temporary pay cuts which were to be gradually restored from 2022 to 2025. In FY23, Ryanair brought forward the full restoration of pay for all crews covered by these agreements – demonstrating our strategy, that as our business recovered from Covid-19, pay restoration and multiyear pay agreements would be a priority for our people. These long-term pay agreements with the vast majority of our people have



now delivered restored pay 28 months earlier than previously agreed and will continue to deliver annual pay increases out to 2026.

Last year, we recruited over 4,000 new team members increasing the Group's year end headcount to over 27,000 highly skilled, well-paid, aviation professionals. For a full update on our Labour Relations please see page 23 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).

### Customer

Ryanair's strategy is to deliver the best customer service performance in our peer group. Ryanair delivers industry leading punctuality and cancelled significantly fewer flights this year (well below 1%) compared to peers.

**85%**

of all calls answered within an average of 5 mins

**80%**

of chats answered within an average of 5 mins

**75%**

of general requests actioned within 5 days

**100%**

of complaints answered within 28 days

**100%**

of passenger rights claims answered within 14 days

In FY24 Ryanair revamped our operations control centers ("OCC"), adopting a bridge structure that includes representatives from all sections of the operation. This team includes members from our Customer Service Department who represent the customer on the day of travel, specifically representing their needs in the event of a disruption. We continue to deliver industry leading On Time Performance ("OTP"). During FY24, despite unprecedented ATC disruptions, approximately 87% of the Group's flights arrived at their destination on time.

Ryanair has an ongoing commitment to improving customer satisfaction across the customer journey and this is measured by regular post-flight Customer Satisfaction ("CSAT") surveys and online "mystery-passenger" checks. Ryanair continues to achieve industry leading results, surpassing ambitious internal targets. Thanks to Ryanair's strong Summer 2023 operational resilience, FY24's CSAT score was 85% (ahead of our 82.5% target), despite the widespread disruption caused by continued French ATC strikes and the UK NATS system failure.



Customer Panel Dublin (April 2024)

### Inclusion, Diversity & Equality

Ryanair's Gender, Diversity & Inclusion Committee, comprising employees from across the network and Senior Leaders, is responsible for promoting and supporting diversity in the workforce. In FY24 the Committee introduced new initiatives to promote and encourage inclusion, diversity and equality in Ryanair, including the Group's involvement in Pride events.

For more information, please see page 26 of our [2024 Sustainability Report – 'Aviation with Purpose'](#).

### Governance

Please see the Chairman's Report for full details of governance updates in FY24. During the year the Board approved the Ryanair Supplier Code of Conduct, clearly setting out Ryanair's expectations for suppliers on issues such as environment and energy management, human rights and bribery & corruption. In September 2023, Ryanair held a Capital Markets Day at its headquarters in Swords where Ryanair's Pathway to Net Zero was presented and our ESG Team explained how Ryanair is working with governments and key suppliers to achieve this important target.



### ESG Success

In recognition of the continued determination, hard work and achievements of all my colleagues across the Ryanair Group, FY24 was a year of ESG rating upgrades. MSCI increased our rating to 'A' (was BBB in 2023), CDP awarded Ryanair an 'A-' Leadership score (was 'B') and the Group retained its status as Europe's No.1 rated airline with Sustainalytics.

I would like to thank all my colleagues across the Group for their enthusiasm and dedication in leading sustainable aviation and ESG performance. I look forward to working with them in FY25 to make further progress in achieving Ryanair's ambitious sustainability goals.

**Thomas Fowler**

**Director of Sustainability & Finance**

June 26, 2024

## RATINGS:



# CONSOLIDATED DISCLOSURES PURSUANT TO ARTICLE 8 TAXONOMY REGULATION

## Background

The EU Taxonomy is a classification system for environmentally sustainable economic activities, the purpose of which is to direct investments towards sustainable projects and activities and to provide companies, investors and policymakers with appropriate definitions for which economic activities can be considered environmentally sustainable.

Article 8 of Regulation (EU) 2020/852 (the “Taxonomy Regulation”) establishes a framework to facilitate sustainable investing. As part of the Taxonomy Regulation, Ryanair is required to disclose how and to what extent the Group’s activities are associated with economic activities that qualify as environmentally sustainable under Articles 3 and 9 of the Taxonomy Regulation and Article 10(4) of Commission Delegated Regulation (EU) 2021/2178 as amended by Commission Delegated Regulation (EU) 2023/2486.

The six environmental objectives of the regulation are:

1. Climate change mitigation
2. Climate change adaptation
3. Sustainable use and protection of water and marine resources
4. Transition to a circular economy
5. Pollution prevention and control
6. Protection and restoration of biodiversity and ecosystems

A taxonomy-aligned activity is one that having identified eligibility, contributes substantially to at least one of the six environmental objectives, does no significant harm to the other environmental objectives and complies with the minimum safeguards. According to the criteria provided in the EU Taxonomy, economic activities are “environmentally sustainable” if they:

- Contribute substantially to the achievement of one or more of the six above-mentioned environmental objectives,
- Do no significant harm to the achievement of the EU’s five other environmental objectives,
- Comply with minimum safeguards including occupational health and safety and human rights,
- Comply with the detailed technical screening criteria set out in the respective Delegated Acts.

The Taxonomy Regulation defines taxonomy-eligible economic activities as those activities of the Group that comply with the definitions of any of the 242 economic activities outlined in the Taxonomy Regulation.

For FY24, information is provided on all six environmental objectives for the first time. However, only information on taxonomy eligibility is required for environmental objectives 3 to 6 and the economic activities newly included within the scope of the changes and additions made to the delegated act on climate change mitigation and climate change adaptation in 2023. These economic activities newly incorporated into the EU Taxonomy include economic activities in the aviation sector which are relevant to the Ryanair Group, specifically activity 6.19 “*Passenger and freight air transport*” under the environmental objective, climate change mitigation. This new economic activity covers all owned and leased aircraft that the Group operates for the transport of passengers and the Group has incorporated this economic activity into its eligibility reporting for fiscal year 2024 and will report on the alignment of this activity in accordance with the “*environmentally sustainable*” criteria set out above from FY25 onwards. The Group has not completed templates 1 to 5 within Delegated Regulation (EU) 2022/1214, as following review, the activities listed are not applicable.

## EU Taxonomy Definitions of Key Performance Indicators

The EU Taxonomy Regulation requires the reporting of Key Performance Indicators (KPIs) associated with Turnover, CapEx and OpEx, both for eligible and aligned activities. Each KPI is calculated as the amount associated with aligned and non-aligned economic activities (the numerator) divided by the total (denominator). As only one economic activity is relevant to the Ryanair Group, double counting in the allocation in the numerator of turnover, CapEx, and OpEx KPIs across economic activities is avoided. These KPIs are defined below for the purposes of EU taxonomy reporting.

The reporting basis of the EU Taxonomy Regulation differs to the Group's consolidated financial statements, which are prepared in accordance with International Financial Reporting Standards as adopted by the EU ('IFRS'). These differences include, but are not limited to, a very narrow scope definition for OpEx which results in a significantly lower reported eligible OpEx under the EU Taxonomy Regulation when compared to Total Operating Expenses as reported under IFRS.

**Turnover:** Consists of Total Operating Revenues. See Consolidated Income Statement per [page 171](#) alongside Note 16 for details of the Group's revenue generation. The associated accounting policies are set out on [pages 175 to 187](#).

	€m
Scheduled revenues	9,145
Ancillary revenues	4,299
<b>Total taxonomy turnover (denominator)</b>	<b>13,444</b>

The numerator for the Turnover KPI is Total Operating Revenues. The following table provides a summary of taxonomy-eligible and taxonomy-aligned turnover by major economic activity, both as absolute figures (being the numerator) and as a percentage of the denominator:

	Eligible		Aligned	
	€m	% of denominator	€m	% of denominator
Passenger and freight air transport	13,444	100%	n/a	n/a
<b>Total taxonomy-eligible/aligned turnover</b>	<b>13,444</b>	<b>100%</b>	<b>n/a</b>	<b>n/a</b>

**CapEx:** CapEx consists of additions to fixed assets, right of use assets and intangible assets. See Notes 2, 3 and 4 to the consolidated financial statements.

	€m
Additions to property, plant and equipment	2,159
Additions to right of use assets	23
Additions to intangible assets	—
<b>Total taxonomy CapEx (denominator)</b>	<b>2,182</b>



The numerator for the CapEx KPI is aircraft additions. The following table provides a summary of taxonomy-eligible and taxonomy-aligned CapEx by major economic activity, both as absolute figures (being the numerator) and as a percentage of the denominator:

	Eligible		Aligned	
	€m	% of denominator	€m	% of denominator
Passenger and freight air transport	2,074	95%	n/a	n/a
<b>Total taxonomy-eligible/aligned CapEx</b>	<b>2,074</b>	<b>95%</b>	<b>n/a</b>	<b>n/a</b>

**OpEx:** The OpEx KPI is defined as those costs not capitalised that relate to: (i) research and development; (ii) building renovation measures; (iii) short-term leases; (iv) maintenance and repair; and (v) other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment. The Group has no significant short-term leases.

The OpEx KPI definition is narrower than the Group's definition of operating expenditure and does not capture all of the expenditure on otherwise sustainable spend (e.g. sustainable aviation fuel usage per 6.19 technical screening criteria). The Group considers that the definitions of the OpEx KPI, when considering the Turnover KPI, does not reflect the economic reality of operating a taxonomy-aligned asset. For instance, all Turnover associated with the operation of a taxonomy-aligned aircraft meet the definition of the Turnover KPI, however, the costs associated with operating that aircraft are limited to the above. The OpEx KPI is reconciled to Total Operating Expenditure per the Consolidated Income Statement as follows:

	€m
Maintenance, materials and repairs	415
<b>Total taxonomy OpEx (denominator)</b>	<b>415</b>
Other operating expenses outside the scope of EU Taxonomy Regulation	10,968
<b>Total Operating Expenses</b>	<b>11,383</b>

The numerator for the OpEx KPI is maintenance, material and repairs as noted in the Consolidated Income Statement on [page 171](#). The following table provides a summary of taxonomy-eligible and taxonomy-aligned OpEx by major economic activity, both as absolute figures (being the numerator) and as a percentage of the denominator:

	Eligible		Aligned	
	€m	% of denominator	€m	% of denominator
Passenger and freight air transport	415	100%	n/a	n/a
<b>Total taxonomy-eligible/aligned OpEx</b>	<b>415</b>	<b>100%</b>	<b>n/a</b>	<b>n/a</b>

**Judgements the Group considers will be relevant in interpreting and applying the Amended Delegated Regulation “environmentally sustainable” criteria in relation to Activity 6.19 Passenger and Freight Air Transport.**

1. Zero direct CO<sub>2</sub> emissions is not defined but is interpreted to be both electric and hydrogen powered aircraft. Both of these technologies are in their infancy and while the Group expects both technologies to become commercially viable in due course, these are not expected before 2035. Accordingly, the Group will be unable to report any aligned spend in relation to zero direct CO<sub>2</sub> emission aircrafts in the foreseeable future.
2. A compliant aircraft is defined as those meeting specified substantial contribution criteria of the economic activity CCM 3.21 Manufacturing of aircraft and certain DNSH criteria. These criteria include, but are not limited to: (i) a specific ratio of CO<sub>2</sub> emissions as a proportion of their maximum take-off mass; (ii) pollution prevention criteria, such as specific certification regarding noise pollution; and (iii) ensuring specific hazardous materials are not included in the construction of the aircraft, including certain anti-fouling paints which are required by law, for safety reasons, to be included in the aircraft. Each aircraft manufacturer shall confirm which of their aircraft meet the criteria for being a compliant aircraft and at the date of this report, interactions are ongoing with these manufacturers to understand their ability to comply with the requirements of the EU taxonomy.
3. The Replacement Ratio is defined as the 10-year average of the total global number of aircraft permanently withdrawn from use divided by the total global number of aircraft delivered. If the global number of aircraft delivered exceeds the global number of aircraft permanently withdrawn, then the taxonomy-aligned financial metrics of the Group are reduced. As a result, the Replacement Ratio does not reflect the individual activities of the Group as part of its transition to a low-carbon environment, but instead the entirety of the global aviation sector. Actions that influence such a global measure are outside the control of the Group and do not provide enhanced comparability within the airline sector to investors.
4. As of March 31, 2024, the Group operated 584 aircraft within its fleet and does not monitor or report all revenue and expenditure on an individual aircraft basis. Accordingly, the Group will be required to apply judgement in determining the basis on which to allocate revenue and expenditure to the associated assets. For certain other sustainability reporting obligations, the Group is able to monitor jet fuel consumption by aircraft, which enables the most reflective indication of activity by asset and accordingly, the Group expects to allocate revenues and expenditures to each individual asset based on the proportion of fuel consumption or other appropriate activity measure for those compliant aircraft at an operating company level. No allocation assumptions are required for CapEx as such expenditure is monitored on an aircraft by aircraft basis.

The Group expects the Commission to provide further clarification and guidance in the second half of 2024 detailing how to apply these criteria. Accordingly, the aforementioned judgements are subject to change and it is possible that further judgements, not detailed above, will be required.

Substantial Contribution Criteria										DNSH criteria (Does no significant harm)									
Economic Activities	Code	Turnover Total €m	Proportion of Turnover	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) Turnover	Category enabling activity	Category transitional activity
Text		Currency € million	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	0%		
Of which Enabling		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	0%	E	
Of which Transitional		0	0%	0%						-	-	-	-	-	-	-	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Passenger and freight air transport	6.19	13,444	100%	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL										
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		13,444	100%	100%	EL	N/EL	N/EL	N/EL	N/EL								N/A		
A. Turnover of Taxonomy-eligible activities (A.1+A.2)		13,444	100%	100%	0%	0%	0%	0%	0%								0%		
B. Taxonomy non-eligible activities																			
Turnover of taxonomy non-eligible activities		0	0%																
Total (A + B)		13,444	100%																

Substantial Contribution Criteria										DNSH criteria (Does no significant harm)									
Economic Activities	Code	CapEx	Proportion of CapEx	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) CapEx	Category enabling activity	Category transitional activity
Text		Currency € million	%	Y: N; N/EL	Y: N; N/EL	Y: N; N/EL	Y: N; N/EL	Y: N; N/EL	Y: N; N/EL%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. Taxonomy-eligible activities																			
A. 1 Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned)		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	0%		
Of which Enabling		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	0%	E	
Of which Transitional		0	0%	0%						-	-	-	-	-	-	-	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL: N/EL	EL: N/EL	EL: N/EL	EL: N/EL	EL: N/EL	EL: N/EL										
Passenger and freight air transport	6.19	2,074	95%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								N/A		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		2,074	95%	100%	0%	0%	0%	0%	0%								0%		
A. CapEx of Taxonomy-eligible activities (A.1+A.2)		2,074	95%	100%	0%	0%	0%	0%	0%								0%		
B. Taxonomy non-eligible activities																			
CapEx of taxonomy non-eligible activities		108	5%																
Total (A + B)		2,182	100%																



Substantial Contribution Criteria				DNSH criteria (Does no significant harm)																
Economic Activities	Code	OpEx	Proportion of OpEx	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaption	Water	Pollution	Circular Economy	Biodiversity	Minimum safeguards	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) OpEx	Category enabling activity	Category transitional activity	
Text		Currency € million	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	%	E	T
A. Taxonomy-eligible activities																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
OpEx of environmentally sustainable activities (Taxonomy-aligned)		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	-	0%		
Of which Enabling		0	0%	0%	-	-	-	-	-	-	-	-	-	-	-	-	-	0%	E	
Of which Transitional		0	0%	0%													-	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Passenger and freight air transport	6.19	415	100%	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL	EL, N/EL				
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		415	100%	100%	EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL		N/A		
A. OpEx of Taxonomy-eligible activities (A.1+A.2)		415	100%	100%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%		0%		
B. Taxonomy non-eligible activities																				
OpEx of taxonomy non-eligible activities		0	0%																	
Total (A + B)		415	100%																	

# REPORT OF THE REMUNERATION COMMITTEE ON DIRECTORS' REMUNERATION

## RÓISÍN BRENNAN



### 1. THE REMUNERATION COMMITTEE ("Remco")

Remco determines the remuneration of Senior Management (including the Executive Director) and administers the Company's share-based remuneration plans as described on [pages 53 to 55](#). Members of Remco as at March 31, 2024 were Róisín Brennan (Chair), Eamonn Brennan, Michael Cawley and Roberta Neri (from February 2024). Michael Cawley retired from Remco in June 2024 and Amber Rudd is appointed effective July 1, 2024. Eamonn Brennan will take over as Remco Chair from July 1, 2024 to allow Róisín Brennan to focus on her SID role.

The role and responsibilities of Remco are set out in its written terms of reference, which are available on the Company's website, <https://investor.ryanair.com>. All members of Remco have access to the advice of the Group CEO and Group CFO and the Board Chairman attends meetings (by invitation) from time-to-time. Remco engages external remuneration advisors (including Deloitte, Willis Towers Watson ("WTW"), Ellason and other independent parties) to advise on various projects including the design and implementation of LTIP 2019, the setting of annual bonus targets as the Group emerged from the Covid-19 crisis and embarked upon an ambitious growth plan (including the delivery of 210 Boeing 737-8200 "Gamechanger" aircraft and up to 300 Boeing 737-MAX-10s out to 2034) and the extension of the Group CEO's employment contract to July 2028 (which involved extensive Shareholder engagement).

At the 2023 AGM, Ryanair's Directors' Remuneration Policy and Ryanair's Directors' Remuneration Report received 73% and 91% support, respectively. Shareholder and proxy advisor feedback following the (non-binding) vote on the Director's Remuneration Policy (which is effective for at least a 4-year period) was broadly positive, with many complimenting its simplicity and alignment with shareholders' interests. Some concerns were expressed in relation to the potential value of the Executive Director's share options if stretched performance targets are achieved and the grant vests. Additionally, further clarification was sought in relation to performance targets, specifically the 28 day period during which the Company's share price is required to exceed €21 in order for share options to potentially vest. Remco will consider this feedback when designing future remuneration policies. A 2023 AGM voting update, highlighting the above feedback, was provided to Shareholders in March 2024.

## 2. REMUNERATION POLICY

The 2023 Directors' Remuneration Policy (approved at the AGM in September 2023) is available in full on <https://investor.ryanair.com>. The policy is designed to promote long-term sustainable success as follows:

### (i) Clarity

The Group CEO (the only Executive Director) is rewarded competitively (taking account of the comparative marketplace in Europe) to ensure that he is motivated to deliver in the best interests of all shareholders.

### (ii) Simplicity

The remuneration of the Executive Director is structured towards a competitive basic salary (by EU comparatives) and a bonus scheme which allows the Executive Director to earn up to a maximum of 50% of his base pay each year by way of performance related bonus. In selecting annual stretch performance targets, Remco, using its discretion, takes into account the Group's strategic objectives, short and long-term business priorities. Such targets focus on the Group's key performance drivers, such as (but not limited to) traffic growth, environmental, customer service and other ESG goals. Annual targets will be disclosed on a prospective and retrospective basis in the Remuneration Report. The current targets are as follows:

- 50% of the total bonus is payable if the Group's fiscal year 2025 ("FY25") traffic exceeds 200m passengers. If the traffic target is not achieved in the fiscal year, then 40% will be payable if the final outcome is 190m passengers and a further 1% will be awarded for every 1m additional passengers between 190m and 200m;
- 20% of the total bonus is dependent upon achieving specific environmental targets. In FY25, 20% is payable if the Company retains any "A" rating from CDP. If the Company does not achieve an A- (or better) rating, 15% of the total bonus will be earned if the Company achieves at least a B rating; and
- 30% of the total bonus is payable if Ryanair's customer satisfaction ("CSAT") score is, on average, 85%. The amount payable will be scaled at 5% for an average CSAT score of 80%, 10% for 81%, 15% for 82%, 20% for 83%, 25% for 84% and 30% for 85% or higher.

### (iii) Risk

The remuneration of the Executive Director is structured so as to mitigate potential remuneration-related risks.

### (iv) Predictability

The Group CEO's share option grant (awarded as part of his employment contract to July 2028) with a strike of €11.12 has clear but very challenging targets (which have not been achieved over the last 5 years due to Covid and the war in Ukraine). The PAT of the Ryanair Group must exceed €2.2bn in any year up to fiscal year 2028 (inclusive) and/or the Company's share price must exceed €21 for a period of 28 days between April 1, 2021 and March 31, 2028 (incl.). If the above targets are achieved, the final vesting condition is that the Group CEO must remain employed by the Group until the end of July 2028. This gives certainty and substantial upside to all shareholders if or when these very challenging targets have been met.

### (v) Proportionality

Linking share based remuneration to the Ryanair Group's ambitious long-term targets (e.g., PAT above €2.2bn and/or share price above €21 as noted above) ensures that suboptimal performance is not rewarded. As share options cannot vest before the end of fiscal year 2028, and can then only be exercised up to February 2029, the Executive Director is fully aligned with shareholders' interests over this extended period of time. Regardless of when stretched performance targets may be achieved, such options can only be exercised after fiscal year 2028 (and even then their exercise will depend on the then share price and whether the options are "in the money"). If targets are not achieved and/or Michael O'Leary ("MOL") does not remain in employment to July 2028, then options will not vest or be exercisable.

#### (vi) Alignment to Culture

The Group has a policy of minimizing management expenses and accordingly it does not provide defined benefit pensions, company cars, or unvouched expenses to senior managers. Expense claims must be vouched and are rigorously vetted by the Group airlines CFO's.

The total remuneration paid to Senior Management (defined as the Executive team reporting to the Board of Directors together with all Non-Executive Director's fees) is set out in Note 18 of the consolidated Financial Statements. The Company's policy in respect of share-based remuneration is dealt with in section 6 below.

### 3. PERFORMANCE

FY24 Highlights:

- Traffic grew strongly (+9%) to 183.7m.
- Revenue per passenger up 15% (average fare +21% & ancillary revenue +3%).
- Fuel bill rose 32% (+€1.25bn) to €5.14bn.
- ESG ratings upgraded (MSCI 'A' & CDP 'A-') & strong 85% CSAT score achieved.
- 146x Boeing 737-8200 "Gamechangers" in 584 fleet at March 2024.
- 5 new bases and over 200 new routes opened for Summer 2024.
- Fuel over 70% hedged for FY25 (locking-in significant price savings).
- Maiden interim dividend (€0.175 per share) paid in February 2024. Final dividend (€0.178 per share) payable post AGM approval in Sept.
- 300x Boeing 737-MAX-10 order underpins growth to 300m passengers (FY34) subject to Boeing deliveries.

The Ryanair Group reported FY24 PAT of €1.92bn (up 34%). Scheduled revenue increased 32% to €9.15bn. Traffic grew 9% to almost 184m while average fares rose 21% to just under €49.80, thanks to a record H1 and strong Easter traffic in late March, offset by softer than expected Q3 fares and load factors (following the sudden, but welcome, removal of Ryanair flights from many OTA pirate websites in early December 2023). Ancillary sales increased 12% to €4.3bn (approx. €23.40 per passenger). Total FY24 revenue therefore rose 25% to €13.44bn.

Operating costs increased 24% to €11.38bn, primarily due to a 32% increase in fuel costs\*, higher staff costs (including pay restoration, crew, engineering and handler pay rises, higher crewing ratios and pilot productivity pay as we improve operational resilience) and Boeing delivery delays.

Ryanair's balance sheet remains one of the strongest in the industry with a BBB+ credit rating (both S&P and Fitch) and €4.12bn gross cash at year-end despite €2.4bn capital expenditure and well over €1bn debt repayments in FY24. Year-end net cash was €1.37bn (PY: €0.56bn), somewhat boosted by Boeing delivery delays. The Group's owned Boeing 737 fleet (556 aircraft at March 2024) is fully unencumbered, which significantly widens Ryanair's cost advantage over competitor airlines, many of whom are exposed to rising aircraft lease and financing costs.

In February 2024 CDP awarded Ryanair an 'A-' climate rating (previously 'B'), topping off a year of ESG upgrades including an industry leading MSCI 'A' rating (up from 'BBB'), and retention of Sustainalytics ranking as Europe's No.1 airline for ESG. The Group's new aircraft and increasing use of SAF has positioned Ryanair as one of the EU's most environmentally efficient major airlines. As noted above, in FY24 the Group took delivery of 48x Boeing 737-8200 "Gamechangers" (4% more seats, 16% less fuel & CO<sub>2</sub> and up to 50% quieter) and retrofitted winglets on over 25% of its Boeing 737-800NG fleet (target 409 by 2026), reducing fuel burn by 1.5% and noise by 6%. Additionally, the Group expanded its SAF partnerships and remains on track to achieve its ambitious 2030 goal of powering 12.5% of Ryanair's flights with SAF (with 10% supply already secured).



#### 4. GROUP CEO PAY

In December 2022 MOL agreed to a 4-year contract extension as Group CEO to July 2028 (previously July 2024). As part of this contract the Group CEO receives a basic salary of €1.2m p.a. (from FY24), subject to annual review. For FY24 his maximum annual bonus was reduced to 50% of basic pay (previously 100%). In line with best practice, MOL does not receive any pension benefits. This contract extended the vesting period for the 10m share options granted in February 2019, which are exercisable at a strike price of €11.12, but only if the Ryanair Group PAT exceeds €2.2bn (up from a prior €2.0bn target) in any year up to fiscal year 2028 (inclusive) and/or the share price of the Company exceeds €21 for a period of 28 days between April 1, 2021 and March 31, 2028 (incl.). If these targets are not achieved, these share options will lapse and MOL will receive nothing other than his basic salary and annual bonus. These options will also lapse should MOL leave the Ryanair Group's employment on/before the end of July 2028.

To the extent that options vest, they can only be exercised between April 2028 and February 2029. Additionally, they will likely only be exercised to the extent that the then share price exceeds the share options strike price. The stretched PAT and share price targets mean that the Group CEO is fully aligned with and committed to delivering superior returns for shareholders over the entire term of his contract of employment. The Group CEO is subject to a covenant not to compete with the Company within the EU for 12 months after the termination of his employment. The options grant contains malus and claw back provisions.

The Group CEO is the only Executive Director of the Board. Following a review of his performance, and that of the Group, in fiscal year 2024 ("FY24") Remco awarded MOL a bonus of €588,000 (2023: €425,000).

- Up to 50% of the total bonus was determined by reference to an FY24 traffic target of 185m passengers. Actual traffic was below target at 183.7m primarily due to Boeing 737-8200 delivery delays. The bonus award was calculated on a straight-line basis between the 170m threshold and the actual traffic achieved. Remco therefore awarded just 48% of the maximum bonus linked to traffic growth, an amount of €288,000;
- Up to 25% of the total bonus was payable if the Group received an upgrade in its CDP rating from B to A-. 20% of the total was payable if the Company retained its B rating. 15% of the total was payable if the Company is rated at least B- by CDP. In February 2024, CDP upgraded Ryanair's rating from B to A-, so a bonus of €150,000 (25%) was awarded; and
- Up to 25% of the total bonus was payable if the Company's CSAT score was, on average, 82.5% for the fiscal year. As Ryanair's CSAT score for fiscal year 2024 was 85%, ahead of target, a bonus amount of €150,000 (25%) was awarded.

Based on the performance achieved against the published targets described above, the formulaic outcome was a payment of €588,000, or 98% of the maximum bonus level. Remco considered the holistic performance of the business during the year, as well as the experience of the wider stakeholders, and determined that this formulaic outcome was appropriate in the circumstances and no further adjustment was required.

In relation to FY24, Remco were satisfied that the Remuneration Policy has operated as intended in terms of Company performance and quantum.

The Group CEO's pay and bonus for fiscal years 2022, 2023 and 2024, is set out below:

Realized Remuneration	Basic €'000	Bonus €'000	Cash Total €'000	Percentage Change y-o-y
<b>FY March 31, 2022*</b>	500	475	975	+290%
<b>FY March 31, 2023</b>	500	425	925	-5%
<b>FY March 31, 2024</b>	1,200	588	1,788	+93%

\* In FY21 (during the Covid pandemic) the Group CEO agreed to a 50% cut in his basic pay and waived any bonus in solidarity with our people who had agreed pay cuts of between 5% to 20%. These pay cuts were restored in FY22. In each of the years above, the Company recorded a technical non-cash accounting charge in relation to share options granted to the Group CEO (primarily 10m share options granted in February 2019). These charges were: €1.78m (2022); €1.78m (2023); and €2.89m (2024), although it is expected that this accounting charge will significantly reduce in FY25. No such payments were made to the Group CEO. These options remain unvested.

In relation to FY25, the Group CEO's base pay will be unchanged at €1.2m and his maximum potential bonus is also unchanged at 50% of basic pay, subject to the achievement of the stretch targets set out above in section 2(ii) above.

## 5. NON-EXECUTIVE DIRECTORS

Directors are appointed following selection by the Nomination Committee, approval by the Board, and must be elected by the majority of shareholders at the following AGM. 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 gives Ryanair's shareholders an annual opportunity to vote on the suitability of each Director.

To ensure that Non-Executive Director ("NED") compensation is competitive to attract quality candidates with the skills and experience to make a valuable contribution to the Ryanair Board, a review of NED remuneration was carried out in 2023. Arising from this review (the first such review in over 10-years), and in keeping with the Group's commitment to keep remuneration competitive, simple and clear, with effect from FY24 NED remuneration is structured as follows:

- Base fee: €75,000 p.a.
- Additional fees payable for:
  - Senior Independent Director ("SID"): €25,000 p.a.
  - Chair of Audit, Remuneration and Safety & Security Committees: €25,000 p.a.

Additionally, every 2-years NEDs may be granted unconditional (i.e. no performance targets) ordinary shares under LTIP 2019 with a value of approx. €50,000 (with the first such grant being awarded to NEDs in June 2023).

With effect from April 1, 2024 the Board Chairman's fees are €150,000 p.a. and he also qualifies for a biennial grant of unconditional ordinary shares under LTIP 2019 with a value of approx. €50,000 (with the first such grant being awarded in June 2023).

None of the NEDs hold a service agreement with the Company that provides for benefits upon termination.

NED fees for fiscal year 2024 and 2023 are set out below:

#### Fees and emoluments – Non-Executive Directors

Fees	March 31, 2024* €'000	March 31, 2023* €'000	Change
Eamonn Brennan	75.0	n/a	n/a
Róisín Brennan	100.0	50.0	+100%
Michael Cawley	75.0	50.0	+50%
Emer Daly	75.0	50.0	+50%
Geoff Doherty (i)	88.7	50.0	+77%
Bertrand Grabowski (ii)	37.5	n/a	n/a
Elisabeth Köstinger	75.0	n/a	n/a
Stan McCarthy	150.0	100.0	+50%
Howard Millar	75.0	50.0	+50%
Dick Milliken (iii)	45.6	50.0	-9%
Roberta Neri (iv)	12.5	n/a	n/a
Anne Nolan (v)	75.0	16.7	+349%
Mike O'Brien	100.0	75.0	+33%
Julie O'Neill (vi)	n/a	25.0	n/a
Louise Phelan	100.0	50.0	+100%
<b>Total</b>	<b>1,084.3</b>	<b>566.7</b>	<b>+54%**</b>

i) Appointed Chair of the Audit Committee in September 2023. (ii) Joined in October 2023. (iii) Retired from the Board and as Chair of the Audit Committee in September 2023. (iv) Joined in February 2024. (v) Joined in December 2022. (vi) Retired in September 2022.

\*In fiscal year 2024 the Company recorded a technical non-cash accounting charge of approximately €200k (2023: €73k) in relation to share options granted to NEDs in February 2019 and LTIPs granted in June 2023. Further details in relation to share options held by Directors are set out on page 11 of the Directors' Report.

\*\*Weighted average change determined on NED tenure, and reflects a one-off step-up in fees following the first review of NED fees in over 10 years.

#### Change in remuneration of Directors

The average percentage change in remuneration for employees from FY24 compared to FY23 was an increase of approximately 7%. Flight & cabin crew remuneration rose by 9% reflecting pay and productivity allowance increases (implemented as part of multi-year pay & productivity agreements) and higher variable pay as flight hours increased in FY24.

	As of March 31 year on year increase/(decrease)				
	2024	2023	2022	2021	2020
<b>Exec. Director Cash Remuneration</b>	93%	(5%)	290%*	(74%)	(48%)
<b>Non-Exec. Directors Fees**</b>	54%	0%	7%	(5%)	(1%)
<b>Ave. Remuneration per employee</b>	7%	28%	26%	(50%)	13%
<b>Passengers</b>	9%	74%	246%	(81%)	5%

\*In FY21 (during the Covid pandemic) the Group CEO agreed to a 50% cut in basic pay and waived any bonus in solidarity with our people who agreed pay cuts of between 5% to 20%. These pay cuts were restored in FY22.

\*\* During FY24 NED fees increased following a detailed review (the first such review in over 10 years). Weighted average change determined on NED tenure.

As another measure of performance, we are disclosing the Total Shareholder Return of Ryanair compared to relevant peers and indexes over the past ten years, as represented in the following graph:

### 10 years Total Shareholder Return



\* Peer index comprised of Air France-KLM, Lufthansa, EasyJet, Wizz Air, IAG and Southwest

## 6. SHARE BASED REMUNERATION

The Company's share option plan, which was approved by shareholders at the 2013 AGM ("Options Plan 2013"), encourages our people to think and act like long-term shareholders and prioritize sustainable returns. While this plan was successful, following a broad review by Remco (with the assistance of Deloitte) of the Company's variable pay arrangements during 2019, it became clear there was a need to introduce a more regular, formalized, long-term incentive arrangement for senior managers. As such, at the September 2019 AGM the Company requested, and received, shareholder approval for the 2019 Long-Term Incentive Plan ("LTIP 2019"). Under this framework, senior managers may be eligible to receive regular awards, typically of whole shares rather than share options, with vesting based on performance against stretching three-year targets.



In light of the award of options in February 2019 (as part of his then contract renewal, subsequently extended in December 2022) to the Group CEO under Options Plan 2013, Remco has determined that no awards will be made to the Group CEO under LTIP 2019 for the duration of his existing contract out to July 2028. While NEDs are permitted to receive share awards (but not options) under LTIP 2019, such awards, in line with good corporate governance, are not subject to performance conditions.

This more formal framework, over time, provides senior managers with a schedule of overlapping awards, each aligned with key performance goals for their respective periods. In this manner Remco considers that it acts as a more effective driver of sustainable returns than the previous framework and a strong retention tool. It is recognized that the framework of LTIP 2019 is more aligned with the general direction of the market, with arrangements in close peers, and with the expectations of many shareholders.

The performance conditions which attach to awards granted to senior managers under the LTIP 2019 are currently a combination of absolute traffic growth, relative TSR performance against airline peers and achievement of ESG targets. Absolute traffic growth drives bottom-line financial performance and is a key performance indicator for Ryanair, TSR measures the Company's relative performance against peers and reflects the overall shareholder experience and ESG targets (including environmental targets) align with the Group's goal of reducing its CO<sub>2</sub> per passenger/km over the coming years. Remco has the discretion to determine appropriate performance targets (which may be different to those set out above) when making grants under LTIP 2019.

A description of the Company's Option Plan 2013 and LTIP 2019 are available on [pages 137 and 138](#). Details of the share options granted to Directors are set forth on [page 11](#) of the Directors' Report.

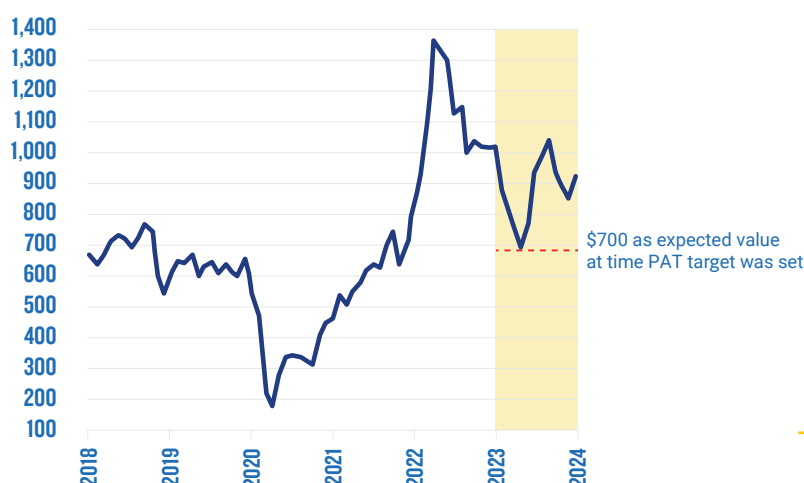
Prior to the shareholder approval of LTIP 2019, share options were granted occasionally (under Options Plan 2013), at the discretion of the Board and Remco, to incentivize superior performance by the management team, to encourage their long-term commitment to Ryanair and to align the objectives of management with those of the shareholders. Management are encouraged, through share-based remuneration, to think and act like long term shareholders and prioritize shareholder returns. Options will only be exercisable where stretched PAT or share price targets have been achieved over a defined vesting period. In exceptional circumstances (specifically during periods of significant oil price volatility), Remco and the Board can (under the rules of the scheme) exercise discretion in determining if performance targets have been achieved. A further vesting condition is that managers must remain in full time employment for an agreed period from the grant date in order to exercise these options. The multi-year targets set by Remco are ambitious and option grants contain malus and clawback provisions.

As at March 31, 2024, 7 NEDs held share options as set out in the Director's Report on [page 11](#). These options were granted in 2019 with vesting linked to either (i) achieving a PAT of €2bn before the end of FY24, or (ii) the share price exceeding €21 over a 28-day period by 31 March 2024, with both targets representing an approximate doubling of performance levels compared to the PAT in FY19 (of €885m) and the share price at grant (of €11.12).

The Board, in the absence of those NEDs who hold these options, assessed the achievement of the targets at the end of fiscal year 2024. Whilst the share price exceeded €21 for a number of days in March 2024, it did not stay above this level for the required 28 days. Actual PAT in FY24 was €1.92bn, falling just 4% short of the required €2bn level. However, the Board considered the impact of exceptional fuel price levels observed in recent years (as illustrated in the chart below), and noted that the PAT target was set on the basis of a \$700 per tonne expected jet fuel price which was c.25% below that actually observed in FY24; the PAT target would have been exceeded by c.30% if the fuel price had been \$700. The Board applied the discretion permitted within the rules of the scheme around exceptional fuel price volatility and it was decided to permit the options to vest, given (i) the one-off nature of these options, (ii) the all-or-nothing hurdles, (iii) the impact of external factors over the 5-year performance period, (iv) the proximity to achieving the original hurdles, and (v) the expectation that NEDs will retire from the Board after a 9-year tenure, with very limited ability to extend this term (unlike the Executive Director whose employment contract and options vest period was, instead, extended to 2028, albeit that the PAT target is now significantly higher at €2.2bn).

Furthermore, the Board is satisfied that the vesting of these options is appropriate given the Company's strong relative performance over the last 5 years, where the Company has significantly outperformed key airline peers in terms of Total Shareholder Return (+87% over 5 years vs the peer group median of -41%), traffic growth (grown from 149m to 184m over the past 5 years despite the impact of Covid-19 and well ahead of the peer group, some of who have yet to recover to pre-Covid traffic) and PAT growth (+117% since FY19 vs the peer group median of +46%). The vested options are exercisable between September 30, 2024 and February 7, 2026.

## JET, \$ PER MET. TONNE



1. Peer group comprises of Air France-KLM, easyJet, IAG, Lufthansa, Southwest, Wizz Air
2. 5 year performance period spanning from April 1, 2019 to March 31, 2024.
3. 5-year growth based on latest 5 years published Full Year results

## RYANAIR Vs SECTOR PEERS

RYANAIR	RYANAIR	1
2	2	RYANAIR
3	3	3
4	4	4
5	5	5
6	6	6
7	7	7

Relative TSR      Absolute Traffic growth      PAT growth (%)

Versus the peer group, Ryanair has ranked above median for 5-year relative TSR<sup>2</sup>, 5-year traffic growth<sup>3</sup> and 5-year PAT growth<sup>3</sup>.

Following consultation with shareholders and the subsequent adoption of LTIP 2019 at the 2019 AGM, no further share options or performance related shares will be granted to NEDs. This legacy issue will, therefore, naturally disappear by February 2026 as options are exercised or lapse. There are no other outstanding share options granted to NEDs.

As at March 31, 2024, 11 NEDs were granted 3,984 ordinary shares each under LTIP 2019. These LTIP grants are not subject to performance targets, vest at the end of May 2026 and further align NED interests with those of long-term Shareholders. Further details are set out on [pages 137 and 138](#).

Ryanair complies with the Investment Association's Principles of Remuneration whereby the Company's share-based remuneration schemes do not exceed 10% of the issued share capital in any rolling 10-year period.

Details of employee share option plans are set forth on [pages 216 and 217](#) in Note 14(c) to the consolidated Financial Statements.

## 7. DIRECTORS' PENSION BENEFITS

Directors, including the Executive Director, do not receive pension benefits related to their role as set forth in Note 18(c) to the consolidated Financial Statements.

## 8. DIRECTORS' SHAREHOLDINGS

The interests of each Director, that held office at the end of FY24, in the share capital of the Company as at March 31, 2024, are set out in the table below.

The Group CEO has a 3.9% shareholding which aligns his interests with those of long-term shareholders and comfortably exceeds the Pensions and Lifetime Savings Association recommendation on Executive Director share ownership (c.200% of base salary).

No. of Shares (excl. unvested LTIPs) at	March 31, 2024	March 31, 2023	March 31, 2022
Eamonn Brennan	7,327	n/a	n/a
Róisín Brennan	4,000	4,000	4,000
Michael Cawley	756,198	756,198	756,198
Emer Daly	6,840	6,840	6,840
Geoff Doherty	50,700	50,700	50,700
Bertrand Grabowski	—	n/a	n/a
Elisabeth Köstinger	—	n/a	n/a
Stan McCarthy	10,000	10,000	10,000
Howard Millar	500,000	500,000	500,000
Roberta Neri	—	n/a	n/a
Anne Nolan	9,018	—	n/a
Mike O'Brien	4,405	4,405	4,405
Michael O'Leary	44,099,892	44,096,725	44,096,725
Louise Phelan	60,000	60,000	60,000

## 9. SHAREHOLDERS' VOTES ON REMUNERATION REPORT

A resolution to approve the Remuneration Report will be put to shareholders at the Company's AGM. This advisory and non-binding resolution is often referred to as a "say on pay". Details of the voting outcomes at the 2023, 2022 and 2021 AGMs are set out below:

Remuneration Report	2023 VOTES (m)	2022 VOTES (m)	2021 VOTES (m)
<b>For</b>	166 (91%)	141 (98%)	96 (94%)
<b>Against</b>	16 (9%)	3 (2%)	6 (6%)
<b>Total*</b>	<b>182 (100%)</b>	<b>144 (100%)</b>	<b>102 (100%)</b>

*\*Between Aug. 2019 and Aug. 2021, the Company repurchased or cancelled over 33.9m ordinary shares and issued shares in a €400m placement in Sept. 2020. Following Brexit in Jan. 2021, non-EU shareholders were disenfranchised and were not entitled to vote at the 2023, 2022 or 2021 AGMs.*

The Directors' Remuneration Policy was tabled at the 2023 AGM and received 73% approval. At the 2023 AGM, Discretionary proxies representing 0.001% of shares were voted in favour of the resolutions by the meeting's Chairman.

The Company has actively engaged with shareholders, and the large ESG proxy advisor firms (including Glass Lewis, ISS, MSCI, PIRC and Sustainalytics) on corporate governance matters in recent years, including during FY24. Key areas of engagement during FY24 included the annual Ryanair Governance Forum held in Ryanair's state-of-the-art training centre in Dublin in April 2023; quarterly investor roadshows; the Chairman and SID annual meeting with shareholders following the 2023 AGM; and engagement with shareholders (post the 2023 AGM) in relation to resolutions 3 (non-binding resolution) and 4(g) which passed with a majority of less than 80% (receiving votes in favour of approximately 73% and 76%, respectively). As noted in section 1 above, a 2023 AGM voting update was provided to shareholders in March 2024.

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with IFRS Accounting Standards as adopted by the European Union and applicable law including Article 4 of the IAS Regulation. The Directors have elected to prepare the Parent Company financial statements in accordance with IFRS Accounting Standards as adopted by the European Union as applied in accordance with the provisions of the Companies Act 2014. In preparing the Group Financial Statements the Directors have also elected to comply with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

Under company law, the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company and of the Group's profit or loss for that year. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or Company or to cease operations or have no realistic alternative but to do so.

The Directors are also required by the Transparency (Directive 2004/109/EC) Regulations 2007 (as amended) and the Central Bank (Investment Market Conduct) Rules to include a management report containing a fair review of the business and a description of the principal risks and uncertainties facing the Group.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company and which enable them to ensure that the financial statements comply with the provision of the Companies Act 2014. The Directors are also responsible for taking all reasonable steps to ensure such records are kept by its subsidiaries which enable them to ensure that the financial statements of the Group comply with the provisions of the Companies Act 2014 including Article 4 of the IAS Regulation. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for safeguarding the assets of the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are also responsible for preparing a Directors' Report that complies with the requirements of the Companies Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's and Company's website, <https://investor.ryanair.com>. Legislation in the Republic of Ireland concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



# RESPONSIBILITY STATEMENT AS REQUIRED BY THE TRANSPARENCY DIRECTIVE AND UK CORPORATE GOVERNANCE CODE

Each of the Directors in office at the date of this Annual Report, confirm that, to the best of each person's knowledge and belief:

- The Group financial statements, prepared in accordance with IFRS Accounting Standards as adopted by the European Union and IFRS Accounting Standards as issued by the IASB, and the Parent Company financial statements prepared in accordance with IFRS Accounting Standards as adopted by the European Union and IFRS Accounting Standards as issued by the IASB, as applied in accordance with the provisions of Companies Act 2014, give a true and fair view of the assets, liabilities, and financial position of the Group and Company at March 31, 2024 and of the profit or loss of the Group for the year then ended;
- The Directors' report contained in the annual report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face; and
- The Annual Report and financial statements, taken as a whole, provides the information necessary to assess the Group's performance, business model and strategy and is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

On behalf of the Board

**Stan McCarthy**  
Chairman

**Michael O'Leary**  
Group CEO

June 26, 2024

# PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

As used herein, the term “Ryanair Holdings” refers to Ryanair Holdings plc. The term the “Company” refers to Ryanair Holdings or Ryanair Holdings together with its consolidated subsidiaries, as the context requires. The term “Ryanair” refers to Ryanair DAC, a wholly owned subsidiary of Ryanair Holdings, together with its consolidated subsidiaries, unless the context requires otherwise. The term “Ryanair Group” refers to the wholly owned subsidiary airlines of Ryanair Holdings, including Ryanair Sun S.A. (“Buzz”), Lauda Europe Limited (“Lauda”), Malta Air Limited, Ryanair DAC, and Ryanair UK Limited. The term “fiscal year” refers to the 12-month period ended on March 31 of the quoted year. The term “Ordinary Shares” refers to the outstanding par value 0.600 euro cent per share common stock of the Company. All references to “Ireland” herein are references to the Republic of Ireland. All references to the “UK” herein are references to the United Kingdom and all references to the “United States” or “U.S.” herein are references to the United States of America. References to “U.S. dollars,” “dollars,” “\$” or “U.S. cents” are to the currency of the United States, references to “UK pound sterling,” “UK £” and “£” are to the currency of the UK and references to “€,” “euro,” “euros” and “euro cent” are to the euro, the common currency of twenty member states of the European Union (the “EU”), including Ireland. Various amounts and percentages set out in this Annual Report on Form 20-F have been rounded and accordingly may not total.

The Company owns or otherwise has rights to the trademark Ryanair® in certain jurisdictions. See “Item 4. Information on the Company—Trademarks.” This report also makes reference to trade names and trademarks of companies other than the Company.

The Company publishes its annual and interim consolidated financial statements in accordance with International Financial Reporting Standards Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

Additionally, in accordance with its legal obligation to comply with the International Accounting Standards Regulation (EC 1606 (2002)), which applies throughout the EU, the consolidated financial statements of the Company must comply with International Financial Reporting Standards Accounting Standards as adopted by the EU. Accordingly, the Company’s consolidated financial statements and the selected financial data included herein comply with International Financial Reporting Standards Accounting Standards as issued by the IASB and also International Financial Reporting Standards Accounting Standards as adopted by the EU, in each case as in effect for the year ended and as of March 31, 2024 (collectively referred to as “IFRS” throughout).

The Company publishes its consolidated financial statements in euro. Solely for the convenience of the reader, this report contains translations of certain euro amounts into U.S. dollars at specified rates. These translations should not be construed as representations that the converted amounts actually represent such U.S. dollar amounts or could be converted into U.S. dollars at the rates indicated or at any other rate. Unless otherwise indicated, such U.S. dollar amounts have been translated from euro at a rate of €1.00 = \$1.0791, or \$1.00 = €0.9267, the official rate published by the U.S. Federal Reserve Board in its weekly “H.10” release (the “Federal Reserve Rate”) on March 31, 2024. See “Item 3. Key Information” for information regarding historical rates of exchange relevant to the Company, and “Item 5. Operating and Financial Review and Prospects” and “Item 11. Quantitative and Qualitative Disclosures About Market Risk” for a discussion of the effects of changes in exchange rates on the Company.

# CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for the historical statements and discussions contained herein, statements contained in this report constitute “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Forward-looking statements may include words such as “expect,” “estimate,” “project,” “anticipate,” “should,” “intend,” and similar expressions or variations on such expressions. Any filing made by the Company with the U.S. Securities and Exchange Commission (the “SEC”) may include forward-looking statements. In addition, other written or oral statements which constitute forward-looking statements have been made and may in the future be made by or on behalf of the Company, including statements concerning its future operating and financial performance, the Company’s share of new and existing markets, general industry and economic trends and the Company’s performance relative thereto and the Company’s expectations as to requirements for capital expenditures and regulatory matters. The Company’s business is to provide a low fares airline service in Europe and North Africa, and its outlook is predominantly based on its interpretation of what it considers to be the key economic factors affecting that business and the European economy.

Forward-looking statements with regard to the Company’s business rely on a number of assumptions concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the Company’s control, that could cause actual results to differ materially from such statements.

It is not reasonably possible to itemize all the many factors and specific events that could affect the outlook and results of an airline operating in the European economy.

Among the factors that are subject to change and could significantly impact the Company’s expected results are global pandemics such as Covid-19, the airline pricing environment, fuel costs, competition from new and existing carriers, market prices for replacement aircraft and aircraft maintenance services, aircraft availability, costs associated with environmental, safety and security measures, significant outbreaks of airborne disease, terrorist attacks, cyber-attacks, war and geopolitical uncertainty, actions of the Irish, UK, EU and other governments and their respective regulatory agencies, dependence on external service providers and key personnel, supply chain disruptions, aircraft delivery delays, fluctuations in currency exchange rates and interest rates, fluctuations in corporate tax rates, changes to the structure of the European Union and the euro, airport handling and access charges, litigation, labor relations, the economic environment of the airline industry, the general economic environment in Europe, the general willingness of passengers to travel, continued acceptance of low fares airlines and flight interruptions caused by Air Traffic Controllers (“ATC”) strikes and staff shortages, extreme weather events or other atmospheric disruptions.

The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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## PART I

### **Item 1. *Identity of Directors, Senior Management and Advisers***

Not applicable.

### **Item 2. *Offer Statistics and Expected Timetable***

Not applicable.

### **Item 3. *Key Information***

## THE COMPANY

Ryanair Holdings operates a low-fare, low cost scheduled airline group serving short-haul, point-to-point routes from 95 bases to airports across Europe and North Africa, which together are referred to as “Ryanair’s bases.” For a list of these bases, see “Item 4. Information on the Company—Route System, Scheduling and Fares.” Ryanair pioneered the low-fares air travel model in Europe in the early 1990s. As of March 31, 2024, the Ryanair Group had a fleet of 557 Boeing 737s, including 146 Boeing 737-8200 “*Gamechanger*” aircraft. In addition, the Group had 27 leased Airbus A320 aircraft (total short-haul fleet of 584 aircraft). The Group offers over 3,500 short-haul flights per day serving approximately 235 airports across Europe and North Africa. A detailed description of the Company’s business can be found in “Item 4. Information on the Company”.

## SELECTED FINANCIAL DATA

The following tables set forth certain of the Company's selected consolidated financial information as of and for the periods indicated. Financial information presented in euro in the table below has been derived from the consolidated financial statements that are prepared in accordance with International Financial Reporting Standards Accounting Standards ("IFRS"). The financial information for fiscal year 2024 has been translated from € to U.S.\$ using the Federal Reserve Rate on March 31, 2024. This information should be read in conjunction with: (i) the audited consolidated financial statements of the Company and related notes thereto included in Item 18 and (ii) "Item 5. Operating and Financial Review and Prospects."

### Income Statement Data:

	Fiscal year ended March 31,					
	2024(a)	2024	2023	2022	2021	2020
	(in millions, except per-Ordinary Share data)					
Total operating revenues	\$ 14,507.2	€ 13,443.8	€ 10,775.2	€ 4,800.9	€ 1,635.8	€ 8,494.8
Total operating expenses	\$ (12,283.5)	€ (11,383.1)	€ (9,332.6)	€ (5,140.5)	€ (2,475.2)	€ (7,367.4)
Operating profit/(loss)	\$ 2,223.7	€ 2,060.7	€ 1,442.6	€ (339.6)	€ (839.4)	€ 1,127.4
Other income/(expense)	\$ 72.6	€ 67.3	€ (0.1)	€ (90.2)	€ (269.3)	€ (457.1)
Profit/(loss) before taxation	\$ 2,296.3	€ 2,128.0	€ 1,442.5	€ (429.8)	€ (1,108.7)	€ 670.3
Tax (expense)/credit	\$ (227.6)	€ (210.9)	€ (128.7)	€ 189.0	€ 93.6	€ (21.6)
Profit/(loss) after taxation	\$ 2,068.7	€ 1,917.1	€ 1,313.8	€ (240.8)	€ (1,015.1)	€ 648.7
Ryanair Holdings basic earnings/(loss) per Ordinary Share (U.S. dollars)/(euros)	\$ 1.8159	€ 1.6828	€ 1.1557	€ (0.2130)	€ (0.9142)	€ 0.5824
Ryanair Holdings diluted earnings/(loss) per Ordinary Share (U.S. dollars)/(euros)	\$ 1.8067	€ 1.6743	€ 1.1529	€ (0.2130)	€ (0.9142)	€ 0.5793

### Balance Sheet Data:

	As of March 31,					
	2024(a)	2024	2023	2022	2021	2020
	(in millions)					
Cash and cash equivalents	\$ 4,181.9	€ 3,875.4	€ 3,599.3	€ 2,669.0	€ 2,650.7	€ 2,566.4
Total assets	\$ 18,534.2	€ 17,175.6	€ 16,405.9	€ 15,149.8	€ 12,328.0	€ 14,747.2
Current and long-term debt, including lease obligations	\$ 2,964.1	€ 2,746.8	€ 4,116.2	€ 5,077.4	€ 5,426.8	€ 4,211.2
Shareholders' equity	\$ 8,216.5	€ 7,614.2	€ 5,643.0	€ 5,545.3	€ 4,646.6	€ 4,914.5
Issued share capital	\$ 7.4	€ 6.9	€ 6.9	€ 6.8	€ 6.7	€ 6.5
Weighted Average Number of Ordinary Shares in issue during the year	1,139.2	1,139.2	1,136.8	1,130.5	1,110.4	1,113.8

### Cash Flow Statement Data:

	Fiscal year ended March 31,					
	2024(a)	2024	2023	2022	2021	2020
	(in millions)					
Net cash inflow/(outflow) from operating activities*	\$ 3,407.7	€ 3,157.9	€ 3,891.0	€ 1,940.5	€ (2,448.0)	€ 1,327.1
Net cash (outflow)/inflow from investing activities	\$ (1,683.8)	€ (1,560.4)	€ (1,901.2)	€ (1,414.4)	€ 937.0	€ (301.1)
Net cash (outflow)/inflow from financing activities*	\$ (1,431.2)	€ (1,326.3)	€ (1,054.0)	€ (536.5)	€ 1,622.5	€ (287.0)
Increase/(decrease) in cash and cash equivalents	\$ 292.7	€ 271.2	€ 935.8	€ (10.4)	€ 111.5	€ 739.0

\*Amounts are inclusive of net foreign currency differences

(a) Dollar amounts are initially measured in euro in accordance with IFRS and then translated to U.S.\$ solely for convenience at the Federal Reserve Rate on March 31, 2024 of €1.00 = \$1.0791 or \$1.00 = €0.9267.

## SELECTED OPERATING AND OTHER DATA

The following tables set forth certain operating data of Ryanair for each of the fiscal years shown. Such data are derived from the Company's consolidated financial statements prepared in accordance with IFRS and from certain other data, and are not audited. For definitions of the terms used in this table, see the Glossary in Appendix A.

Operating Data:	Fiscal Year ended March 31,				
	2024	2023	2022	2021	2020
Operating Margin	15%	13%	(7)%	(51)%	13%
Break-even Load Factor	80%	81%	88%	108%	83%
Average Booked Passenger Fare (€)	49.78	41.12	27.33	37.65	37.46
Ancillary Rev. per Booked Passenger (€)	23.40	22.81	22.13	21.80	19.71
Total Rev. per Booked Passenger (€)	73.18	63.93	49.47	59.45	57.17
Cost Per Booked Passenger (€)	61.96	55.37	52.97	89.95	49.58
Average Fuel Cost per U.S. Gallon (€)	3.23	2.46	1.92	1.74	2.06

Other Data:	Fiscal Year ended March 31,				
	2024	2023	2022	2021	2020
Revenue Passengers Booked (millions)	184	169	97	28	149
Booked Passenger Load Factor	94%	93%	82%	71%	95%
Average Sector Length (miles)	780	766	772	776	761
Sectors Flown	1,022,455	946,643	620,524	204,828	823,897
Number of Airports Served at Period End	235	222	223	225	242
Average Daily Flight Hour Utilization (hours)	9.38	9.40	6.88	2.37	9.11
Team Members at Period End	27,076	22,261	19,116	15,016	17,268
Team Members per Aircraft at Period End	46	41	38	33	37



## RISK FACTORS

### *Risks Related to the Company*

*The Company may not be successful in increasing fares to cover rising business costs.* Ryanair operates a low-fares airline. The success of its business model depends on its ability to control costs so as to deliver low-fares while at the same time earning a profit. Ryanair has limited control over its fuel costs and already has comparatively low operating costs. In periods of high fuel costs, if Ryanair is unable to further reduce its other operating costs or generate additional revenues, operating profits are likely to fall. Ryanair cannot offer any assurances regarding its future profitability. Changes in fuel costs and availability could have a material adverse impact on Ryanair's results. See "—Changes in fuel costs and availability affect the Company's results" and "—The Company faces significant price and other pressures in a highly competitive environment".

*Changes in fuel costs and availability affect the Company's results.* Jet fuel is subject to wide price fluctuations as a result of many economic and political factors and events occurring throughout the world that Ryanair can neither control nor accurately predict, including increases in demand, sudden disruptions in supply and other concerns about global supply, as well as market speculation. Oil prices increased significantly following Russia's invasion of Ukraine in February 2022 and remain volatile in light of the Israel-Hamas conflict. As international prices for jet fuel are denominated in U.S. dollars, Ryanair's fuel costs are also subject to certain exchange rate risks. Substantial price increases, adverse exchange rates, or the unavailability of adequate fuel supplies, including, without limitation, any such events resulting from international terrorism, prolonged hostilities in Central Eastern Europe, the Middle East or other oil-producing regions or the suspension of production by any significant producer, may adversely affect Ryanair's profitability. In the event of a fuel shortage resulting from a disruption of oil imports or otherwise, additional increases in fuel prices or a curtailment of scheduled services could result.

Ryanair enters into hedging arrangements providing for substantial protection against fluctuations in fuel prices, generally through forward swap contracts or fuel call options typically covering periods of up to 12-18 months of anticipated jet fuel requirements. Ryanair is exposed to risks arising from fluctuations in the price of fuel, and movements in the euro/U.S. dollar exchange rate, especially in light of volatility in the relevant currency and commodity markets. Any movements in fuel costs could have a material adverse effect on Ryanair's financial performance. In addition, any strengthening of the U.S. dollar against the euro could have an adverse effect on the cost of buying fuel in euro.

No assurances whatsoever can be given about trends in fuel prices. Average fuel prices for future years may be significantly higher than current prices. There also cannot be any assurance that Ryanair's current or any future arrangements will be adequate to protect Ryanair from increases in the price of fuel or that Ryanair will not incur losses due to high fuel prices, either alone or in combination with other factors. Because of Ryanair's low fares as well as Ryanair's expansion plans, which could have a negative impact on yields, its ability to pass on increased fuel costs to passengers through increased fares or otherwise is somewhat limited. The expansion of Ryanair's fleet has resulted and will likely (in coming years) continue to result in an increase in Ryanair's aggregate fuel consumption.

Additionally, declines in the price of oil and/or capacity declines may expose Ryanair to some risk of hedging losses and hedge ineffectiveness that could lead to negative effects, including income statement volatility on Ryanair's financial condition and/or results of operations.

*A majority of Ryanair's aircraft and certain parts are sourced from a single supplier; therefore, Ryanair would be materially and adversely affected if such supplier were unable to provide additional equipment or support.* Because Ryanair currently sources the majority of its aircraft and many related aircraft parts from Boeing, if Ryanair were unable to acquire additional aircraft or sufficient spare parts from Boeing, or if Boeing were unable or unwilling to make timely deliveries

of aircraft or to provide adequate support for its products, Ryanair's operations could be materially and adversely affected.

*Ryanair is subject to cyber security risks and may incur increasing costs in an effort to minimize those risks.* As almost all of Ryanair's reservations are made through its website and mobile app, security breaches could expose it to a risk of loss or misuse of customer information, litigation and potential liability. Third-party service organizations are used for both the reservation and flight planning processes. These third-party service organizations are also subject to cyber security risks. Ryanair secures its website and follows the recommendations set out in the U.S. National Institute of Standards and Technology's Cyber Security Framework. Nevertheless, the security measures which have been or will be implemented may not be effective, and Ryanair's systems may be vulnerable to theft, loss, damage, and interruption from a number of potential sources and events, including unauthorized access or security breaches, cyber-attacks, computer viruses, power loss, or other disruptive events. The methods used to obtain unauthorized access, disable, or degrade service or sabotage systems are constantly evolving and may be difficult to anticipate or to detect for long periods of time. Ryanair may not have the resources or technical sophistication to anticipate or prevent these rapidly evolving types of cyber-attacks. Attacks may be targeted at Ryanair, its customers and suppliers, or others who have entrusted it with information. Moreover, the war in Ukraine has resulted in a heightened risk of cyberattacks against companies like ours that have operations, vendors and/or supply chain providers located around the region of conflict. While Ryanair has experienced, and expects to continue to experience these types of threats and incidents, the Group has not detected any material cyber security events during fiscal year 2024.

*Ryanair is subject to increasingly complex data protection laws and regulations.* Ryanair's business involves the processing and storage on a large scale of personal data relating to its customers, employees, business partners and others. Ryanair is subject to the European Union's General Data Protection Regulation 2016/679 (the "GDPR") (which became fully applicable on May 25, 2018) as well as relevant national implementing legislation (Irish Data Protection Act 2018), which impose significant obligations upon subject companies. Ensuring compliance with data protection laws is an ongoing commitment which involves substantial costs, and it is possible that, despite Ryanair's efforts, governmental authorities or third parties will assert that Ryanair's business practices fail to comply with these laws and regulations. If its operations are found to be in violation of any of such laws and regulations, Ryanair may be subject to significant civil, criminal and administrative damages, penalties and fines, as well as reputational harm, which could have a material adverse effect on its business, financial condition or results of operations.

*The Company faces significant price and other pressures in a highly competitive environment.* Ryanair operates in a highly competitive marketplace, with a number of low-fare, traditional and charter airlines competing throughout its route network. Airlines compete primarily in respect of fare levels, frequency and dependability of service, name recognition, passenger amenities (such as access to frequent flyer programs), and the availability and convenience of other passenger services. Unlike Ryanair, certain competitors are state-owned or state-controlled flag carriers and in some cases may have greater name recognition and resources and may have received, or may receive in the future, significant amounts of subsidies and other state aid from their respective governments as happened during the Covid-19 pandemic. In addition, the EU-U.S. Open Skies Agreement allows U.S. carriers to offer services in the intra-EU market, which could eventually result in increased competition in the EU market. See "Item 4. Information on the Company—Government Regulation—European Union."

The airline industry is highly susceptible to price discounting, in part because airlines incur very low marginal costs for providing service to passengers occupying otherwise unsold seats. Both low-fare and traditional airlines sometimes offer low fares in direct competition with Ryanair across a significant proportion of its route network as a result of the liberalization of the EU air transport market and greater public acceptance of the low-fares model.

In addition to traditional competition among airline companies and charter operators who have entered the low-fares market, the industry also faces competition from ground transportation (including high-speed rail systems) and sea transportation alternatives, as businesses and recreational travelers seek substitutes for air travel.

Although Ryanair intends to assert its rights against any predatory pricing or other similar conduct, price competition both among airlines and between airlines and ground and sea transportation alternatives could reduce the level of fares and/or passenger traffic on Ryanair's routes to the point where profitability may not be achievable.

*Ryanair has a significant amount of debt and fixed obligations, and insufficient liquidity may have a material adverse effect on the Company's financial condition.* Ryanair carries, and will continue to carry for the foreseeable future, a substantial amount of debt. Although the Company has historically been able to generate sufficient cash flow from operations to pay debt and other fixed obligations when they become due, the risks described in this report may limit the Company's ability to do so in the future and may adversely affect its overall liquidity. As a result, the Company has incurred and will continue to seek new financing sources to fund its operations for the unknown duration of any economic recovery period. Volatility and uncertainty in the global markets generally, and the air transportation industry specifically, may make it difficult for Ryanair to raise additional capital on acceptable terms, or at all. Additionally, future debt agreements may contain more restrictive covenants or require security beyond historical market terms, which may restrict Ryanair's ability to successfully access capital.

*Ryanair has seasonally grounded aircraft.* In prior years, in response to typically lower traffic and yields from November to March (inclusive) ("winter"), higher airport charges and/or taxes and, at times, higher fuel prices, Ryanair adopted a policy of grounding a certain portion of its fleet during the winter months. Ryanair carries out the majority of scheduled heavy maintenance during the winter months which also results in the grounding of aircraft. The Company intends to continue grounding aircraft in fiscal year 2025. Ryanair's policy of seasonally grounding aircraft presents some risks. While Ryanair seeks to implement its seasonal grounding policy in a way that will allow it to reduce the negative impact on operating income by operating flights during periods of high oil prices to high cost airports at low winter yields, there can be no assurance that this strategy will be successful.

While seasonal grounding does reduce Ryanair's variable operating costs, it does not avoid fixed costs such as aircraft ownership costs, and it also decreases Ryanair's potential to earn revenues. Decreasing the number and frequency of flights may also negatively affect Ryanair's labor relations, including its ability to attract flight personnel interested in year-round employment. Such risks could lead to negative effects on Ryanair's financial condition and/or results of operations.

*The Company will incur significant costs acquiring new aircraft and any instability in the credit and capital markets could negatively impact Ryanair's ability to obtain financing on acceptable terms.* Ryanair's continued growth is dependent upon its ability to acquire additional aircraft to meet additional capacity needs and to replace older aircraft. Ryanair had 584 aircraft in its operating fleet at March 31, 2024 and expects to receive an additional 64 Boeing 737-8200 aircraft before the end of fiscal year 2025, pursuant to a contract with the Boeing Company ("Boeing," and such contract inclusive of subsequent amendments, the "2014 Boeing Contract").

In May 2023 Ryanair announced that it had entered into a purchase agreement with Boeing (the "2023 Boeing Contract") to purchase up to 300 Boeing 737-MAX-10 series aircraft (of which 150 are firm orders and 150 are subject to an option exercisable at Ryanair's discretion) for delivery between 2027 to 2033 (inclusive). This agreement was approved by Company's shareholders at its AGM on September 14, 2023.

Ryanair expects to have approximately 800 narrow-body aircraft in its fleet following delivery of all the Boeing 737-8200 and Boeing 737-MAX-10 aircraft, allowing for expected disposals of older aircraft, including lease returns over the period and Boeing's ability to fulfil both the 2014 and 2023 Boeing Contracts. For additional information on the

Company's aircraft fleet and expansion plans, see "—A majority of Ryanair's aircraft and certain parts are sourced from a single supplier; therefore, Ryanair would be materially and adversely affected if such supplier were unable to provide additional equipment or support," and "Item 4. Information on the Company—Aircraft" and "Item 5. Operating and Financial Review and Prospects—Liquidity and Capital Resources". There can be no assurance that this planned expansion will not outpace the growth of passenger traffic on Ryanair's routes or that traffic growth will not prove to be greater than the expanded fleet can accommodate. In either case, such developments could have a material adverse effect on the Company's business, results of operations and financial condition.

As a result of the 2014 Boeing Contract and the 2023 Boeing Contract, and other general corporate purposes, Ryanair has raised and expects to continue to raise substantial debt financing. Ryanair's ability to raise unsecured or secured debt to pay for aircraft is subject to potential volatility in the worldwide financial markets. Additionally, Ryanair's ability to raise unsecured or secured debt to pay for aircraft as they are delivered is subject to various conditions imposed by the counterparties and debt markets to such loan facilities and related loan guarantees, and any future financing is expected to be subject to similar conditions. Any failure by Ryanair to comply with such conditions and any failure to raise necessary amounts of unsecured or secured debt to pay for aircraft, would have a material adverse effect on its results of operations and financial condition.

Using the debt capital markets to finance the Company requires the Company to retain its investment grade credit ratings (the Company has a BBB+ (stable outlook) credit rating from both S&P and Fitch Ratings). There is a risk that the Group will be unable, or unwilling, to access these markets if it is downgraded or is unable to retain its investment grade credit ratings and this could lead to a higher cost of finance for the Group and a material adverse effect on its results and financial condition.

Ryanair has previously entered into significant derivative transactions intended to hedge some of its aircraft acquisition-related debt obligations. These derivative transactions expose Ryanair to certain risks and could have adverse effects on its results of operations and financial condition. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk."

*Currency fluctuations affect the Company's results.* Although the Company is headquartered in Ireland, a significant portion of its operations are conducted in the UK. Consequently, the Group has significant operating revenues and operating expenses, as well as assets and liabilities, denominated in UK pounds sterling. In addition, fuel, aircraft, insurance, aircraft leases and some maintenance obligations are denominated in U.S. dollars. Ryanair's operations and financial performance can therefore be significantly affected by fluctuations in the values of the UK pound sterling and the U.S. dollar. Ryanair is particularly vulnerable to direct exchange rate risks between the euro and the U.S. dollar because a significant portion of its operating costs are incurred in U.S. dollars and substantially none of its revenues are denominated in U.S. dollars.

Although the Company engages in foreign currency hedging transactions between the euro and the U.S. dollar and, from time to time, between the euro and the UK pound sterling, hedging activities are not expected to eliminate currency risks. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk."

*Prolonged delays in the Federal Aviation Administration ("FAA") and/or the European Union Aviation Safety Agency ("EASA") issuing required certifications or approvals for the Boeing 737-MAX-10 aircraft could materially and adversely affect Ryanair's business plans, strategy and results of operations.* Pursuant to a contract with the Boeing Company, Ryanair has ordered up to 300 new Boeing 737-MAX-10 aircraft (150 firm and 150 options) for delivery between 2027 to 2033 (the "2023 Boeing Contract"). See "Item 10. Additional information – Material Contracts".

Ryanair expects the phased deliveries of the aircraft between 2027 and 2033 will enable Ryanair to create approximately 10,000 new high-paid jobs for pilots, cabin crew and engineers, to facilitate disciplined traffic growth and

support related revenue growth, and to replace a significant portion of Ryanair's older Boeing aircraft, supporting Ryanair's environmental and sustainability goals.

The delivery of the new aircraft under the 2023 Boeing contract is subject to the FAA and EASA issuing the required certifications and approvals to Boeing. Prolonged delays in the FAA and/or EASA issuing the required certifications or approvals for the Boeing 737-MAX-10, or further regulatory actions by the FAA and/or EASA with respect to the Boeing 737-MAX-10 aircraft could also materially and adversely affect Ryanair's business plans, strategy and results of operations, and there can be no assurance that Ryanair will be able to procure and operate other types of aircraft from Boeing or another manufacturer, seller or lessor.

*Residual value of the fleet.* At March 31, 2024 Ryanair operated 584 aircraft (28 of which are leased), has a purchase contract in place in respect of an additional 64 Boeing 737-8200 "Gamechanger" aircraft pursuant to the 2014 Boeing Contract, and a purchase order in respect of up to 300 Boeing 737-MAX-10 aircraft (of which 150 are firm orders and 150 are subject to an option exercisable at Ryanair's discretion) for delivery between 2027 to 2033 (inclusive). Over the course of the 2023 Boeing Contract order, Ryanair plans to dispose and handback approximately 150 aircraft as part of its ongoing fleet management strategy. Although under the terms of the 2023 Boeing Contract, Ryanair shall purchase the new aircraft at substantial discounts to the basic price for Boeing 737-MAX-10 aircraft, there can be no certainty that there will be demand for the new aircraft capacity or that Ryanair will be able to sell aircraft profitably at the time of disposal. Failure by Ryanair to dispose of an appropriate number of aircraft could have an adverse effect on Ryanair's financial condition.

*The Company's growth may expose it to risks.* Ryanair's operations have grown rapidly since it pioneered the low-fares operating model in Europe in the early 1990s. Ryanair intends to continue to expand its fleet and add new destinations and additional flights. In September 2021, Ryanair increased its booked passenger target to approximately 225m passengers per annum by fiscal year 2026. Following shareholder approval of the 2023 Boeing Contract at the Company's AGM in September, 2023, this target was increased to approximately 300m passengers per annum by fiscal year 2034. However, no assurance can be given that these targets will be met. If growth in passenger traffic and Ryanair's revenues do not keep pace with the planned expansion of its fleet, Ryanair could suffer from overcapacity and its results of operations and financial condition (including its ability to fund scheduled purchases of the new aircraft and related debt repayments) could be materially adversely affected.

The continued expansion of Ryanair's fleet and operations combined with other factors, may also strain existing management resources and related operational, financial, management information and information technology systems. Expansion will generally require additional skilled personnel, equipment, facilities and systems. An inability to hire skilled personnel or to secure required equipment and facilities efficiently and in a cost-effective manner may have a material adverse effect on Ryanair's ability to achieve its growth plans and sustain or increase its profitability.

*Ryanair's new routes and expanded operations may have an adverse financial impact on its results.* When Ryanair commences new routes, its load factors and fares tend to be lower than those on its established routes and its advertising and other promotional costs tend to be higher, which may result in initial losses that could have a material negative impact on Ryanair's results of operations as well as require a substantial amount of cash to fund. In addition, there can be no assurance that Ryanair's low-fares service will be accepted on new routes. Ryanair also periodically runs special promotional fare campaigns, in particular in connection with the opening of new routes. Promotional fares may have the effect of increasing load factors and reducing Ryanair's yield and passenger revenues on such routes during the periods that they are in effect. Ryanair has significant cash needs as it expands, including the cash required to fund aircraft purchases or aircraft deposits related to the acquisition of aircraft. There can be no assurance that Ryanair will have sufficient cash to make such expenditures and investments, and to the extent Ryanair is unable to expand its route system successfully, its future revenue and earnings growth will in turn be limited. See"—The Company will incur



significant costs acquiring new aircraft and any instability in the credit and capital markets could negatively impact Ryanair's ability to obtain financing on acceptable terms".

*Ryanair's continued growth is dependent on access to suitable airports; charges for airport access are subject to increase.* Airline traffic at certain European airports is regulated by a system of grandfathered "slot" allocations. Each slot represents authorization to take-off and/or land at the particular airport at a specified time. As part of Ryanair's strategic initiatives, which include flights to primary airports, Ryanair Group airlines are operating to an increasing number of slot-coordinated airports, a number of which have constraints at particular times of the day. There can be no assurance that Ryanair will be able to obtain a sufficient number of slots at slot-coordinated airports that it may wish to serve in the future, at the time it needs them, or on acceptable terms. There can also be no assurance that its non-slot constrained bases, or the other non-slot constrained airports Ryanair serves, will continue to operate without slot allocation restrictions in the future. See "Item 4. Information on the Company—Government Regulation—Slots." Airports may impose other operating restrictions such as curfews, limits on aircraft noise levels, mandatory flight paths, runway restrictions, and limits on the number of average daily departures. Such restrictions may limit the ability of Ryanair to provide service to or increase service at such airports.

Ryanair's future growth also materially depends on its ability to access suitable airports located in its targeted geographic markets at costs that are consistent with Ryanair's strategy. Any condition that denies, limits, or delays Ryanair's access to airports it serves or seeks to serve in the future would constrain Ryanair's ability to grow. A change in the terms of Ryanair's access to these facilities or any increase in the relevant charges paid by Ryanair as a result of the expiration or termination of such arrangements and Ryanair's failure to renegotiate comparable terms or rates could have a material adverse effect on the Company's financial condition and results of operations. For additional information, see "Item 4. Information on the Company—Airport Operations—Airport Charges." See also "—The Company is subject to legal proceedings alleging state aid at certain airports" below.

*Labor relations could expose the Company to risk.* In December 2017, Ryanair announced its decision to recognize trade unions for collective bargaining purposes. Since then, Ryanair Group airlines have concluded Collective Labor Agreements ("CLAs") with trade unions in most of their major markets. The CLAs concluded to date vary by country but include agreements on recognition, seniority, base transfers, promotions, pay and rostering arrangements. There may be a push for legacy type working conditions which, if acceded to, could decrease the productivity of crew, increase costs and have an adverse effect on profitability.

At the outset of the Covid-19 pandemic, Ryanair and its union partners negotiated agreements to protect crew jobs via temporary pay cuts which were to be gradually restored from 2022 to 2025. In fiscal year 2023, Ryanair Group airlines concluded agreements with their people and unions, in the majority of countries, which accelerated pay restoration with pay fully restored in December 2022. Further negotiations have taken place through fiscal year 2024 with agreements now in place in all major markets to 2026 or 2027 with set annual pay increases. Whilst these agreements set pay and conditions for the coming years, high inflation in the general economy, a global recession and a shift in market conditions could lead to unrealistic expectations by trade unions and excessive pay demands that could lead to labor unrest.

Ryanair intends to retain its low-fare, high people productivity model; however, there may be periods of labor unrest as unions challenge the existing high people productivity model which may have an adverse effect on customer sentiment and profitability.

Ryanair has transitioned from Irish to local contracts of employment in a number of EU countries which has impacted costs, productivity and complexity of the business. Any subsequent decision to switch to lower cost locations could result in redundancies and a consequent deterioration in labor relations.

*The Group is dependent on external service providers.* Ryanair currently assigns its engine overhauls and “rotable” repairs to outside contractors approved under the terms of Part 145, the European regulatory standard for aircraft maintenance (“Part 145”) established by EASA. The Company also assigns its passenger, aircraft, and ground handling services at airports (other than Dublin and certain airports in Poland, Spain and Portugal) to established external service providers. See “Item 4. Information on the Company—Maintenance and Repairs—Heavy Maintenance” and “Item 4. Information on the Company—Airport Operations—Airport Handling Services.”

The termination or expiration of any of Ryanair’s service contracts or any inability to renew them or negotiate replacement contracts with other service providers at competitive rates could have a material adverse effect on the Group’s results of operations. Ryanair will need to enter into airport service agreements in any new markets it enters, and there can be no assurance that it will be able to obtain the necessary facilities and services at competitive rates. In addition, although Ryanair seeks to monitor the performance of external parties that provide passenger and aircraft handling services, the efficiency, timeliness, and quality of contract performance by external providers are largely beyond Ryanair’s direct control. Ryanair expects to be dependent on such outsourcing arrangements for the foreseeable future.

*The Group is dependent on key personnel.* Ryanair’s success depends to a significant extent upon the efforts and abilities of its senior management team, including Michael O’Leary, the Group CEO, and key financial, commercial, operating, IT, ESG, HR and maintenance personnel. See “Item 6. Directors, Senior Management and Employees—Compensation of Directors and Executive Officers—Remuneration Agreement with Mr. O’Leary.” Ryanair’s success also depends on the ability of its Executive Officers and other members of senior management to operate and manage effectively, both independently and as a Group. Although Ryanair’s employment agreements with Mr. O’Leary and several of its other Senior Executives contain non-competition and non-disclosure provisions, there can be no assurance that these provisions will be enforceable in whole or in part. Competition for highly qualified personnel is intense, and either the loss of any executive officer, senior manager, or other key employee without adequate replacement or the inability to attract new, qualified personnel could have a material adverse effect upon Ryanair’s business, operating results, and financial condition.

*Entry into service of the Boeing 737-8200.* Ryanair has 210 Boeing 737-8200 aircraft on firm order from Boeing. These aircraft were originally due to commence delivery in April 2019. During fiscal year 2021, the FAA and EASA approved the ungrounding of the MAX and approved Ryanair’s variant the Boeing 737-8200. Ryanair received the first aircraft in June 2021. At March 31, 2024 the Ryanair Group had taken delivery of 146 Boeing 737-8200s. The remaining 64 aircraft are scheduled to be delivered before the end of fiscal year 2025.

There can be no assurance that the FAA and/or EASA will not, now or in the future, apply additional maintenance or oversight in relation to the operation of the Boeing 737-8200 aircraft, that will delay delivery of these aircraft and/or materially increase the cost of operating this aircraft type.

*The Company faces risks related to its internet reservations operations and its elimination of airport check-in facilities.* Ryanair’s flight reservations are made through its website, mobile app and Global Distribution Systems including Amadeus, Sabre and Travelport (which operates the Galileo and Worldspan GDS) (collectively, the “GDSs”). Ryanair has established contingency programs which include migrating its website to the cloud and having a back-up booking engine available to support its existing booking platform in the event of a breakdown in this facility. Nonetheless, the process of switching over to the back-up booking engine could take some time and there can be no assurance that Ryanair would not suffer a significant loss of reservations in the event of a major breakdown of its booking engine or other related systems.

All Ryanair passengers are required to use Internet check-in. Internet check-in is part of a package of measures intended to reduce check-in lines and passenger handling costs and pass on these savings by reducing passenger airfares. Ryanair has deployed this system across its network. Any disruptions to the Internet check-in service as a result

of a breakdown in the relevant computer systems or otherwise could have a material adverse impact on these service-improvement and cost-reduction efforts. There can be no assurance, however, that this process will continue to be successful or that consumers will not switch to other carriers that provide standard check-in facilities, which would negatively affect Ryanair's results of operations and financial condition.

*The Company is subject to legal proceedings alleging state aid at certain airports.* Formal investigations by the European Commission are ongoing into Ryanair's agreements with Carcassonne, Girona, Reus, Târgu Mures and Beziers airports, Ryanair's agreements since 2009 with Frankfurt (Hahn) airport, and Ryanair's arrangements with Cagliari airport (even though the Commission in March 2023 withdrew its 2016 finding that Ryanair had received aid through those arrangements). The investigations seek to determine whether the agreements constitute illegal state aid under EU law. The investigations are currently expected to be completed in 2024, with the European Commission's decisions being appealable to the EU General Court. Investigations into Ryanair's agreements with the Bratislava, Tampere, Marseille, Berlin (Schönefeld), Aarhus, Dusseldorf (Weeze), Brussels (Charleroi), Alghero, Stockholm (Västerås), Lübeck, Riga and Paris (Beauvais) airports, and into Ryanair's agreements prior to 2009 with Frankfurt (Hahn), have concluded with findings that these agreements contained no state aid. In parallel, the European Commission has announced findings of state aid to Ryanair in its arrangements with Pau, Nîmes, Angoulême, Altenburg, Zweibrücken, Cagliari, Klagenfurt, Montpellier and La Rochelle airports, ordering Ryanair to repay a total of approximately €40m of alleged state aid. Ryanair has appealed these "aid" decisions to the EU General Court, which ruled in favor of Ryanair in the Zweibrücken airport case. In 2023, the European Commission withdrew its "aid" (approximately €12m) decision concerning Ryanair's arrangements with Cagliari airport, following a General Court ruling in a related case, and is currently reviewing the case afresh in light of the guidance received from the Court, with a decision expected in 2024. The EU General Court ruled in favor of the European Commission in the cases of Pau, Nîmes, Angoulême, Altenburg, Montpellier and Klagenfurt. The Klagenfurt judgment was subject to an appeal by Ryanair to the European Court of Justice which ruled against Ryanair in 2023. Ryanair's appeal to the European Court of Justice in the Montpellier case is expected to conclude in 2024. In addition to the European Commission investigations, Ryanair is facing an allegation that it has benefited from unlawful state aid in a German court case launched by Lufthansa in 2006 in relation to Ryanair's arrangements with Frankfurt (Hahn). Adverse rulings in the above state aid matters could be used as precedents by competitors to challenge Ryanair's agreements with other publicly owned airports and could cause Ryanair to strongly reconsider its growth strategy in relation to public or state-owned airports across Europe. This could in turn lead to a scaling-back of Ryanair's overall growth strategy due to the smaller number of privately-owned airports available for development.

No assurance can be given as to the outcome of these legal proceedings, nor as to whether any unfavorable outcomes may, individually or in the aggregate, have a material adverse effect on the results of operations or financial condition of Ryanair.

For additional information, please see "Item 8. Financial Information—Other Financial Information—Legal Proceedings."

*The Company faces risks related to unauthorized use of information from the Company's website.* Screen scraper websites gain unauthorized access to Ryanair's website and booking system, extract flight and pricing information and display it on their own websites for sale to customers at prices which may include hidden intermediary fees on top of Ryanair's fares. Ryanair does not allow any such commercial use of its website and objects to the practice of screen scraping also on the basis of certain legal principles, such as contractual and database rights and copyright protection. In turn, Ryanair has been accused by certain operators of screen scraping websites that its objection to the unauthorized selling by online travel agents (OTAs) to consumers of Ryanair flight tickets is an attempt to restrict competition. Ryanair is currently involved in legal proceedings against the proprietors of screen scraper websites in Germany, Ireland, France, Italy, and the U.S. Ryanair's objective is to prevent any unauthorized use of its website and to prevent consumer harm, and the resultant reputational damage to the Company, that may arise due to the failure by some operators of screen scraper websites to provide Ryanair with the passengers' genuine contact and payment method details.

In November 2023, the Irish High Court found that Flightbox, a screen scraper, was bound by the Terms of Use of the Ryanair website and as such, the court granted Ryanair a permanent injunction prohibiting Flightbox from breaching the binding Terms of Use of the Ryanair website by using bot technology to unlawfully scrape the Ryanair website for OTAs. Following that decision, Ryanair was approached by a number of OTAs who wanted to enter into agreements that respected Ryanair's exclusive online distribution model. Ryanair entered into the first Direct Distribution Agreement (DDA) with Love Holidays in January 2024 and subsequently into DDAs with several other OTAs. The DDAs fully protect Ryanair's exclusive online distribution model. Under the DDAs Ryanair grants the OTA partner a licence to use its flight and price data for display purposes *only* on the OTA website. The passenger can select accurately priced Ryanair flights and ancillary products, and is brought to the Ryanair.com website to sign into their myRyanair account and confirm their Ryanair booking. The agreement strictly prohibits any hidden mark-ups being applied to Ryanair flights and/or ancillary products so as not to mislead consumers. It ensures that Ryanair obtains the passenger's real contact details, allows the passenger to manage their own booking directly with Ryanair, and in the event of cancellation or disruption that the passenger receives a prompt refund.

In January 2024, the Milan Court of Appeal conclusively rejected claims of the OTAs Lastminute and Viaggiare that Ryanair's exclusive online distribution model constitutes an abuse of a dominant position and confirmed that Ryanair's exclusive online distribution model was justified and pro-consumer.

Ryanair also allows certain companies who operate fare comparison (i.e., not reselling) websites to access its schedule and fare information for the purposes of price comparison provided they sign a license and use the agreed method to access the data. In addition, Ryanair permits GDS operators Amadeus, Sabre, Travelport (trading as Galileo and Worldspan) and Kyte to provide access to Ryanair's fares to traditional brick & mortar travel agents and closed corporate travel booking platforms.

Notwithstanding the recent success in the screen scraping litigation, Ryanair has also in the past recorded unfavorable rulings in its actions against screen scrapers. Pending the outcome of outstanding legal proceedings and investigations by competition authorities (including the investigation launched by the Italian Competition Authority in September 2023) and if Ryanair were to be ultimately unsuccessful in them, the activities of screen scraper websites could lead to a reduction in the number of customers who book directly on Ryanair's website and consequently to a reduction in Ryanair's ancillary revenue stream. Also, some business may be lost to Ryanair once potential customers are presented by a screen scraper website with a Ryanair fare or a fee for an ancillary product such as priority boarding or checked baggage inflated by the screen scraper's intermediary fee. This could also adversely affect Ryanair's reputation as a low-fares airline, which could negatively affect Ryanair's results of operations and financial conditions.

For additional details, see "Item 8. Financial Information—Other Financial Information—Legal Proceedings—Legal Proceedings Against Internet Ticket Touts."

*The Company is subject to increasingly strict sanctions for non-compliance with consumer protection laws.* Despite the Company's efforts to ensure full compliance with applicable consumer protection laws, there is a risk that government bodies or other entities might claim non-compliance with these laws by Ryanair. Should any non-compliance be established, the Company could face substantial repercussions, including compliance order, fines and damages, as well as negative publicity. Such events could significantly impact Ryanair's business operations, financial condition, and operational results. See also: "Item 4. Information on the Company—Government Regulation—Consumer Protection."

*The Company faces risks related to allegations of non-compliance with competition law.* Ryanair is subject to laws and regulations relating to anti-competitive practices in the European Union, individual members states and other countries in which it operates. In December 2022, the Italian Competition Authority ('AGCM') formulated an allegation of price collusion against Ryanair and several other airlines on routes between mainland Italy and Sicily during the Christmas travel peak. There was no merit behind this allegation and Ryanair believes that the AGCM was motivated by

political pressure rather than any credible indication of existence of a cartel. Consequently, the AGCM dropped its investigation in November 2023. Also in November 2023, the AGCM launched a sector inquiry on pricing algorithms for air passengers on routes to and from Sicily and Sardinia. This inquiry is pending. The AGCM has the power to impose behavioural or structural measures on companies to eliminate distortions of competition or to recommend legislative/regulatory changes to improve the functioning of the markets. In September 2023, the AGCM opened an investigation into a potential abuse of a dominant position by Ryanair in its dealings with OTAs and bricks & mortar travel agents. In the context of this investigation, in April 2024 the AGCM started interim proceedings to determine whether there exists a risk of irreparable damage to competition during the time required for completing the main investigation, unless interim measures are imposed on the Company. The AGCM closed these interim proceedings in late May 2024, concluding that there was no basis for the adoption of precautionary measures pending the outcome of the main investigation. Ryanair believes there is no merit in this investigation and is fully defending its position with reference to, amongst others, case law supporting its current distribution model, including January 2024 rulings of the Court of Appeal of Milan in cases brought by OTAs Lastminute and Viaggiare, which found that Ryanair's direct distribution model benefited consumers and did not entail an abuse of a dominant position. However, it cannot be guaranteed that the AGCM will reach the same conclusions as the Milan Court of Appeal and the Company may therefore face a finding of an abuse of a dominant position and potentially a fine, which it would appeal in court. As the Company has grown to become the largest airline in Europe by passenger traffic and number of daily flights, these recent investigations may turn out to be the beginning of a trend of competition authorities or other parties (such as suppliers) seeking to build cases based on allegations of breaches of EU and national laws prohibiting cartels and abuses of dominance. Competition authorities have extensive powers to impose structural or behavioural measures as well as fines of up to 10% of global annual turnover. The Company intends to fully defend any such claims, however, no assurance can be given as to the outcome of any such proceedings.

*Corporation tax rates are expected to rise.* The Company is principally subject to corporation tax on profits across a number of European jurisdictions from which its airlines are managed and controlled (i.e. Ireland, Malta, Poland, and the UK). In December 2022, the Council of the European Union ('EU') reached unanimous agreement to adopt the EU Commission's directive relating to the OECD's inclusive framework on BEPS Global Anti-Base Erosion Model Rules (referred to as "GloBE" or "Pillar Two"). The directive requires EU member states to enact a minimum global corporate tax rate of 15% for multinational groups. On foot of this directive, Ireland has enacted tax laws that will, as a backstop, apply a 'top-up tax' to the Company to ensure that the Group as a whole, meets to the minimum global corporation tax rate standard outlined in the Pillar Two rules. These laws are subject to the continuing development of administrative guidelines by the OECD and contain various transitional reliefs. These rules are expected to increase the overall effective tax rate of the Company from fiscal year 2025 onwards.

Any increase in corporation tax rates to which the Company is exposed or adverse changes in the basis of calculation would result in the Company paying higher corporation taxes and could have an adverse impact on Ryanair's cash flows, financial position, and results of operations.

*Changes in EU regulations in relation to employers and employee social insurance could increase costs.* European legislation governs the country in which employees and employers must pay social insurance costs. Under the terms of legislation introduced in 2012, employees and employers must pay social insurance in the country where the employee is based. Prior to June 2012, Ryanair paid employee and employer social insurance in the country under whose laws the employee's contract of employment was governed, which was either the UK or Ireland. Each country within the EU has different rules and rates in relation to the calculation of employee and employer social insurance contributions and any increase in the rates of contributions will have a material adverse effect on Ryanair's cash flows, financial position, and results of operations.

*Ryanair is subject to tax audits.* The Company operates in many jurisdictions and is, from time to time, subject to tax audits, which by their nature are often complex and can require several years to conclude. While the Company is



of the view that it is tax compliant in all jurisdictions in which it operates, there can be no guarantee, particularly in the current economic environment, that it will not receive tax assessments following the conclusion of the tax audits. In the event that the Company is unsuccessful in defending its position, it is possible that the effective tax rate, employment and other costs of the Company could materially increase. See “—Corporation tax rates expected to rise” above.

*The Company faced legal challenges by regulatory authorities and consumers due to delays in the processing of cash refunds during the Covid-19 pandemic and its policy of offering travel vouchers in lieu of cash refunds in the interim.* In the initial stages of the Covid-19 pandemic, and in light of staff shortages due to lockdown restrictions and an unprecedented high rate of flight cancellations, Ryanair offered travel vouchers to passengers who claimed reimbursement. This policy was in line with the requirements of the ‘European Commission’s Recommendation (EU) 2020/648 of May 13, 2020 on vouchers offered to passengers and travelers as an alternative to reimbursement for cancelled package travel and transport services in the context of the Covid-19 pandemic’, in which the Commission recognized airlines’ right to offer travel vouchers as long as the offer does not affect passengers’ right to opt for a cash refund instead.

National authorities responsible for the enforcement of EU Regulation (EC) No. 261/2004 (the “Regulation”) and the European Commission’s Consumer Protection Cooperation Network generally recognized Ryanair’s efforts and accepted that the seven days’ deadline provided for by the Regulation to process refunds was to be interpreted in a reasonable manner in light of the circumstances of the Covid-19 crisis. While some consumer protection enforcement authorities or courts may ultimately find Ryanair’s decision to encourage passengers to accept travel vouchers in lieu of a cash refund to amount to a breach of the Regulation and/or an unfair commercial practice, the Company does not consider that such findings would have a material adverse effect on the results of operations or financial condition of Ryanair.

*Brexit’s effect on Ryanair’s business.* The UK’s exit from the European Union on January 31, 2020 has had a significant impact on the UK and the EU. The UK and the EU announced on December 24, 2020 that they had signed a Trade and Cooperation Agreement (the “EU–UK TCA”). The EU–UK TCA covers a wide range of topics, including trade in goods and in services, digital trade, intellectual property, public procurement, aviation and road transport, energy, fisheries, social security coordination, law enforcement and judicial cooperation in criminal matters, and thematic cooperation and participation in EU programs.

The current and future arrangements between the EU and the UK, including the EU–UK TCA, could directly impact Ryanair’s business in a number of ways. They include, inter alia, the status of the UK in relation to the EU’s open air transport market, freedom of movement between the UK and the EU, and employment, social security, tax and customs rules between the UK and the EU. Adverse changes to any of these arrangements could potentially materially impact on Ryanair’s financial condition and results of operations in the UK or other markets Ryanair serves.

As a result of the EU–UK TCA, flights between the UK and the EU can be offered by any of the Company’s airline subsidiaries. UK domestic flights and flights between the UK and non-EU destinations can, however, only be offered by the Company’s UK subsidiary, Ryanair UK Limited (“Ryanair UK”), which received an Air Operator Certificate and Operating License (“UK AOC”) from the UK Civil Aviation Authority (“UK CAA”) in December 2018.

Ryanair is exposed to Brexit-related risks and uncertainties, as approximately 22% of revenue in fiscal year 2024 came from operations in the UK, although this was offset somewhat by approximately 15% of Ryanair’s non-fuel costs in fiscal year 2024 which were related to operations in the UK.

Brexit could present Ryanair with a number of other potential regulatory challenges. Brexit could lead to potentially divergent laws and regulations as the UK continues to determine which EU laws (including, but not limited to, in respect of aviation safety and security, consumer rights, data protection, public health and the environment) that it

initially replicated on its exit from the EU to ultimately amend or abolish. It also requires special efforts to ensure Ryanair's continuing compliance with EU Regulation No. 1008/2008, which requires that air carriers registered in an EU member state be majority-owned and effectively controlled by EU nationals. The Board of Directors has taken action to ensure continuing compliance with EU Regulation No. 1008/2008 after December 31, 2020, i.e., the date following which UK holders of the Company's shares are no longer treated as EU nationals for the purposes of EU regulation No. 1008/2008. For additional information, please see "–Risks Related to Ownership of the Company's Ordinary Shares or ADRs".

Brexit has caused, and may continue to cause, both significant volatility in global stock markets and currency exchange rate fluctuations, as well as create significant uncertainty among UK businesses and investors, mainly due to the resulting legal and regulatory uncertainty, including potentially divergent treaties, laws and regulations applicable to the provision of air transportation services. In particular, to March 31, 2024, the pound sterling had lost approximately 15% and 11% of its value against the U.S. Dollar and the euro respectively since the Brexit referendum in 2016. Further, the Bank of England and other observers have warned of a significant probability of a Brexit-related recession in the UK, which may be further impacted by the long-term negative economic effects of the Covid-19 pandemic, Russia's invasion of Ukraine, increased interest rates and inflation. The Company earns a significant portion of its revenues in pounds sterling, and any significant decline in the value of the pound sterling and/or recession in the UK would materially impact its financial condition and results of operations. For fiscal year 2025, taking account of timing differences between the receipt of sterling denominated revenues and the payment of sterling denominated costs, Ryanair estimates that every 1 pence sterling movement in the €/£ exchange rate will impact net income by approximately €23m. For additional information, please see "–Currency fluctuations affect the Company's results".

*Risks associated with the euro.* The Company is headquartered in Ireland and its reporting currency is the euro. Generally, fluctuations in foreign currencies, including devaluations, cannot be predicted by us and can significantly affect the value of our assets located or revenues generated outside of the Eurozone. As a result of the UK's Brexit referendum in 2016, the pound sterling increased in volatility against the euro and could become more volatile over the course of the post-transition period.

Ryanair Group airlines predominantly operate to/from countries within the Eurozone and have significant operational and financial exposures to the Eurozone that could result in a reduction in the operating performance of Ryanair or the devaluation of certain assets. Ryanair has taken certain risk management measures to minimize any disruptions; however, these risk management measures may be insufficient. The Company has cash and aircraft assets and debt liabilities that are denominated in euro on its balance sheet. In addition, the positive/negative mark-to-market value of derivative-based transactions are recorded in euro as either assets or liabilities on the Company's balance sheet. Uncertainty regarding the future of the Eurozone could have a materially adverse effect on the value of these assets and liabilities. In addition to the assets and liabilities on Ryanair's balance sheet, the Company has a number of cross-currency risks as a result of the jurisdictions of the operating business including non-euro revenues, fuel costs, certain maintenance costs and insurance costs. A strengthening in the value of the euro, primarily against UK pound sterling and other non-Eurozone currencies such as Polish zloty or a weakening against the U.S. dollar, could have a material adverse impact on the operating results of the Company.

Recession, inflation, austerity, changes in monetary policy and uncertainty in connection with the euro could also mean that Ryanair is unable to grow.

## **Risks Related to the Airline Industry**

*The airline industry is particularly sensitive to changes in economic conditions: a continued recessionary environment would negatively impact Ryanair's results of operations.* Ryanair's operations and the airline industry in general are sensitive to changes in economic conditions. Unfavorable economic conditions such as government austerity measures, the longer-term impact of Covid-19 (or any future pandemics), the uncertainty relating to the Eurozone and the UK following Brexit, geopolitical tensions, economic instability as a consequence of the conflicts in Ukraine and Israel/Hamas, high unemployment rates, high interest rates, constrained credit markets and continuing inflationary pressures could lead to reduced spending by both leisure and business passengers. Unfavorable economic conditions also tend to impact Ryanair's ability to raise fares to counteract increased fuel and other operating costs. A continued recessionary and/or inflationary environment, combined with austerity measures by European governments, restricted or less accommodative monetary policies, uncertainties resulting from Brexit and uncertainties, sanctions, trade and travel restrictions and fuel and gas shortages resulting from the conflicts in Ukraine and Israel/Hamas, has negatively impacted and will likely continue to negatively impact Ryanair's operating results. It could also restrict the Company's ability to grow passenger volumes, secure new airports and launch new routes and bases, and could have a material adverse effect on its financial results. See "—Geopolitical uncertainties and an increase of trade restrictions and protectionism could have a material adverse effect on Ryanair's business, results of operation and financial condition" below.

*The introduction of government/environmental taxes or prohibitions on travel could damage Ryanair's ability to grow and could have a material adverse impact on operations.* Travel taxes are levied on a per passenger basis in a number of Ryanair markets. For example, in the UK, Air Passenger Duty (APD) is charged at £13 per adult international passenger. In Germany there is an air passenger tax of €15.53 and similar taxes exist in Netherlands (€29.05), Morocco (MAD100), Sweden (SEK 76), Hungary (€10 on short-haul traffic) and Italy (municipal taxes of €6.50, Rome at €7.50, Venice Marco Polo at €9) amongst others. These taxes are levied as a flat amount per departing passenger and account for a higher percentage when applied to low fares. In Ryanair's experience the imposition of travel taxes reduces the growth potential of a market as fares do not increase by the amount of the tax. In most markets, transfer passengers are exempt from these taxes and as a result they distort the market by giving an unfair subsidy to inefficient high-cost airlines who operate connecting flight networks. For example, in 2022, Belgium introduced a tax on departing passengers with an exemption for transfer passengers.

The introduction of government taxes on travel has had a negative impact on passenger volumes, particularly given the impact of the Covid-19 pandemic within the industry. The introduction of further government taxes on travel across Europe could have a material adverse effect on Ryanair's financial results.

In 2021, a law was passed in France prohibiting domestic flights where an alternative direct train service operates in under 2.5 hours, with an exception made for connecting flights. The European Commission found this distorted competition between point to point carriers and network operators. Consequently, France amended the law to remove this exemption for connecting flights. The new formulation of the law *de facto* means that only 3 routes to Paris Orly airport are affected. The European Commission approved this law in December 2022.

While management believes that any such restriction of airlines' commercial freedom would be incompatible with EU law, it cannot be guaranteed that some form of government intervention in airline ticket prices will not be introduced at a national or European level. This would severely impact the Company's ability to attract the most price sensitive consumers.

In July 2021, the European Commission announced details of the proposed "Fit for 55" legislation. These proposals include the introduction of a jet fuel tax on intra-EU flights through the Energy Taxation Directive. This tax would potentially be fully phased in over a 10-year period to 2033. The proposal remains under discussion within the

European Council. The introduction of this tax on intra-EU flights could have a material adverse effect on Ryanair's financial results.

*Environmental Regulation will increase costs.* Many aspects of Ryanair's operations are subject to increasingly stringent national and international laws, regulations and levies protecting the environment, including those relating to carbon emissions, clean water, management of hazardous materials and climate change. Compliance with existing and future environmental laws, regulations and levies can require significant expenditures, and violations can lead to significant fines, penalties and reputational damage.

In particular, the EU Emissions Trading System ("ETS"), is a cap-and-trade system for CO<sub>2</sub> emissions to encourage industries to improve their CO<sub>2</sub> efficiency. Under the current legislation, airlines are granted initial CO<sub>2</sub> allowances based on historical performance and a CO<sub>2</sub> efficiency benchmark. Under the "Fit for 55" legislation, the EU ETS allowances will be phased out over the period from 2024 to 2026. Any shortage of allowances has to be purchased in the open market and/or at government auctions. The cost of such allowances increased significantly during the last 4 years. ETS compliance is the most material environmental compliance cost for the Group (see page 191 for details). There can be no assurance that Ryanair will be able to obtain sufficient carbon credits or that the cost of the credits will not have a material adverse effect on the Company's business, operating results, and financial condition.

Additionally, the European Commission "ReFuel EU" regulation provides for a Sustainable Aviation Fuel ("SAF") blending mandate to be implemented. It sets SAF targets of 2% by 2025 rising to 6% by 2030 and 20% by 2035. There can be no assurance that sufficient SAF will be available in the market for Ryanair to purchase or that the cost of SAF will not have a material adverse effect on Ryanair's financial results.

The Group continues to monitor developments in the setting of UK policies to deliver net zero aviation by 2050 ("Jet Zero") which could potentially include similar measures to the Fit for 55 legislation i.e. SAF blending mandates and removal of free ETS allowances.

*Geopolitical uncertainties and an increase of trade restrictions and protectionism could have a material adverse effect on Ryanair's business, results of operation and financial condition.* In response to the war in Ukraine launched by Russia in February 2022, the EU, the UK, the U.S., and other countries have introduced extensive sanctions on Russia (as well as Belarus for its role in Russia's invasion) comprised of targeted, restrictive measures on certain individuals and entities, export controls, as well as general restrictions on economic relations, trade and financial transactions relating to Russia and Belarus. In response, Russia has imposed countermeasures against "unfriendly" states and individuals and entities of such states. Such sanctions and countermeasures have had, and are expected to continue to have, a significant disruptive effect on global markets, including oil and gas markets, accessibility of airports and associated travel routes, as well as supply chains, including aircraft components. Geopolitical events, including the escalation or expansion of hostilities in the conflict in Ukraine, may lead to further trade restrictions and instability across Europe and worldwide.

In addition, the imposition of tariffs on certain imported products by the U.S. and subsidies provided to U.S. companies have triggered retaliatory actions or threats of retaliatory actions from certain foreign governments and may trigger retaliatory actions by other foreign governments, potentially resulting in a "trade war". Certain foreign governments have instituted or are considering imposing trade sanctions on certain U.S. goods. Others are considering the imposition of sanctions that will deny U.S. companies access to critical raw materials.

The above geopolitical and trade uncertainty and tensions have resulted in price increases of goods and services globally that may affect Ryanair which has exposure, either directly or indirectly, to the availability and cost of certain raw materials, including steel and titanium used for aircraft and spare parts it purchases and jet fuel. Sanctions, trade wars between certain countries or blocks of countries, or other governmental action, including retaliatory measures,

related to tariffs or international trade agreements, could have a material adverse effect on demand for Ryanair's services, its costs, customers, suppliers and/or the Irish, EU, UK, U.S. or world economy or certain sectors thereof and, in turn, Ryanair's business and financial results.

*Any significant outbreak of any airborne disease or similar public health threat and related governmental, private sector and individual consumer responsive actions, could significantly damage Ryanair's business, operating results and financial condition.* Public health emergencies, epidemics or pandemics such as in relation to the outbreaks of Covid-19, swine flu, MERS, SARS, foot-and-mouth disease or avian flu have had, and could in the future have, an adverse impact on our business, results of operations, financial condition and liquidity. A severe outbreak of new (vaccine-resistant) variants of these, other airborne contagious diseases or another pandemic, may result in European or national authorities imposing or re-imposing restrictions and recommending precautions to mitigate the health crisis. Such constraints could include, but are not limited to, restrictions on travel, quarantine requirements, enhanced aircraft cleaning and additional procedures to limit transmission among personnel and customers which, on an individual or combined basis, could negatively impact Ryanair's business.

If any such outbreak or other public health threat becomes severe in Europe, its effect on demand for air travel in the markets in which Ryanair operates could be material, and it could therefore have a significantly adverse effect on the Company's financial performance. Negative publicity regarding such an outbreak or public health threat in Europe and other regions of the world may also have an adverse impact on demand for air travel in the markets in which Ryanair operates. A serious outbreak or other public health threat could therefore severely disrupt Ryanair's business, resulting in the cancellation or loss of bookings, adversely affecting Ryanair's financial condition and results of operations.

*EU Regulation on passenger compensation could significantly increase related costs.* EU Regulation (EC) No. 261/2004 requires airlines to compensate passengers (holding a valid ticket) who have been denied boarding or whose flight has been canceled or delayed more than three hours on arrival. The regulation calls for compensation of €250, €400, or €600 per passenger, depending on the length of the flight and the cause of the cancellation or delay, i.e., whether it is caused by "extraordinary circumstances". As Ryanair's average flight length is less than 1,500 KM – the upper limit for short-haul flights – the amount payable is generally €250 per passenger. Passengers subject to flight delays over two hours are also entitled to "assistance", including meals, drinks, and telephone calls, as well as hotel accommodation if the delay extends overnight. For delays of over five hours, the airline is also required to offer the option of a refund of the cost of the unused ticket. There can be no assurance that the Company will not incur a significant increase in costs in the future due to the impact of this regulation if Ryanair experiences a large number of delays or canceled flights, which could occur as a result of certain types of events beyond its control. Further, courts in several jurisdictions have been narrowing the definition of the term "extraordinary circumstances", thus allowing increased consumer claims for compensation. In September 2015, the Court of Justice of the EU, in *Van der Lans v KLM*, held that airlines are required to provide compensation to passengers even in the event of a flight cancellation on account of unforeseen technical defects. Further, in April 2018, the Court of Justice of the EU found in *Krusemann v TUIfly* that "wildcat" strikes which stem from restructuring measures taken by an air carrier do not constitute extraordinary circumstances. In March 2021, in the *Airhelp v SAS* proceedings, the Court of Justice of the EU effectively imposed strict liability on airlines to pay compensation where flights are canceled or delayed for three hours or more on arrival due to strikes by airline staff. In addition, in December 2021, in joined cases (including *Azurair*, *Corendon Airlines*, *Eurowings*, *Austrian Airlines* and *Laudamotion*), the Court of Justice of the EU found that compensation is also payable for schedule changes made without sufficient notice which result in an earlier departure of one hour or more or a later departure of three hours or more unless due to 'extraordinary circumstances'. See "—Extreme Weather Events Could Affect the Company and Have a Material Adverse Effect on the Company's Results of Operations" below.

Under the terms of EU Regulation No. 261/2004, described above, in addition to the payment of compensation, Ryanair has certain duties to passengers whose flights are canceled. In particular, Ryanair is required to reimburse passengers who have had their flights canceled for certain reasonable, documented expenses – primarily for



accommodation and food. Passengers must also be given a re-routing option if their flight is delayed over three hours or if it is canceled. Such re-routing options are not limited to Ryanair flights and other carriers must be considered if no suitable Ryanair flight can be sourced. If a passenger elects for a refund, Ryanair's re-routing obligations cease.

Similar passenger rights are provided in the UK under the Air Passenger Rights and Air Travel Organizers' Licensing (Amendment) (EU Exit) Regulations 2019 ("UK261") and in Israel under the Aviation Services Law ("ASL").

*The Company is substantially dependent on discretionary air travel.* Because a substantial portion of airline travel (both business and personal) is discretionary and because Ryanair is substantially dependent on discretionary air travel, any prolonged general reduction in airline passenger traffic could have a material adverse effect on the Company's profitability or financial condition. Similarly, any significant increase in expenses related to security, insurance or related costs could have a material adverse effect on the Company's profitability or financial condition. As a consequence, any future aircraft safety incidents (particularly involving other low-fare airlines or aircraft models flown by Ryanair), changes in public opinion regarding the environmental impacts of air travel, terrorist attacks in Europe, the U.S. or elsewhere, significant military actions by the United States or EU nations, or any related economic downturn may have a material adverse effect on demand for air travel and thus on Ryanair's business, operating results, and financial condition. See "—The Company is dependent on the continued acceptance of low-fares airlines."

*Extreme weather events could affect the Company and have a material adverse effect on the Company's results of operations.* In 2010 and 2011, a significant portion of the airspace over northern Europe was closed by authorities as a result of safety concerns presented by emissions of ash from an Icelandic volcano, which resulted in the cancellation of a significant number of flights.

Extreme weather events may happen again and could lead to further significant flight cancellation costs which could have a material adverse impact on the Company's financial condition and results of operations. Furthermore, the occurrence of such events and the resulting cancellations due to the closure of airports could also have a material adverse effect on the Company's financial performance indirectly, as a consequence of changes in the public's willingness to travel within Europe due to the risk of flight disruptions.

*The Company is dependent on the continued acceptance of low-fares airlines.* In past years, accidents or other safety-related incidents involving certain other low-fares airlines have had a negative impact on the public's acceptance of such airlines. Any adverse event potentially relating to the safety or reliability of low-fares airlines (including accidents or negative reports from regulatory authorities) could adversely impact the public's perception of, and confidence in, low-fares airlines like Ryanair (regardless of Ryanair's own safety record) and could have a material adverse effect on Ryanair's financial condition and results of operations. In particular, an accident or other safety-related incident involving an aircraft operated by another airline of the same model or manufacturer as operated by Ryanair could have a material adverse effect on Ryanair if such accident or other safety-related incident resulted in actions or investigations by global aviation authorities or created a public perception that Ryanair's operations are not safe or reliable or are less safe or reliable than other airlines. Such regulatory actions and/or public perceptions could, in turn, result in adverse publicity for Ryanair, cause harm to Ryanair's brand and reduce travel demand on Ryanair's flights, resulting in a material adverse effect on the Company's financial condition and results of operations. For additional information, see "—Risks Related to the Company—A majority of Ryanair's aircraft and certain parts are sourced from a single supplier; therefore, Ryanair would be materially and adversely affected if such supplier were unable to provide additional equipment or support."

In addition to safety concerns, a significant increase in consumer concern regarding climate change could also lead to a reluctance to fly and could therefore have an adverse effect on Ryanair's financial condition and results of operations.

*The Company faces the risk of loss and liability.* Ryanair is exposed to potential catastrophic losses that may be incurred in the event of an aircraft accident or terrorist incident. Any such accident or incident could involve costs related to the repair or replacement of a damaged aircraft and its consequent temporary or permanent loss from service. In addition, an accident or incident could result in significant legal claims against the Company from injured passengers and others who experienced injury or property damage as a result of the accident or incident, including ground victims. Ryanair currently maintains passenger liability insurance, employer liability insurance, aircraft insurance for aircraft loss or damage, and other business insurance in amounts per occurrence that are consistent with industry standards.

Ryanair currently believes its insurance coverage is adequate (although not comprehensive). However, there can be no assurance that the amount of insurance coverage will not need to be increased, that insurance premiums will not increase significantly, or that Ryanair will not be forced to bear substantial losses from any accidents not covered by its insurance. Airline insurance costs increased dramatically following the September 2001 terrorist attacks on the United States. See “—The Company is substantially dependent on discretionary air travel” above. Substantial claims resulting from an accident in excess of related insurance coverage could have a material adverse effect on the Company’s results of operations and financial condition. Moreover, any aircraft accident, even if fully insured, could lead to the public perception that Ryanair’s aircraft were less safe or reliable than those operated by other airlines, which could have a material adverse effect on Ryanair’s business.

EU Regulation No. 2027/97, as amended by Regulation No. 889/2002, governs air carrier liability. See “Item 4. Information on the Company—Insurance” for details of this regulation. This regulation increased the potential liability exposure of air carriers such as Ryanair. Although Ryanair has extended its liability insurance to meet the requirements of the regulation, no assurance can be given that other laws, regulations, or policies will not be applied, modified or amended in a manner that has a material adverse effect on Ryanair’s business, operating results, and financial condition.

*Airline industry margins are subject to significant uncertainty.* The airline industry is capital intensive and is characterized by high fixed costs and by revenues that generally exhibit substantially greater elasticity than costs. Although fuel accounted for approximately 45% of total operating expenses in fiscal year 2024 and approximately 43% in fiscal year 2023, management anticipates that these percentages may vary significantly in future years. See “—Changes in fuel costs and availability affect the Company’s results” above. The operating costs of each flight do not vary significantly with the number of passengers flown, and therefore, a relatively small change in the number of passengers, fare pricing, or traffic mix could have a disproportionate effect on operating and financial results. Accordingly, a relatively minor shortfall from expected revenue levels could have a material adverse effect on the Company’s growth or financial performance. See “Item 5. Operating and Financial Review and Prospects.” The very low marginal costs incurred for providing services to passengers occupying otherwise unsold seats are also a factor in the industry’s high susceptibility to price discounting. See “—The Company faces significant price and other pressures in a highly competitive environment” above.

*Safety-related undertakings could affect the Company’s results.* Aviation authorities in Europe and the United States periodically require or recommend that airlines implement certain safety-related modifications and/or procedures on their aircraft. In recent years, the FAA, EASA and UK CAA have required a number of such modifications and/or procedures with regard to Boeing 737 aircraft, including aircraft structural inspections requiring specialized equipment and high frequency repeat inspections, an enhanced angle of attack system to be installed on the Boeing 737-8200 aircraft and modifications related to the structure surrounding CFM-56 engines. Ryanair’s policy is to implement any required/recommended safety modifications and procedures in accordance with FAA, EASA and UK CAA guidance in close collaboration with Boeing and Airbus and as applicable to our fleet.

In 2019, the FAA and EASA implemented a regular inspection requirement of the aircraft pickle fork for all aircraft above certain mandated cycles and this inspection requirement continues. To date, all such procedures have been conducted as part of Ryanair’s standard maintenance program and have not interrupted flight schedules nor required

any material increases in Ryanair's maintenance expenses. However, there can be no assurance that the FAA and EASA or other regulatory authorities will not recommend or require other safety-related undertakings or that such undertakings would not adversely impact Ryanair's operating results or financial condition.

There also can be no assurance that new regulations will not be implemented in the future that would apply to Ryanair's aircraft and result in an increase in Ryanair's cost of maintenance, delays in the delivery of aircraft or other costs beyond management's current estimates. In addition, should Ryanair's aircraft cease to be sufficiently reliable or should any public perception develop that Ryanair's aircraft are less than completely reliable, Ryanair's business could be materially adversely affected.

*State Aid to the Company's competitors could adversely affect its results.* In response to the Covid-19 pandemic, several European governments chose to support their flag carrier airlines with State Aid through recapitalizations, loans, loan guarantees and other measures. As at March 31, 2024, the European Commission has authorized approximately €40bn in such aid to approximately 20 airlines. Ryanair believes that aid that includes a nationality condition is discriminatory and therefore unlawful under EU law and has challenged several of the European Commission's aid approvals in the General Court. In the early stages of the pandemic, the General Court overturned the European Commission's approvals in three cases (KLM, Condor and TAP); however, the European Commission promptly re-approved the same or similar quantum of aid to each of these airlines. Subsequently, the General Court upheld the European Commission's approvals in several other cases, some of which Ryanair appealed to the European Court of Justice. First judgments from the European Court of Justice were received in September 2023, where the court upheld the European Commission's approvals. In May 2023, the General Court allowed Ryanair's appeals of State aid through recapitalization to Lufthansa (from Germany) and SAS (from Sweden and Denmark), and an Italian State aid scheme limited to Italian licensed airlines. In December 2023 the General Court allowed Ryanair's appeals of State aid through recapitalization to Air France (from France), and in February 2024 Ryanair's appeal of State aid to KLM (from the Netherlands). The European Commission is required to take new decisions in each of these cases and may re-approve the aid. The European Commission, relevant EU Member State, or relevant airline may also appeal the General Court judgments to the European Court of Justice (the Lufthansa General Court judgment of May 2023 and the Air France judgments of December 2023 are under such appeals which are likely to conclude in 2024-2025). Ryanair's competitors may use the aid to offer below cost prices in the market, which could negatively impact the Company's business and operations.

### ***Risks Related to Ownership of the Company's Ordinary Shares or ADRs***

*EU rules impose restrictions on the ownership of Ryanair Holdings' Ordinary Shares by Non-EU nationals, and the Company has applied a ban on the purchase of Ordinary Shares by Non-EU nationals (which since January 1, 2021 includes UK nationals) since 2002.* EU Regulation No. 1008/2008 requires that, in order to obtain and retain an operating license, an EU air carrier must be majority-owned and effectively controlled by EU nationals. The Board of Directors of Ryanair Holdings is given certain powers under Ryanair Holdings' articles of association (the "Articles") to take action to ensure that the number of Ordinary Shares held in Ryanair Holdings by non-EU nationals ("Affected Shares") does not reach a level that could jeopardize the Company's entitlement to continue to hold or enjoy the benefit of any license, permit, consent, or privilege which it holds or enjoys and which enables it to carry on business as an air carrier. The Directors, from time to time, set a "Permitted Maximum" on the number of the Company's Ordinary Shares that may be owned by non-EU nationals at such level as they believe will comply with EU law. The Permitted Maximum is currently set at 49.9%. In addition, under certain circumstances, the Directors can take action to safeguard the Company's ability to operate by identifying those Ordinary Shares, American Depositary Shares ("ADSs") or Affected Shares which give rise to the need to take action and treat such Ordinary Shares, the American Depositary Receipts ("ADRs") evidencing such ADSs or Affected Shares as "Restricted Shares" (within the meaning of the Articles).

The Board of Directors may, under certain circumstances, deprive holders of Restricted Shares of their rights to attend, vote at, or speak at general meetings, and/or require such holders to dispose of their Restricted Shares to an EU national within 21 days (or such longer period as the Directors may consider reasonable). The Directors are also given the power to transfer such Restricted Shares themselves if a holder fails to comply. In 2002, the Company implemented measures to restrict the ability of non-EU nationals to purchase Ordinary Shares, and non-EU nationals are currently effectively barred from purchasing Ordinary Shares and will remain so for as long as these restrictions remain in place. There can be no assurance that these restrictions will ever be lifted. Additionally, these foreign ownership restrictions could result in Ryanair's exclusion from certain stock tracking indices. Any such exclusion may adversely affect the market price of the Ordinary Shares and ADRs. Since April 2012, the Company has had the necessary authorities in place to repurchase ADRs as part of its general authority to repurchase issued share capital in the Company. See "Item 10. Additional Information—Limitations on Share Ownership by Non-EU Nationals" for a detailed discussion of restrictions on share ownership and the current ban on Ordinary Share purchases by non-EU nationals.

As a result of Brexit, with effect from January 1, 2021 UK nationals ceased to qualify as EU nationals. Consequently, as of that date, the 2002 ban on the purchase of Ordinary Shares by non-EU nationals has applied to UK nationals also. In addition, in accordance with the resolutions passed by the Board of the Company on March 8, 2019, all Ordinary Shares and ADSs held by or on behalf of non-EU nationals (including UK nationals) are, as of January 1, 2021, treated as "Restricted Shares". Restricted Share Notices were issued to the registered holder(s) of each Restricted Share specifying that the holder(s) of such shares shall not be entitled to attend, speak at or vote at any general meeting of the Company for so long as those shares are treated as Restricted Shares pursuant to Article 41(J)(i) of the Articles. UK nationals are not required to dispose of Ordinary Shares which they purchased prior to January 1, 2021. These resolutions will remain in place until the Board determines that the ownership and control of the Company is no longer such that there is any risk to the airline licenses held by the Company's subsidiaries pursuant to EU Regulation No. 1008/2008.

*Holders of Ordinary Shares are currently unable to convert those shares into ADRs.* In an effort to increase the percentage of its share capital held by EU nationals, on June 26, 2001, Ryanair Holdings instructed The Bank of New York Mellon, the depositary for its ADR program (the "Depository"), to suspend the issuance of new ADRs in exchange for the deposit of Ordinary Shares until further notice. Holders of Ordinary Shares cannot convert their Ordinary Shares into ADRs during this suspension, and there can be no assurance that the suspension will ever be lifted. See also "—EU rules impose restrictions on the ownership of Ryanair Holdings' Ordinary Shares by Non-EU nationals, and the Company has applied a ban on the purchase of Ordinary Shares by Non-EU Nationals (which since January 1, 2021 includes UK nationals) since 2002".

*The Company's results of operations may fluctuate significantly.* The Company's results of operations have varied significantly from quarter to quarter, and management expects these variations to continue. See "Item 5. Operating and Financial Review and Prospects—Seasonal Fluctuations." Among the factors causing these variations are the airline industry's sensitivity to general economic conditions, the seasonal nature of air travel, and trends in airlines' costs, especially fuel costs. Because a substantial portion of airline travel (both business and personal) is discretionary, the industry tends to experience adverse financial results during general economic downturns. The Company is substantially dependent on discretionary air travel.

The trading price of Ryanair Holdings' Ordinary Shares and ADRs may be subject to wide fluctuations in response to quarterly variations in the Company's operating results and the operating results of other airlines. In addition, the global stock markets from time to time experience extreme price and volume fluctuations that affect the market prices of many airline company stocks. These broad market fluctuations may materially adversely affect the market price of the Ordinary Shares and ADRs.

*Ryanair Holdings may or may not pay special dividends.* Since its incorporation in 1996, Ryanair Holdings has occasionally declared special dividends on both its Ordinary Shares and ADRs. Ryanair Holdings' ability to pay special dividends in the future will be dependent on the financial performance of the Company and there is no guarantee that any further special dividends will be paid. See "Item 8. Financial Information—Other Financial Information—Dividend Policy". As a holding company, Ryanair Holdings does not have any material assets other than its shares in the Company's operating airlines and in other entities within the Ryanair Holdings group.

*Increased costs for possible future ADR and share repurchases.* As the ADRs have historically traded on the NASDAQ Stock Market ("NASDAQ") at a premium compared to Ordinary Shares, the inclusion of ADRs in buyback programs may result in increased costs in performing share buybacks. Since fiscal year 2008 the Company has repurchased shares as follows:

<b>Year ended March 31,</b>	<b>No. of shares (m)</b>	<b>Approx. cost (€m)</b>
2008-2021	407.7	4,525.9
2022	—	—
2023	—	—
2024	—	—
Period through June 24, 2024	11.3	226.4
<b>Total</b>	<b>419.0</b>	<b>4,752.3</b>

On May 20, 2024, the Company announced a €700m ordinary share buyback program (including Ordinary Shares underlying ADRs).

*There is no guarantee that the Company's current Central Securities Depository ("CSD") will provide equivalent functionality to the Company's previous CSD, which may adversely impact the Company and/or holders of ADRs and/or interests in Ordinary Shares.* Ireland does not have a domestic CSD, and Irish issuers, including Ryanair Holdings, whose shares are traded on Euronext Dublin have historically relied on CREST. CREST is a system which facilitated the recording of ownership and effecting transfers of shares in Irish incorporated companies, operated by Euroclear UK & Ireland ("EUI") and authorized as a CSD in the United Kingdom.

EU issuers are required by EU Regulation 909/2014 ("EU CSD Regulation") to use a CSD authorized in an EU Member State. One of the consequences of Brexit is therefore that the CREST system is no longer authorized to act as a CSD for Irish securities. This is because EUI became a third country CSD following Brexit and is no longer authorized to passport its services into Ireland pursuant to European law.

The Company held an Extraordinary General Meeting at which it was resolved that the Ordinary Shares of Ryanair Holdings would be migrated from the CREST System to the settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank"), the CSD in Belgium, over the course of the weekend commencing March 12, 2021 (the "Migration"). The Migration, involving all Irish companies listed on Euronext Dublin, was successfully completed on March 15, 2021.

The Euroclear Bank model is structurally different to CREST. Euroclear Bank operates an "intermediated" settlement system, where legal title to shares in the issuer is held by a nominee of Euroclear Bank. Participants in Euroclear Bank (e.g., credit institutions, stockbrokers, investment managers) have rights in relation to these shares under Belgian law (Belgium being Euroclear Bank's place of incorporation), and underlying investors hold their interests in the shares through their contractual relationship with a participant, or the direct or indirect counterparty of a participant.

Prior to March 2021, the Company's securities had not been deposited on an "intermediated" settlement basis and it cannot be guaranteed that the Euroclear Bank CSD will be able to continue to support the Company in respect of its continued compliance with EU ownership and control requirements pursuant to EU Regulation 1008/2008.



## Item 4. Information on the Company

### INTRODUCTION

Ryanair Holdings was incorporated in 1996 as a holding company for Ryanair Designated Activity Company (“DAC”). The latter operates a low-fare, scheduled-passenger airline serving short-haul, point-to-point routes mainly within Europe. In fiscal year 2019, the Company set up Buzz, formally known as Ryanair Sun, (a Polish charter and scheduled passenger airline with a Polish AOC), and acquired Lauda (a Maltese wet lease provider to the Ryanair Group with a Maltese AOC), and set-up Ryanair UK (with a UK AOC). In fiscal year 2020, Malta Air became the fifth airline in the Ryanair Group. Each of Buzz, Lauda, Malta Air, Ryanair DAC and Ryanair UK are wholly owned airlines within the Ryanair Group. See “Item 5. Operating and Financial Review and Prospects—History” for detail on the history of the Company. As of March 31, 2024, the Ryanair Group had a principal fleet of 557 Boeing 737 aircraft and 27 Airbus A320 aircraft (total short-haul fleet of 584 aircraft). As of June 26, 2024, the Group offered over 3,500 short-haul flights per day serving approximately 235 airports across Europe. See “—Route System, Scheduling and Fares—Route System and Scheduling” for more details of Ryanair’s route network. See “Item 5. Operating and Financial Review and Prospects—Seasonal Fluctuations” for information about the seasonality of Ryanair’s business.

Ryanair recorded a profit after taxation of €1.92bn in fiscal year 2024, as compared with a profit of €1.31bn in fiscal year 2023. The movement was primarily attributable to a 9% increase in traffic at higher average fares offset by higher jet fuel and other operating costs. Ryanair generated an average booked passenger load factor of approximately 94% in fiscal year 2024, compared to 93% in fiscal year 2023 and total revenue increased by 25% to €13.44bn, up from €10.78bn in fiscal year 2023.

Management believes that the market’s acceptance of Ryanair’s low-fares service is reflected in the “Ryanair Effect” – Ryanair’s history of stimulating significant annual passenger traffic growth on the routes where it commences service. Fiscal year 2024 scheduled revenue increased 32% to €9.15bn. Traffic grew 9% to 183.7m while average fares rose 21% to c.€49.80, thanks to a record H1 and strong Easter in late March 2024, offset by softer than expected Q3 fares and load factors (following the sudden, but welcome, removal of Ryanair flights from many OTA “Pirate” websites in early December 2023). Ancillary revenue increased 12% to €4.30bn (c.€23.40 per passenger). Total fiscal year 2024 revenue rose 25% to €13.44bn. Operating costs increased 22% to €11.38bn, primarily due to a 28% increase in fuel costs, higher staff costs (including pay restoration, crew, engineering and handler pay rises, higher crewing ratios and pilot productivity pay as Ryanair improves operational resilience) and Boeing delivery delays. More importantly, the widening cost gap (on a per passenger basis) between Ryanair and our EU competitors (which is further enhanced by Ryanair’s low-cost financing and net interest income) remains a growing competitive advantage.

The address of Ryanair Holdings’ registered office is Dublin Office, Airside Business Park, Swords, County Dublin, K67 NY94, Ireland. The Company’s contact person regarding this Annual Report on Form 20-F is: Neil Sorahan, Group CFO (same address as above). The telephone number is +353-1-945-1212 and facsimile number is +353-1-945-1213. Under its current Articles, Ryanair Holdings has an unlimited corporate duration.

Ryanair Holdings files annual reports, special reports, and other information with the SEC. Its SEC filings are available on the SEC’s website at <https://www.sec.gov>. This site contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. Ryanair Holdings also makes available on its website, free of charge, its annual reports on Form 20-F and the text of its reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Ryanair’s investor website address is <https://investor.ryanair.com>. The information on these websites, and any other website referenced herein, is not part of this report except as specifically incorporated by reference herein.

## STRATEGY

Ryanair's objective is to establish itself as Europe's largest scheduled passenger airline group in a disciplined and sustainable manner, through continued improvements and expanded offerings of its low-fares service. Ryanair offers low fares that generate increased passenger traffic while maintaining a continuous focus on cost-containment and operating efficiencies. The key elements of Ryanair's long-term strategy are:

*Low-Fares.* Ryanair's low fares are designed to stimulate demand, particularly from fare-conscious leisure and business travelers who might otherwise use alternative forms of transportation or choose not to travel at all. Ryanair sells seats on a one-way basis, thus eliminating minimum stay requirements from all travel on Ryanair scheduled services. Ryanair sets fares on the basis of the demand for particular flights and by reference to the period remaining to the date of departure of the flight, with higher fares typically charged on flights with higher levels of demand and for bookings made nearer to the date of departure. Ryanair also periodically runs special promotional fare campaigns. See "—Route System, Scheduling and Fares—Widely Available Low Fares" below.

*Customer Service.* Ryanair's strategy is to deliver the best customer service performance in its peer group. Ryanair delivers industry leading punctuality and cancelled significantly less flights in fiscal year 2024 (less than 1%) compared to its peer group. Ryanair achieves this by focusing strongly on the execution of these services. Ryanair conducts a daily conference call with airport personnel at each of its base airports, during which the reasons for each "first wave" flight delay and baggage short shipment are discussed in detail and logged to ensure that the root cause is identified and rectified. Subsequent (consequential) delays and short shipments are investigated by Ryanair ground operations personnel.

During the past year, Ryanair revamped its operations control centers ("OCC") in both Dublin and Warsaw, adopting a bridge structure that includes representatives from all sections of the operation. This team includes Customer Service staff who represent the customer on the day of travel, specifically representing their needs in the event of a disruption. We continue to deliver industry leading On Time Performance ("OTP"); during fiscal year 2024, despite unprecedented ATC disruptions, approximately 87% of our flights arrived at their destination on time.

After a successful launch of the "Day of Travel Assistant" in the Ryanair app in fiscal year 2022, Ryanair have continued to enhance the features available through this service, supporting passengers with information on gates, boarding times, gate closure, updated Expected Time of Departures ("ETDs") in the event of delays, and videos explaining what is happening and what to expect next. Since the launch of the "Day of Travel Assistant" the Group has seen double digit increases in our Customer Satisfaction ("CSAT") scores from those passengers experiencing a delay, with over 70% of passengers very satisfied with the quality and timeliness of Ryanair's communication.

Ryanair has an ongoing commitment to improving customer satisfaction across the customer journey and this is measured by regular post flight CSAT surveys and online "mystery-passenger" checks. Ryanair continues to achieve industry leading results, surpassing internal targets and improving results year on year. Every passenger who flies with Ryanair can rate their flying experience. Thanks to Ryanair's strong Summer 2023 operational resilience, the fiscal year 2024 CSAT score was over 85%, despite the widespread disruption caused by continued French ATC strikes and UK NATS system failures.

Throughout the past year, we continued the success of the "We're Listening" initiative first launched in 2021 by holding workshops with 12 panelists representing 10 countries in Madrid in May 2023 and Dublin in April 2024. These events help Ryanair to stay in touch with what our customers need and want, particularly as the Group continues its self-service journey, and help Ryanair to evaluate the new technology it plans to launch and informs management on improvements they need to make to the website, mobile applications and customer communications. Ryanair will also

deliver a new customer portal in the customer's Ryanair account, allowing customers to interact with Ryanair through a secure service portal, providing timely responses to common questions and updates on refunds, claims and queries.

Ryanair is proud of how we support our passengers with reduced mobility and hidden disabilities, with approximately 3m passengers travelling with the Group in fiscal year 2024 needing some level of additional assistance. Ryanair officially recognises the Hidden Disabilities sunflower symbol across our network and our crews are trained on how to assist passengers wearing the sunflower symbol. For those passengers that have difficulty accessing our website, we operate voice recognition software in partnership with 'Amazon Alexa' allowing customers who are sight impaired or who cannot use a keyboard or phone pad to access the Ryanair Help Centre by simply asking Alexa. Alexa relays to customers and web/app users relevant information contained in our Help Centre. In fiscal year 2024, we launched the SignVideo service which provides specific assistance for sign language users. We are active participants with aviation authorities on accessibility frameworks and the development of industry leading practices on improving accessibility to customers.

*Frequent point-to-point flights on short-haul routes.* Ryanair provides frequent point-to-point service on short-haul routes. In fiscal year 2024, Ryanair flew an average route length of approximately 780 miles and an average flight duration of approximately 2.2 hours. Short-haul routes allow Ryanair to offer its low fares and frequent service, while eliminating the need to provide unnecessary "frills", like free in-flight meals and movies, otherwise expected by customers on longer flights. Point-to-point flying (as opposed to hub-and-spoke service) allows Ryanair to offer direct, non-stop, routes and avoid the costs of providing "through service" for connecting passengers, including baggage transfer and transit passenger assistance.

*Low Operating Costs.* Management believes that the Ryanair Group's operating costs are among the lowest of any European scheduled-passenger airline group. Ryanair strives to reduce or control four of the primary expenses involved in running a major scheduled airline group: (i) aircraft equipment and finance costs; (ii) personnel costs; (iii) customer service costs; and (iv) airport access and handling costs:

(i) Aircraft Equipment and Finance Costs. Ryanair currently operates mainly Boeing 737s. The operation of primarily a single aircraft type enables Ryanair to limit the costs associated with personnel training, maintenance, and the purchase and storage of spare parts while also affording the Company greater flexibility in the scheduling of crews and equipment. Management also believes that the terms of Ryanair's contracts with Boeing are favorable to Ryanair. The strength of Ryanair's balance sheet and cash flows also enables the Group to lease aircraft at competitive rates (such as the 27 A320s leased by Lauda). See "—Aircraft" below for additional information on Ryanair's fleet. The Company has a BBB+ (stable outlook) credit rating from both S&P and Fitch Ratings (see "Item 3. Key Information—Risk Factors—Risks Related to the Company—The Company will incur significant costs acquiring new aircraft and any instability in the credit and capital markets could negatively impact Ryanair's ability to obtain financing on acceptable terms" above) and can raise inexpensive unsecured debt in the capital markets. The Company also finances aircraft from its strong cash flows.

(ii) Personnel Costs. Ryanair endeavors to control its labor costs through incentivizing high productivity. Compensation for personnel emphasizes productivity-based pay incentives. These incentives include sales bonus payments for onboard sales of products for cabin crew and payments based on the number of hours or sectors flown by pilots and cabin crew within strict limits set by regulations fixing maximum working hours.

(iii) Customer Service Costs. Ryanair has entered into agreements with external contractors at certain airports for ticketing, passenger and aircraft handling, and other services (including the use of self-service kiosks) that management believes can be more cost-efficiently provided by third parties. Ryanair negotiates competitive rates for such services by negotiating fixed-price, multi-year contracts. The development of its own internet booking facility has allowed Ryanair to eliminate travel agent commissions. As part of its strategic initiatives,

and the Always Getting Better (“AGB”) customer experience program launched in 2013, the Company has broadened its distribution base by making Ryanair’s fares available to bricks & mortar travel agents and corporate travel booking tools via GDSs Travelport (trading as Galileo and Worldspan), Amadeus and Sabre, as well as Concur and Kyte. Direct sales via the Ryanair website and mobile app (including through referrals from authorised OTAs under ‘direct distribution agreements’ – see: The Company faces risks related to unauthorized use of information from the Company’s website) continues to be the main generator of scheduled passenger revenues.

(iv) Airport Access and Handling Costs. Ryanair prioritizes airports that offer competitive prices. The Ryanair Group’s record of delivering a consistently high volume of passenger traffic growth at many airports has allowed it to negotiate favorable growth contracts with such airports. Since the launch of AGB (2013), the Company has accessed more primary airports, which typically have higher airport charges and greater competition along with slot limitations. Secondary and regional airports generally do not have slot requirements or other operating restrictions that can increase operating expenses and limit the number of allowed take-offs and landings. Ryanair endeavors to reduce its airport charges by opting, when practicable, for less expensive gate locations as well as outdoor boarding stairs, rather than jetways, which are more expensive and operationally less efficient to use. Ryanair requires all passengers to check-in on the Internet, which reduces waiting times at airports and speeds a passenger’s journey from arrival at the airport to boarding, as well as significantly reducing airport handling costs. Ryanair also charges a checked-bag fee, which is payable on the Internet at the time of booking or post booking and is aimed at reducing the number of bags carried by passengers in order to further reduce handling and CO<sub>2</sub> costs. See “Item 3. Key information—Risks related to the Company—The Company faces risks related to its internet reservations operations and its elimination of airport check-in facilities.”

*Taking advantage of digital platforms.* Ryanair’s reservation system operates under a hosting agreement with Navitaire which currently extends to November 2027. As part of the implementation of the reservation system, Navitaire developed an Internet booking facility. The Ryanair system allows Internet users to access its host reservation system and to make and pay for confirmed reservations in real time through the Ryanair.com website. The Company also has a mobile app which makes it simpler and easier for customers to book Ryanair flights. The website and app also offer customers the ability to add additional discretionary products on day of travel (e.g. checked bags, priority boarding, preferred seating and fast track). Ryanair has continued to invest in its website with the key features being personalization, a “My-Ryanair” account, easier booking flow and more content. These features make Ryanair’s website faster, intuitive and fully responsive for mobile devices. The “MyRyanair” registration service, which allows customers to securely store their personal and payment details, has also significantly quickened the booking process and made it easier for customers to book a flight. Membership of “My-Ryanair” is automatic for all bookings. Ryanair will endeavor to continue to improve its website and mobile app through a series of ongoing upgrades.

*Commitment to safety.* Safety is the primary priority of Ryanair. This commitment includes the hiring and training of Ryanair’s pilots, cabin crew, and maintenance personnel and maintenance of its aircraft in accordance with Regulatory Requirements and the highest European industry standards. Ryanair has not had a single passenger or flight crew fatality as a result of an accident with one of its aircraft in its 39-year operating history. Although Ryanair seeks to maintain its fleet in a cost-effective manner, management does not seek to extend Ryanair’s low-cost operating strategy to the areas of safety, maintenance, training or quality assurance. Routine aircraft maintenance and repair services are performed primarily by Ryanair, at Ryanair’s main bases, but are also performed at other base airports by maintenance contractors approved under the terms of an EASA Part 145 and UK CAA approval. Ryanair currently performs the majority of heavy airframe maintenance in-house, but contracts with other parties who perform engine overhaul services and rotatable repairs. Ryanair also outsources some heavy maintenance activity. These contractors also provide similar services to a number of other major European airlines.

*Enhancement of operating results through ancillary services.* Ryanair distributes travel insurance, fast track services, parking and airport transfers, and accommodation services through its website and mobile app. Ryanair also offers car hire services via a contract with RentalCars. Ancillary revenues accounted for over 30% of Ryanair's total operating revenues in both fiscal year 2024 and fiscal year 2023. See "—Ancillary Services" below and "Item 5. Operating and Financial Review and Prospects—Results of Operations—Fiscal Year 2022 Compared with Fiscal Year 2023—Ancillary Revenues" for additional information.

*Focused criteria for growth.* Ryanair believes it will have opportunities for continued growth by: (i) using fare promotions to stimulate demand; (ii) initiating additional routes in the EU; (iii) initiating additional routes in countries party to a European Common Aviation Agreement with the EU that are currently served by higher-cost, higher-fare carriers or where competitor traffic capacity has not yet fully returned following the Covid-19 pandemic; (iv) increasing the frequency of service on its existing routes; (v) starting new domestic routes within individual EU countries and the UK; (vi) considering acquisition opportunities that may become available in the future; (vii) connecting airports within its existing route network; (viii) establishing new bases; and (ix) initiating new routes not currently served by any carrier.

*Responding to market challenges.* In recent periods, Ryanair's low-fares business model faced substantial pressure due to significantly increased fuel costs and economic contraction in the economies in which it operates (including global market disruptions related to the Covid-19 pandemic outbreak, the war in Ukraine and the Israel/Hamas conflict). The Company has aimed to meet these challenges by: (i) grounding aircraft during the winter season; (ii) controlling costs and liquidity; (iii) renegotiating contracts with existing suppliers, airports and handling companies and (iv) flexibly reallocating capacity to new markets. There can be no assurance that the Company will be successful in achieving all of the foregoing or taking other similar measures, or that doing so will allow the Company to earn profits in any period. See "Item 3. Key information—Risk factors—Risks related to the Company—Changes in fuel costs and availability affect the Company's results" and "— The Company may not be successful in increasing fares to cover rising business costs." In prior years, in response to an operating environment characterized by high fuel prices, typically lower seasonal yields and higher airport charges and/or taxes, Ryanair adopted a policy of grounding a certain portion of its fleet during the winter months. Ryanair also carries out its scheduled aircraft maintenance at this quieter time of the year. While seasonal grounding does reduce the Company's operating costs, it also decreases Ryanair's winter season flight and non-flight revenues. Decreasing the number and frequency of flights may also negatively affect the Company's labor relations, including its ability to attract flight personnel interested in full-time employment. See "Item 3. Key information—Risk factors—Risks related to the Company—Ryanair has seasonally grounded aircraft."



## ROUTE SYSTEM, SCHEDULING AND FARES

### Route System and Scheduling

As of June 26, 2024, the Company offered over 3,500 daily scheduled short-haul flights serving approximately 235 airports largely throughout Europe, the Middle East and North Africa. The following table lists Ryanair's 95 operating bases:

Operating Bases		
Agadir	Fez	Paris (Beauvais)
Alicante	Frankfurt (Hahn)	Pescara
Athens	Gdansk	Pisa
Baden-Baden	Girona	Porto
Barcelona (El Prat)	Göteborg	Poznan
Bari	Ibiza	Prague
Belfast International	Katowice	Prestwick
Berlin (Brandenburg)	Kaunas	Reggio
Billund	Krakow	Riga
Birmingham	Lamezia	Rome (Ciampino)
Bologna	Lanzarote	Rome (Fiumicino)
Bordeaux	Leeds Bradford	Santiago
Bournemouth	Lisbon	Seville
Bratislava	Liverpool	Shannon
Brindisi	London (Luton)	Sofia
Bristol	London (Stansted)	Stockholm (Arlanda)
Brussels (Charleroi)	Madeira	Tangier
Bucharest	Madrid	Tenerife South
Budapest	Malaga	Thessaloniki
Cagliari	Malta	Toulouse
Catania	Manchester	Trieste
Chania	Marrakesh	Turin
Cologne	Marseille	Valencia
Copenhagen	Memmingen	Venice (Marco Polo)
Corfu	Milan (Bergamo)	Venice (Treviso)
Cork	Milan (Malpensa)	Vienna
Dublin	Naples	Vilnius
Dubrovnik	Newcastle	Warsaw (Modlin)
Düsseldorf (Weeze)	Nuremberg	Wrocław
East Midlands	Palermo	Zadar
Edinburgh	Palma de Mallorca	Zagreb
Faro	Paphos	

See Note 16, “Analysis of operating revenues and segmental analysis” to the consolidated financial statements included in Item 18 for more information regarding the geographical sources of the Company’s revenue.

Ryanair’s objective is to schedule a sufficient number of flights per day on each of Ryanair’s routes to satisfy demand for Ryanair’s low-fares service. Ryanair schedules departures on its most popular routes at frequent intervals normally between approximately 6:00 a.m. and 12:00 a.m. Management regularly reviews the need for adjustments in the number of flights on all of its routes.

As part of Ryanair’s AGB customer experience program Ryanair has focused on high frequency and business friendly timings between Europe’s main business centers.

During fiscal year 2024, the Ryanair Group opened 4 new bases and approximately 265 new routes across its network. See “Item 3. Key information—Risk factors—Risks related to the Company—Ryanair’s new routes and expanded operations may have an adverse financial impact on its results.”

### **Widely Available Low Fares**

Ryanair offers low fares, with prices generally varying on the basis of advance booking, seat availability and demand. Ryanair sells seats on a one-way basis, thus removing minimum stay requirements from all travel on Ryanair scheduled services. All tickets can be changed, subject to certain conditions, including fee payment and applicable upgrade charges. However, tickets are generally non-cancellable and non-refundable and must be paid for at the time of reservation.

Ryanair’s discounted fares are driven by Ryanair’s “load factor active – yield passive” strategy whereby seats are priced to ensure that high load factor targets are achieved.

Ryanair also periodically runs special promotional fare campaigns, in particular in connection with the opening of new routes, and endeavors to always offer the lowest fare on any route it serves. Promotional fares may have the effect of increasing load factors and reducing Ryanair’s yield and passenger revenues on the relevant routes during the periods they are in effect. Ryanair expects to continue to offer significant fare promotions to stimulate demand in periods of lower activity or during off-peak times for the foreseeable future.

## **MARKETING AND ADVERTISING**

Ryanair’s primary marketing strategy is to emphasize its widely available low fares, route choice and great care. In doing so, Ryanair primarily advertises its services in national and regional media across Europe. In addition, Ryanair uses online advertising, email marketing and social media to drive awareness of Ryanair’s flights and ancillary services. Social media gives Ryanair access to reach a weekly audience of over 50m people.

Other marketing activities include co-operative advertising campaigns with other travel-related entities, including local tourist boards. Ryanair also regularly contacts people who have registered in its database to inform them about promotions and special offers.

## **RESERVATIONS ON RYANAIR.COM**

Passenger airlines generally rely on travel agents (whether traditional or online) for a significant portion of their ticket sales and pay travel agents’ commission for their services, as well as reimbursing them for the fees charged by reservation systems providers. In contrast, Ryanair encourages all passengers to make reservations and purchase tickets directly. Due to Ryanair’s long standing online distribution policy, the majority of reservations and purchases are

made through the website Ryanair.com, although a significant number of customers are also booking on the Ryanair app and therefore, we are not reliant on travel agents. Ryanair has long campaigned against the anti-consumer practices of Online Travel Agents (OTAs) who overcharge customers, apply hidden mark-ups, and provide fake customer contact and payment details. In 2024, several OTAs have signed 'direct distribution agreements' with Ryanair that allow them to market Ryanair flights to consumers in compliance with the principles of price transparency, ensuring that Ryanair is provided with genuine customer details. These deals protect customers from anti-consumer practices of screenscraping OTAs. Customers who book through unauthorized OTAs are asked to verify their identity on our website to ensure all safety and security protocols during online check-in are adhered to.

Ryanair's reservations system is hosted under an agreement with the system provider, Navitaire. Under the agreement, the system serves as Ryanair's core seating inventory and booking system. In return for access to these system functions, Ryanair pays transaction fees that are generally based on the number of passenger seat journeys booked through the system. Navitaire also retains back-up booking engines to support operations in the event of a breakdown in the main system.

The Company has agreements with the GDSs Amadeus, Travelport (which operates the Galileo and Worldspan GDSs) and Sabre. These GDSs provide access to Ryanair fares (except for some promotional fare categories) to traditional bricks & mortar travel agents and corporate travel booking tools, but do not offer our fares for re-sale online. In 2024 Ryanair extended its distribution to corporate travelers by announcing agreements with Concur and KYTE.

## AIRCRAFT

### Boeing Aircraft

As of March 31, 2024, the Company had a fleet of 557 Boeing 737 aircraft which are currently operated by Buzz, Malta Air, Ryanair DAC and Ryanair UK. The fleet includes 146 Boeing 737-8200 aircraft, each having 197 seats, 410 Boeing 737-800 "next generation" ("NG") aircraft, each having 189 seats and 1 Boeing 737-700.

Between March 1999 and March 2024, Ryanair took delivery of 532 Boeing 737NG aircraft, 1 Boeing 737-700 aircraft and 146 new Boeing 737-8200s under its contracts with Boeing and disposed of 122 Boeing 737NG aircraft, including 77 lease hand-backs. In fiscal year 2024, Ryanair took delivery of 48 new Boeing 737-8200 aircraft.

Under the terms of the 2014 Boeing Contract, which was repriced in December 2020, Ryanair agreed to purchase 210 new Boeing 737-8200 "Gamechanger" aircraft delivering between fiscal years 2022 and 2025 inclusive. Deliveries commenced in June 2021. The aircraft will be used on new and existing routes to grow the Ryanair Group's business. The Boeing 737-8200 represents the newest generation of Boeing's 737 aircraft. It is a short-to-medium range aircraft and seats 197 passengers (eight (4%) more seats than Ryanair's Boeing 737-800NG 189 seat fleet). The basic price (equivalent to a standard list price for an aircraft of this type) for each of the Boeing 737-8200 series aircraft under the 2014 Boeing Contract is approximately U.S.\$102.5m. Net of basic credits and reflective of price escalation over the original scheduled delivery timeframe, the value of the 210 Boeing 737-8200 aircraft under the 2014 Boeing Contract is approximately U.S.\$9.6bn. Boeing has granted Ryanair certain price concessions as part of the 2014 Boeing Contract. As a result, the "effective price" (the purchase price of the new aircraft net of discounts received from Boeing) of each new aircraft will be significantly below the basic price mentioned above. The effective price applies to all new aircraft delivering from fiscal year 2022 through to fiscal year 2025.

Under the terms of the 2023 Boeing Contract, Ryanair agreed to purchase up to 300 Boeing 737-MAX-10 series aircraft (of which 150 are firm orders and 150 are subject to an option exercisable at Ryanair's discretion) in the period from calendar 2027 to 2033 inclusive. It is a short-to-medium range aircraft and, for Ryanair's specified configuration, will seat 228 passengers (39 (21%) more than the Group's existing Boeing 737-800NGs). The Boeing 737-MAX-10 also

offers significantly improved fuel, carbon and noise efficiencies compared to the Boeing 737-800NG, with approximately 20% lower fuel and CO<sub>2</sub> emissions and up to 50% less noise. The Basic Price (equivalent to a standard list price for an aircraft of this type) for each of the Boeing 737-MAX-10 series aircraft is approximately US\$135m. Net of basic credits, the value of the 150 firm Boeing 737-MAX-10 aircraft under the 2023 Boeing Contract is approximately U.S.\$10.6bn. Boeing has granted Ryanair certain price concessions as part of the 2023 Boeing Contract. As a result, the "effective price" (the purchase price of the New Aircraft net of discounts received from Boeing) of each Boeing 737-MAX-10 will be significantly below the Basic Price mentioned above. The effective price applies to all Boeing 737-MAX-10s due for delivery from early calendar 2027.

For additional details on the Boeing contracts, scheduled aircraft deliveries and related expenditures and their financing, see "Item 5. Operating and Financial Review and Prospects—Liquidity and Capital Resources."

The Boeing 737 is the world's most widely used commercial aircraft and exists in a number of generations, the Boeing 737-8200 being the most recent entering service.

The Boeing 737NGs are fitted with CFM 56-7B engines and have advanced CAT III Autoland capability, advanced traffic collision avoidance systems, and enhanced ground-proximity warning systems. The Boeing 737-8200s are fitted with CFM LEAP-1B engines which, combined with the Advanced Technology winglet and other aerodynamic improvements, should reduce fuel consumption by up to approximately 16% on a per seat basis compared to the Boeing 737NGs in Ryanair's configuration and reduce operational noise emissions by up to 50%.

For additional information, please see "Item 3—Key information—Risk factors—Risks related to the Company—A majority of Ryanair's aircraft and certain parts are sourced from a single supplier; therefore, Ryanair would be materially and adversely affected if such supplier was unable to provide additional equipment or support".

At March 31, 2024, the average aircraft age of the Company's Boeing 737 fleet was approximately 9 years.

## **Airbus Aircraft**

As of March 31, 2024, the Company had a fleet of 27 leased Airbus A320 aircraft (2023: 28; 2022: 29). These aircraft are operated by Lauda, as a wet lease operator for the Group, and have 180 seats. They are powered by a mix of CFM 56-5B and Pratt & Whitney V2500 engines. At March 31, 2024, the average aircraft age of the Company's leased Airbus A320 fleet was approximately 17 years.

## **Summary**

Ryanair expects to have approximately 800 narrow-body aircraft in its fleet following delivery of all the Boeing 737-8200 and Boeing 737-MAX-10 aircraft, assuming up to 150 disposals of older aircraft (including lease returns) over the period and Boeing's ability to fulfil both the 2014 and 2023 Boeing Contract.

## **Training and Regulatory Compliance**

At March 31, 2024 Ryanair owns and operates 10 Boeing 737-800NG, 8 Boeing 737-8200 and 1 A320 full flight simulators for pilot training. The simulators were purchased from CAE Inc of Quebec, Canada ("CAE"). In addition, Ryanair currently owns and operates 9 state of the art, fixed base simulators from Multi Pilot Simulations ("MPS") which are used for pilot assessments and pilot training. In autumn 2021, Ryanair, in partnership with Aviation Flight Academy ("AFA"), opened a new, state of the art, training centre in Dublin which includes both Boeing 737-8200 and A320 full flight simulators, and a full Boeing 737 Cabin Trainer. At the end of 2021, Ryanair agreed to purchase an additional 8 (6 confirmed and 2 options) full flight simulators from CAE, and 1 fixed based simulator from MPS. In fiscal year 2023,

Ryanair took delivery of 3 Boeing 737-8200 full flight simulators and a new fixed based simulator. In summer 2023 Ryanair expanded the East Midlands Training Centre by acquiring a second facility allowing for additional capacity across both facilities. In fiscal year 2024, Ryanair took delivery of 2 Boeing 737-8200 full flight simulators, 1 into the Bergamo Training Centre, and 1 into the East Midlands Training Centre. In fiscal year 2025, Ryanair will take delivery of 1 Boeing 737-8200 full flight simulator, which will replace a Boeing 737-800NG full flight simulator (manufactured 2004) in East Midlands Training Centre. In Summer 2023, Ryanair agreed to exercise the remaining 2 options in the 2021 purchase agreement and purchase an additional 12 (6 firm orders and 6 options) full flight simulators from CAE. The Group recently commenced construction of two further, state-of-the-art, training centres in Krakow and Madrid.

Management believes that Ryanair is currently in compliance with all applicable regulations and EU directives concerning its fleet of Boeing 737 and Airbus A320 aircraft and will comply with any regulations or applicable EU and UK directives that may come into effect in the future. However, there can be no assurance that the FAA, the UK CAA, EASA or any other regulatory authorities will not recommend or require other safety-related undertakings that could adversely impact the Company's results of operations or financial condition, in particular safety-related undertakings related to the Boeing 737-8200. See "Item 3. Key Information—Risk Factors—Risks Related to the Airline Industry—Safety-related undertakings could affect the Company's results."

### **ANCILLARY SERVICES**

Ryanair provides various ancillary services and engages in other activities connected with its core air passenger service, including non-flight scheduled services (e.g. Priority Boarding and Reserved Seating), internet-related services (e.g. SMS flight confirmation and Dynamic Currency Conversion), and the in-flight sale of beverages, food, duty-free and merchandise.

Ryanair primarily markets car hire, travel insurance and accommodation services through its website and mobile app. Ryanair offers car hire services via a contract with RentalCars. Ryanair receives a commission on these sales.

Ryanair markets car parking, fast-track, airport transfers, attractions and activities on its website and mobile app. Ryanair also sells gift vouchers which are redeemable online.

### **MAINTENANCE AND REPAIRS**

#### **General**

As part of its commitment to safety, Ryanair endeavors to hire qualified maintenance personnel, provide proper training to such personnel, and maintain its aircraft in accordance with EASA and UK Regulations and European industry standards. While Ryanair seeks to maintain its fleet in a cost-effective manner, management does not seek to extend Ryanair's low-cost operating strategy to the areas of continuing airworthiness management, maintenance, training, or quality assurance.

EASA came into being on September 28, 2003 through the adoption of Regulation (EC) No. 1592/2002 of the European Parliament, and its standards superseded the previous Joint Aviation Authority ("JAA") requirements. See "—Government Regulation—Regulatory Authorities" below.

Post Brexit, with the UK leaving EASA, aircraft registered in the UK are managed in accordance with the UK equivalent regulations.

Ryanair Engineering and the Safety & Compliance department manage the Continuing Airworthiness of the Group fleet in accordance with Commission Regulation (EU) No. 1321/2014 of 26 November 2014 - Continuing Airworthiness and UK Reg. (EU) 1321/2014 - the UK Continuing Airworthiness regulation. Each Group Airline holds



applicable approval with their respective National Airworthiness Authority (IAA Ireland, TMCAD Malta, Polish CAA and UK CAA), providing robust oversight of all maintenance activities.

Maintenance activities are undertaken in accordance with EASA and UK Part 145 as applicable, by Ryanair DAC under IAA approval and approved contracted providers.

During fiscal year 2024, Ryanair established the Ryanair Engineering Academy (the “Academy”) to increase the number of trainees recruited into the Group to align headcount with future aircraft deliveries. The calendar year 2023 engineering intake included 365 trainees, however the development of the Academy will see this grow to 700 in calendar year 2024 and over 1,000 in calendar year 2025. The Academy is approved to deliver maintenance type training courses under EASA and UK Part-147 approvals, with 4 approved training sites located across the Ryanair network, in London (Stansted), Glasgow (Prestwick), Seville and Shannon.

Ryanair is an EASA Part-145 approved maintenance organization and provides its own routine aircraft maintenance and repair services. Ryanair also performs certain line maintenance checks on its aircraft, including pre-flight and daily checks at a number of its bases, as well as A-checks at its London Stansted (5 bays), Bergamo (5 bays), Dublin (2 bays), Vienna (2 bays), Nuremberg (2 bays), Madrid (1 bay), Malta (1 bay) and Porto (1 bay) facilities to support line maintenance on Boeing 737 and Airbus A320 aircraft.

Ryanair performs the majority of its Boeing 737 heavy airframe maintenance utilizing a Ryanair associated Part-145 approval/organization for heavy maintenance with a seasonal use of third-party maintenance repair and overhaul (the “MRO”) facilities. Ryanair has hangar facilities in Prestwick (6 bays), Seville (5 bays), Kaunas (4 bays), Wroclaw (4 bays), Shannon (3 bays) and Hahn (2 bays) which are used for C-check maintenance activities.

Ryanair will continue to look for opportunities to invest in additional hangar facilities over the coming years to ensure there is sufficient hangar capacity for the growing fleet. Ryanair plans to add a further 9 bays in Madrid, 3 bays in Wroclaw, 2 bays in Kaunas, 2 bays in Porto and 2 bays in Dublin and currently has plans to open a new 4 bay hangar in Marrakesh, a new 3 bay hanger in Berlin and a new 2 bay hangar in Palma.

Maintenance and repair services that may become necessary while an aircraft is located at other airports served by Ryanair are provided by other EASA Part 145-approved contract maintenance providers. Aircraft return each evening to Ryanair’s bases, where they are examined by either Ryanair’s approved personnel or by local EASA Part 145-approved companies.

## Heavy Maintenance

Ryanair expects to be dependent on external service contractors for Airbus A320 and Boeing 737 maintenance, particularly for airframe, engine and component maintenance, for the foreseeable future, notwithstanding the capabilities provided by its current maintenance facilities. See “Item 3. Key Information — Risk Factors — Risks Related to the Company — The Group is dependent on external service providers”. Ryanair utilises MRO’s which provide a high standard of maintenance. The Group has recently extended its maintenance agreement with the MRO provider Joramco (in Jordan) which will see them undertake 10 lines of heavy maintenance for the Group until 2034.

Ryanair contracts out engine overhaul service for its Boeing 737-800NG aircraft to CFM under a ten-year agreement to December 2027, with an option for extension. This comprehensive maintenance contract provides for the repair and overhaul of the CFM56-7B series engines fitted to Ryanair’s Boeing 737-800NG aircraft, the repair of parts and general technical support for the fleet of engines. CFM uses its EASA Part-145 approved repair facilities in Cardiff (Wales), Celma (Brazil), Paris (France), Kuala Lumpur (Malaysia), Queretaro (Mexico) and Safran Aero (Morocco). By contracting with experienced EASA Part-145 approved maintenance providers, management believes it is better able to ensure the quality of its engine maintenance. CFM LEAP-1B Engines installed on the Boeing 737-8200 aircraft are subject

to warranty by CFM. Any required repairs/overhauls subject to this warranty will be accomplished by CFM at its EASA Part-145 approved repair facilities. Engine maintenance providers are also monitored closely by the national authorities under EASA and national regulations. Ryanair trained engineering staff with both Boeing and CFM in advance of the introduction of the Boeing 737-8200 aircraft to the Ryanair fleet.

## SAFETY RECORD

Ryanair has not had a single passenger or flight crew fatality in its 39-year operating history. Ryanair demonstrates its commitment to safe operations through its safety policy, training, procedures, its investment in safety-related equipment and enhancements, and its adoption of an internal, open, and confidential reporting system for safety and security matters. The Company's Board of Directors also has a Safety and Security Committee to review and discuss air safety and security performance. Members of the Committee include Non-Executive Directors, Mike O'Brien, Eamonn Brennan (from July 2023) and Ryanair's Chief Risk Officer, Carol Sharkey. The Accountable Managers of each of the Ryanair Group Airlines and nominated persons are invited to attend. Mr. O'Brien and Ms. Sharkey reports to the Board of Directors each quarter.

Ryanair's flight crew training is oriented towards accident prevention and integrates with the Safety Management System to cover all aspects of flight operations. Threat and Error Management ("TEM") is at the core of all flight crew training programs. Ryanair maintains full control of the content and delivery of all flight crew training, including initial, recurrent, and upgrade phases. All training programs are approved/accepted by the relevant National Competent Aviation Authority, (including the IAA, TMCAD Malta, the Polish CAA and the UK CAA) which regularly audits operations standards and flight crew training standards for compliance with EU and UK legislation. All Boeing 737s that Ryanair has bought are certified for Category IIIA landings (automatic landings with minimum horizontal visibility of 200 meters and a 50 feet decision height).

Ryanair has a comprehensive and documented Safety Management System. Management actively encourages flight crews to report any safety-related issues through the Safety Reporting system, which is available online. Also available to crew is Ryanair's Confidential Reporting System ("RCRS") which affords personnel the opportunity to report directly to Safety Officers any event, error, or discrepancy in operations that does not fall into the category of a mandatory report required by regulation, and they do not wish to report through standard reporting channels. Management uses the de-identified information reported through all reporting channels to modify training and/or procedures and improve flight operations standards as necessary. Additionally, Ryanair promotes the use of CHIRP, a confidential reporting system that is endorsed by the UK CAA as an alternative confidential reporting channel.

Ryanair has installed an automatic data capturing system on each of its Boeing 737 and Airbus A320 aircraft. This system captures and downloads aircraft performance information for use as part of Operational Flight Data Monitoring ("OFDM") which automatically provides a confidential report on exceedances from normal operating limitations detected during the course of each flight. The purpose of this system is to monitor operational performance and trends and identify any instance of an operational limit being exceeded. By analyzing this information, management can identify undesirable trends and potential areas of operational risk, so as to take steps to rectify such deviations, thereby ensuring adherence to Ryanair's flight safety standards.

## AIRPORT OPERATIONS

### Airport Handling Services

Ryanair provides its own ground services, aircraft handling and passenger services either directly or through self-handling partners at Dublin, London (Stansted), Spain, Portugal and various Polish airports. All other airport handling is provided through the airport authorities, either directly through sub-contractors or the airport themselves. Our Ground

Operations teams work to obtain the most competitive handling rates for ground, aircraft, and passenger services across our network by negotiating multiyear deals with growth or efficiency incentives where possible with fixed or capped rates to lock in long term costs. These contracts are generally scheduled to expire in one to seven years, unless renewed and part of the rates are performance related to ensure compliance and punctuality. Self-handling gives Ryanair the option under European regulations to handle its own aircraft and passenger services where we cannot obtain competitive rates or quality handling services at each airport. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—The Group is dependent on external service providers.”

## Airport Charges

As with other airlines, Ryanair must pay airport charges each time it lands and accesses facilities at the airports it serves. Depending on the policy of the individual airport, such charges can include landing fees, passenger loading fees, security fees and parking fees. Ryanair attempts to negotiate discounted fees by delivering annual increases in passenger traffic and/or access to new destinations, and opts, when practicable, for less expensive facilities, such as less convenient gates and the use of outdoor boarding stairs rather than more expensive jetways. Nevertheless, there can be no assurance that the airports Ryanair uses will not impose higher airport charges in the future and that any such increases would not adversely affect the Company’s operations.

See “Item 3. Key Information—Risk Factors—Risks Related to the Company—Ryanair’s continued growth is dependent on access to suitable airports; charges for airport access are subject to increase.” See also “Item 8. Financial Information—Other Financial Information—Legal Proceedings—EU State Aid-Related Proceedings” for information regarding legal proceedings in which Ryanair’s economic arrangements with several publicly owned airports are being contested.

## FUEL

The cost of jet fuel (including carbon and de-icing costs) accounted for approximately 45% and 43% of Ryanair’s total operating expenses in the fiscal years ended 2024 and 2023 respectively. In each case, this accounts for costs after giving effect to the Company’s hedging activities. The future availability and cost of jet fuel cannot be predicted with any degree of certainty, and Ryanair’s low-fares policy limits its ability to pass on increased fuel costs to passengers through increased fares. Jet fuel prices are dependent on crude oil prices, which are quoted in U.S. dollars. If the value of the U.S. dollar strengthens against the euro, Ryanair’s fuel costs, expressed in euro, may increase even in absence of any increase in the U.S. dollar price of jet fuel. Ryanair has also entered into foreign currency forward contracts to hedge against some currency fluctuations. See “Item 11. Quantitative and Qualitative Disclosures About Market Risk— Foreign Currency Exposure and Hedging.”

Ryanair typically enters into arrangements providing for significant protection against fluctuations in fuel prices, through both forward swap contracts and call options covering periods of up to 12 to 18 months of anticipated jet fuel requirements. If capacity is significantly reduced, as was the case in fiscal year 2021 due to European Governments response to the spread of Covid-19, forward contracts may become ineffective for hedge accounting purposes. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—Changes in fuel costs and availability affect the Company’s results” and “Item 11. Quantitative and Qualitative Disclosures About Market Risk—Fuel Price Exposure and Hedging” for additional information on recent trends in fuel costs and the Company’s related hedging activities, as well as certain associated risks. See also “Item 5. Operating and Financial Review and Prospects—Fiscal Year 2024 Compared with Fiscal Year 2023—Fuel and Oil.”

## INSURANCE

Ryanair is exposed to potential catastrophic losses that may be incurred in the event of an aircraft accident or terrorist incident. Any such accident or incident could involve costs related to the repair or replacement of a damaged aircraft and its consequent temporary or permanent loss from service. In addition, an accident or incident could result in significant legal claims against the Company from injured passengers and others who experienced injury or property damage as a result of the accident or incident, including ground victims. Ryanair maintains aviation third-party liability insurance, passenger liability insurance, employer liability insurance, directors' and officers' liability insurance, aircraft insurance for aircraft loss or damage, and other business insurance in amounts per occurrence consistent with industry standards. Ryanair believes its insurance coverage is adequate, although not comprehensive. There can be no assurance that the amount of such coverage will not need to be increased, that insurance premiums will not increase significantly or that Ryanair will not be forced to bear substantial losses from accidents. Ryanair's insurance does not cover claims for losses incurred when, due to unforeseen events, airspace is closed and aircraft are grounded such as the airspace closures described in "Item 3. Key Information—Risk Factors—Risks Related to the Airline Industry—Extreme weather events could affect the Company and have a material adverse effect on the Company's results of operations."

The cost of insurance coverage for certain third-party liabilities arising from "acts of war" or terrorism increased dramatically as a result of the September 11, 2001 terrorist attacks and the war in Ukraine. Ryanair's insurers have indicated that the scope of the Company's current war-related insurance coverage may exclude certain types of catastrophic incidents, which may result in the Company seeking alternative coverage.

Ryanair has established Aviation Insurance Limited ("AIL"), a wholly owned captive insurance company subsidiary based in Malta, to provide the Company with self-insurance as part of its ongoing risk-management strategy. AIL underwrites a portion of the Company's aviation insurance program, which covers not only the Company's aircraft but also its liability to passengers and to third parties. AIL reinsures virtually all of the aviation insurance risk it underwrites with recognized third parties in the aviation reinsurance market, with the amount of AIL's maximum aggregate exposure not currently subject to such reinsurance agreements being equal to approximately U.S.\$15m.

Council Regulation (EC) No. 2027/97, as amended by Council Regulation (EC) No. 889/2002, governs air carrier liability. This legislation provides for unlimited liability of an air carrier in the event of death or bodily injuries suffered by passengers, implementing the Warsaw Convention of 1929 for the Unification of Certain Rules Relating to Transportation by Air, as amended by the Montreal Convention of 1999. Ryanair has extended its liability insurance to meet the appropriate requirements of the legislation. See "Item 3. Key Information—Risk Factors—Risks Related to the Airline Industry—The Company faces the risk of loss and liability" for information on the Company's risks of loss and liability.

## FACILITIES

The following are the principal facilities owned or leased by the Ryanair Group:

Location	Site Area (Sq. Meters)	Floor Space (Sq. Meters)	Tenure	Activity
Airside Business Park, Dublin	37,752	32,409	Freehold	Offices, Travel Labs Dublin, Training Center & OCC
Dublin Airport	8,190	8,269	Leasehold	Aircraft Maintenance
Vienna Airport (Hangar)	12,591	7,720	Leasehold	Aircraft Maintenance
Stansted Airport	17,262	14,302	Leasehold	Aircraft Maintenance & Simulator Training Center
East Midlands Airport	5,935	3,435	Freehold	Simulator Training Center
Prestwick Airport (Hangar)	16,022	14,295	Leasehold	Aircraft Maintenance
Frankfurt (Hahn) Airport (Hangar)	5,064	5,064	Leasehold	Aircraft Maintenance & Simulator Training Center
Bergamo Airport	16,647	9,563	Leasehold	Aircraft Maintenance & Training Center
Wroclaw Airport, Poland (Hangar)	8,701	7,484	Leasehold	Aircraft Maintenance
Malta Airport (Hangar)	6,729	3,696	Leasehold	Aircraft Maintenance
Seville, Spain (Hangar)	9,800	8,000	Leasehold	Aircraft Maintenance
Madrid, Spain	3,828	3,828	Leasehold	Travel Labs Madrid
Wroclaw, Poland	1,935	1,935	Leasehold	Travel Labs Wroclaw
Warsaw, Poland	747	747	Leasehold	Administrative Offices & OCC
Pieta, Malta	480	480	Leasehold	Administrative Offices
Vienna, Austria	1,325	1,325	Leasehold	Administrative Offices

Ryanair has agreements with the DAA, the Irish government authority charged with operating Dublin Airport, to lease check-in counters and other space at the passenger and cargo terminal facilities at Dublin Airport. The airport office facilities used by Ryanair at London (Stansted) are leased from the airport authority; similar facilities at each of the other airports Ryanair group airlines serve are provided by third party service providers.

## TRADEMARKS

Ryanair's name, logo, certain other names and logos, as well as certain slogans, are registered as:

- (1) European Union Trademarks – registrations which afford uniform protection in all 27 EU member states.
- (2) National trademarks (in, for example, the UK, Jordan and Lebanon) – registrations which afford protection in the state of registration.
- (3) International trademarks – registrations designating relevant countries, which in turn operate as national trademark registrations.

Registered trademarks give Ryanair an exclusive monopoly over the use of the particular mark in the relevant jurisdiction and the right to sue for trademark infringement should another party use an identical or similar mark in relation to identical or similar services.

## THE ENVIRONMENT

Ryanair's Environmental Policy commits the Group to what the Board and management believe are ambitious future environmental targets, building on impressive achievements to date, including commitments to address climate change, and the priorities and policies which will allow the Group to continue to lower CO<sub>2</sub> emission intensity and noise pollution.

Ryanair's Environmental Strategy illustrates Ryanair's commitment to managing its impact on the environment, with key targets and achievements including:



## Targets

- Achieving net carbon zero by 2050, as set out in Ryanair's 2024 Sustainability Report – 'Aviation with Purpose';
- Reduce CO<sub>2</sub> per passenger/kilometer to c.50 grams by 2031;
- Power 12.5% of our flights with Sustainable Aviation Fuel (SAF) by 2030; and
- Retain, or improve, the Group's strong CDP climate protection rating (currently "A-").

## Achievements

- Becoming the first Airline Group to publish its CO<sub>2</sub> statistics monthly in fiscal year 2019;
- Investing billions of euro in new fuel and noise efficient aircraft;
- Commercial SAF partnerships with Enilive, Neste, OMV, Repsol and Shell;
- Sustainalytics top rated European airline for ESG;
- Industry leading MSCI 'A' rating and CDP 'A-' rating;
- Extended our Sustainable Aviation Research Centre partnership with Trinity College Dublin to 2030; and
- Appointment of a Director of Sustainability in 2021, reporting at least quarterly to the Audit Committee and Board, to oversee delivery of ambitious environmental commitments.

Ryanair manages its impact on the environment and lowers CO<sub>2</sub> emissions by operating a young fleet, achieving high load factors and efficient fuel burn. These enable Ryanair to minimize fuel and energy consumption and reduce noise pollution.

## Climate Governance and Strategy

Ryanair's Board has ultimate oversight and responsibility of the Group's climate transition plan, strategy in achieving sustainability goals and climate-related risks and opportunities. The Board and Audit Committee receive quarterly updates on Ryanair's climate related risks and performance from the Director of Sustainability & Finance and Group CFO.

Climate-related risks and opportunities are incorporated into the Ryanair Group's environmental policy. The Board reviews the environmental policy annually and receives quarterly updates on performance. Environmental opportunities and threats are factored into our financial and operational planning, including operational fuel efficiencies and regulatory impacts.

These risks are identified through scenario analysis, horizon scanning and ongoing industry scrutiny. Key transitional risks are assessed and managed across the organization primarily through the enterprise risk management register with upstream climate risks also raised to the Sustainability Committee. These risks include Market and Technology Shifts, Reputation, Policy, Legal and Physical Risks.

Ryanair's long-term strategy identifies climate change as a key area that will impact the business in coming years. Short and medium-term risks and opportunities are addressed on an ongoing basis by the Ryanair Sustainability Committee and Sustainability team who, ultimately, report back to the Board.

In recent years, geopolitical events have disrupted existing supply and demand patterns of the energy market. Despite this disruption, movements towards a cleaner energy system have continued through advancements in European Union policies, including the "Fit for 55 package" and "REPowerEU". High fossil fuel prices, as seen since the war in Ukraine began, present an opportunity to operate more efficiently and build momentum in energy transition to sustainable aviation fuels and fleet renewal through the Group's 210 Boeing 737-8200 aircraft order and the Group's new 300 Boeing 737-MAX-10 aircraft (150 firm and 150 options) order under the 2023 Boeing Agreement.

In fiscal year 2022, the Ryanair Group published its Pathway to Net Zero – a detailed plan on how the Group aims to achieve its emissions reductions. This pathway forms a key pillar of our ongoing Group strategy. Emission reductions will come from:

- 32% technological and operational improvements;
- 34% Sustainable Aviation Fuel;
- 10% Single European Sky initiative; and
- 24% carbon offsetting.

The aviation industry conducted a feasibility study “Destination 2050” of reaching Net Zero emissions by 2050. This study demonstrates that reaching net zero emissions in aviation is possible. Key challenges are recognized in reaching these long-term goals (as detailed further in the below “Material transition risk related to climate change and consequences” section) most notably around the inability to obtain sufficient quantities of SAF.

Ryanair recognizes that transition risk costs will arise in connection with the climate change transition. The Group has a history, as demonstrated through its recent aircraft orders, in maintaining a young, fuel efficient fleet and any breakthrough in new technology engines, will be procured as part of ongoing fleet renewal. Additionally, while sustainable aviation fuels currently trade at a premium of approximately 3x compared to normal jet kerosene, the long-term outlook is for price convergence and there are a number of policymaker decisions which are currently being reviewed which will aim to reduce the existing price divergence (e.g. government incentives to procure SAF, Emission Trading System reform legislation, etc.).

Any and all firm commitments regarding climate change transition are recognized within respective going concern or impairment assessments. There are no material litigation risks related to climate change currently identified.

#### Material transition risks related to climate change and consequences

- Inability to meet mandated SAF blending – could lead to increased cost for SAF or potential non-compliance penalties resulting in lower earnings.

Ryanair has bi-lateral agreements in place with a number of SAF suppliers. These agreements allow Ryanair access to SAF at key airport locations. These agreements are in place with Enilive, Neste, OMV, Repsol and Shell. By using SAF, Greenhouse Gas (“GHG”) emissions will decrease which will reduce Emissions Trading System (“ETS”) and Carbon Offsetting and Reduction Scheme for International Aviation (“CORSIA”) compliance costs.

- Increased consumer concern about climate change could lead to a reluctance to fly.

By Ryanair positioning itself as a leader in the climate change agenda for aviation, there is an opportunity that passengers will switch to flying with Ryanair. There is an opportunity to enhance the Group reputation and brand value as a carbon efficient airline.

- Costs to transition to lower emissions technology could result in higher capital expenditure and lower earnings

Ryanair has had a long-standing strategy for fleet modernization supported with strong cash flows and access to capital markets. Ryanair’s current Boeing average fleet age is approximately 9 years.

New technologies will be more fuel efficient, delivering ongoing operational cost savings, an example of which is Ryanair’s decision to retrofit 409 Boeing 737-800NG aircraft with split scimitar winglets, which provide an emission reduction benefit of approximately 1.5% and lower noise by approximately 6%.

### Material physical risks related to climate change and consequences

- Increased severity of extreme weather events such as wild-fires, cyclones and floods could lead to operational disruption and potential revenue loss.

Group assets are highly mobile and can be moved and are therefore not subject to acute risks associated with coastal flooding or tropical cyclones.

- Chronic physical risks such as higher average temperatures or flooding could potentially lead to lower performance due to cancelled flights or closed bases.

Weather conditions are closely monitored, with the Group flying predominantly intra-European routes which would be less affected by physical risks.

## **GOVERNMENT REGULATION**

### **Regulatory Authorities**

EU air carriers such as the Company and the Group Airlines are generally able to provide passenger services on domestic routes within any EU member state outside their home country, as well as between EU member states without restriction, subject to applicable EU and national regulations implemented by competent authorities, including the European Commission and EASA, as well as oversight by the European Organization for the Safety of Air Navigation ("Eurocontrol"). The Group Airlines are also subject to national regulation in their home countries, which is implemented primarily by (i) in Ireland, the Irish Aviation Authority ("IAA") and the Department of Transport ("DoT") in the case of Ryanair DAC, (ii) in Poland, the Polish Civil Aviation Authority ("Polish CAA") in the case of Buzz, (iii) in Malta, Transport Malta and the Civil Aviation Directorate ("Maltese CAD") in the case of Lauda Europe and Malta Air, and (iv) in the United Kingdom, the Civil Aviation Authority and the Department for Transport ("UK DfT") in the case of Ryanair UK.

Management believes that the present regulatory environment in the EU is generally characterized by high sensitivity to safety and security issues, which is demonstrated by intensive reviews of safety-related procedures, training and equipment by the national and EU regulatory authorities. During the Covid-19 crisis, various public health measures were imposed on airlines, including requirements in certain countries to verify passenger's health documentation and, in certain cases, restrictions on the freedom to operate flights.

### **Ireland**

*Irish Aviation Authority.* The IAA is primarily responsible for regulating the safety, security and technical aspects of aviation in Ireland. The IAA has broad regulatory and enforcement powers, including the authority to require reports and investigate and institute enforcement proceedings.

To operate in the EU, an Irish air carrier is required to hold an AOC granted by the IAA attesting to the air carrier's operational and technical competence to conduct airline services with specified types of aircraft. The IAA has broad authority to amend or revoke an AOC, with Ryanair's ability to continue to hold its AOC being subject to ongoing compliance with current and future applicable statutes, rules and regulations pertaining to the airline industry. Ryanair DAC's current AOC (No. IE 07/94) was issued by the IAA on January 11, 2022.

Each aircraft operated by Ryanair DAC is required to have a Certificate of Airworthiness issued by the IAA. The validity of each Certificate of Airworthiness, and the Company's Flight Operations Department, flight personnel, flight and emergency procedures, aircraft, and maintenance facilities are each subject to periodic review and inspections by the IAA.

Under Ireland's Air Navigation and Transport Act 2022, the air navigation service provision function of the IAA was transferred into a new corporate entity, AirNav Ireland, in May 2023, while the safety and security regulation functions of the IAA were retained within the IAA. The Act further provided for the dissolution of the Commission for Aviation Regulation ("CAR") and the merger of its functions and responsibilities with the IAA, creating a single regulator for the civil aviation sector in Ireland, covering safety, security, economic and consumer regulation.

Following the dissolution of CAR and the merger of its functions with the IAA (which took place on April 30, 2023), the IAA is responsible for issuing operating licenses to air carriers registered in Ireland under EU Regulation 1008/2008. The criteria for granting an operating license include, *inter alia*, an air carrier's financial fitness, the adequacy of its insurance and the fitness of its management. In addition, EU regulations require that (i) the air carrier must be owned, for the purposes of EU Regulation 1008/2008, and continue to be owned (directly or through majority ownership) by EU member states and/or EU nationals and (ii) the air carrier must at all times be effectively controlled by such EU member states or EU nationals. The IAA has broad authority to revoke an operating license. See "Item 10. Additional Information—Limitations on Share Ownership by Non-EU Nationals." See also "Item 3. Key Information—Risk Factors—Risks Related to Ownership of the Company's Ordinary Shares or ADRs—EU Rules impose restrictions on the ownership of Ryanair Holdings' ordinary shares by Non-EU nationals and the Company has applied a ban on the purchase of ordinary shares by Non-EU nationals since 2002" above.

Ryanair's current operating license (No 05/16) was issued by CAR (whose functions were merged with the IAA on April 30, 2023) on September 20, 2016 and is subject to periodic review.

*Department of Transport.* The DoT is responsible for implementation of certain EU and Irish legislation and international standards relating to air transport.

## Malta

*Maltese Civil Aviation Directorate.* The Maltese CAD is Malta's aviation regulator, assisting the Maltese Director General for Civil Aviation in fostering the development of civil aviation in Malta within a safety oversight system. The Maltese CAD is responsible for: the safety of aircraft, aircraft and aerodrome operators, air navigation service providers, licensing of aeronautical personnel and the conclusion of international air services agreements. To operate in the EU, a Maltese air carrier is required to hold an AOC granted by the Maltese CAD attesting to the air carrier's operational and technical competence to conduct airline services with specified types of aircraft. The Maltese CAD has authority to amend or revoke the AOC, with Lauda Europe's and Malta Air's ability to continue to hold their respective AOCs being subject to ongoing compliance with applicable statutes. Lauda Europe's and Malta Air's flight operations, aircraft, maintenance facilities and air crew are subject to ongoing review and inspections by the Maltese CAD.

The Company's subsidiary, Malta Air, obtained an AOC (No. MT-57) and operating license (No. (CAD/MT-57) from the Maltese CAD on June 12, 2019.

The Company's subsidiary, Lauda Europe, obtained an AOC (No. MT-62) and operating license (No. (CAD/MT-62) from the Maltese CAD on September 4, 2020.

*Transport Malta.* Transport Malta is a government body overseeing transport in Malta, including the work of the Maltese CAD. It is responsible for implementation of certain EU and Maltese legislation and international standards relating to air transport.

## Poland

*Polish Civil Aviation Authority.* The Polish CAA is a government body and the civil aviation supervisory authority in Poland. Apart from certification and licensing of airlines, the Polish CAA performs operational and regulatory functions in all matters relating to qualifications of personnel, safety, security, as well as maintaining registers of aircraft, personnel and training entities, amongst others.

The Company's subsidiary Ryanair Sun S.A., operating as Buzz, obtained an AOC (No. PL-066) and operating license (No. ULC-LER-1/4000-0156/06/17) from the Polish CAA in April 2018.

## UK

*UK Civil Aviation Authority.* The UK CAA is primarily responsible for ensuring safety standards, consumer protection, efficient use of airspace and security risks. A UK air carrier is required to hold an AOC granted by the UK CAA attesting to the air carrier's operational and technical competence to conduct airline services with specified types of aircraft. The UK CAA has an authority to amend or revoke the AOC, with Ryanair UK's ability to continue to hold its AOC being subject to ongoing compliance with applicable statutes. Ryanair UK's flight operations, aircraft, maintenance facilities and air crew are subject to ongoing review and inspections by the UK CAA.

The Company's subsidiary, Ryanair UK, obtained an AOC (No. GB 2451) and an operating license (OL/A/624) from the UK CAA on December 20, 2018.

*UK Department for Transport.* The UK DfT is responsible for implementation of certain UK legislation and international standards relating to air transport.

## European Union

*The European Union Aviation Safety Agency.* EASA is an agency of the EU that has been given specific regulatory and executive tasks in the field of aviation safety. The purpose of EASA is to draw-up common standards to ensure the highest levels of safety, oversee their uniform application across Europe and promote them at the global level.

*The European Organization for the Safety of Air Navigation.* Eurocontrol is an autonomous international organization established under the Eurocontrol Convention of December 13, 1960. Eurocontrol is responsible for, *inter alia*, the safety of air navigation and the collection of charges for air navigation services throughout Europe.

International agreements concerning Eurocontrol provide for the payment of charges to Eurocontrol in respect of air navigation services for aircraft in airspace under the control of Eurocontrol. The relevant legislation imposes liability for the payment of any charges upon the operators of the aircraft in respect of which services are provided and upon the owners of such aircraft or the managers of airports used by such aircraft. The Company's airline subsidiaries, as aircraft operators, are primarily responsible for the payment to Eurocontrol of charges incurred in relation to their aircraft. The legislation also authorizes the detention of aircraft in the case of default in the payment of any charge for air navigation services by the aircraft operator or the aircraft owner, as the case may be. This power of detention extends to any equipment, stores or documents, which may be onboard the aircraft when it is detained and may result in the possible sale of the aircraft.

*European Commission.* The European Commission is the EU body with primary responsibility for the preparation of legislative proposals (for adoption by the European Parliament and the Council of the EU) and for the monitoring of the implementation of EU legislation by member states of the EU. The European Commission is also responsible for the enforcement of EU competition law and certain other laws.



The European Commission has published guidelines on the financing of airports and start-up aid to airlines by regional airports that place restrictions on the incentives public airports can offer to airlines delivering traffic, when compared with the commercial freedom available to private airports.

The European Union has adopted several legislative acts aimed at modernizing the EU's air traffic control system, including the legislative package known as the "single European sky", and its subsequent amendments "SES2" and "SES2+". For example, EU Regulation 1070/09 (under "SES2") focused on air traffic control performance, and extended the authority of EASA to include airports and air traffic management. The objective of the EU's policy in this area is to enhance safety standards and the overall efficiency of air traffic control in Europe, as well as to reduce the cost of air traffic control services.

The European Union has also adopted legislation on airport charges (EU Directive 2009/12), which was originally intended to address abusive pricing at monopoly airports. However, the legislation includes all European airports with over five million passengers per year. Management believes that the scope that exists within this Directive to address abuses of their dominant positions by Europe's larger airports is very limited. See "Item 8. Financial Information—Other Financial Information—Legal Proceedings—EU State Aid-Related Proceedings."

EU Regulation 1008/2008 grants EU airlines the freedom to set prices, reinforcing a principle that has underpinned the liberalized EU air transport market since the 1980s. However, in 2020 certain politicians in Austria and Italy called for the introduction of minimum prices on airline tickets, while the Italian government in 2023 passed a decree attempting to introduce a price cap on certain flights to Sicily and Sardinia. While none of these measures were ultimately implemented, it cannot be guaranteed that some form of government intervention in airline fares will not be introduced at a national or European level. If allowed to stand following judicial review, any such restriction would severely impact the Company's ability to attract the most price sensitive consumers. EU Regulation 1008/2008 also sets out rules in respect of transparency of airline fares, requiring the inclusion of all mandatory taxes, fees, and charges in advertised prices. Ryanair includes this information in its advertised fares in all markets where it operates. While consumer benefits of the unbundling of airline services are widely acknowledged, some consumer law enforcement authorities have argued that certain optional price components should be included in advertised prices and/or that certain optional services should be considered mandatory, which, if implemented, would limit the Company's commercial freedom.

The European Union has also passed legislation governing the allocation and use of airport slots, a directive governing access to the ground handling market at EU airports, a directive on the terms of airlines' participation in the EU Emissions Trading System, regulations on passenger rights and the rights of passengers with reduced mobility, and several other legislative acts affecting air transport, including matters of aviation security, noise, social security and sustainable aviation fuel.

## **Registration of Aircraft**

Pursuant to the Irish Aviation Authority (Nationality and Registration of Aircraft) Order 2015 (the "Order"), the IAA regulates the registration of aircraft in Ireland. In order to be registered or continue to be registered in Ireland, an aircraft must be wholly owned by either (i) a citizen of Ireland or a citizen of another member state of the EU having a place of residence or business in Ireland or (ii) a company registered in and having a place of business in Ireland and having its principal place of business in Ireland or another member state of the EU and not less than two-thirds of the Directors of which are citizens of Ireland or of another member state of the EU. As of the date of this report, all Directors of Ryanair Holdings are citizens of a member state of the EU.

The Company's aircraft operated by Malta Air and Lauda Europe are registered in Malta, the aircraft operated by Buzz are registered in Poland and the aircraft operated by Ryanair UK are registered in the UK. In each of these countries

similar regulations apply to the registration of aircraft as those described above in relation to aircraft operated by Ryanair DAC, which are registered in Ireland.

## Regulation of Competition

*Competition/Antitrust Law.* It is a general principle of EU competition law that no agreement may be concluded between two or more separate economic undertakings that prevents, restricts, or distorts competition in the common market or any part of the common market. Such an arrangement may nevertheless be exempted by the European Commission, on either an individual or category basis. The second general principle of EU competition law is that any business or businesses having a dominant position in the EU common market or any substantial part of the common market may not abuse such dominant position. Similar competition laws apply at national level in EU member states, as well as in the UK and other non-EU countries where the Company operates. Ryanair is subject to the application of the general rules of competition law as well as specific rules on competition in the airline sector.

An aggrieved person may sue for breach of competition law in the courts of a member state and/or petition the European Commission or a national competition authority for an order to put an end to the breach of competition law. The European Commission and national competition authorities also may impose fines and daily penalties on businesses and the courts may award damages and other remedies (such as injunctions) in appropriate circumstances.

Competition law in Ireland is primarily embodied in the Competition Acts 2002 to 2022. This legislation is modeled on the EU competition law system. The Irish rules generally prohibit anti-competitive arrangements among businesses and prohibit the abuse of a dominant position. These rules are enforced either by public enforcement (primarily by the Competition and Consumer Protection Commission) through both criminal and civil sanctions or by private action in the courts. These rules apply to the airline sector but are subject to EU rules that override any contrary provisions of Irish competition law.

In December 2022, the Italian competition authority (the “AGCM”) launched an investigation into alleged illegal price coordination between airlines, including Ryanair, on routes between mainland Italy and Sicily during the Christmas period. The investigation was closed in late 2023 with no finding of infringement. The AGCM subsequently launched a review of the use of pricing algorithms by airlines, which is ongoing.

In September 2023, the AGCM launched an investigation into alleged abuse of dominance by Ryanair in its dealings with online and offline “bricks and mortar” travel agents in Italy. The Company has strongly refuted the allegation and is engaging with the AGCM whose investigation will likely conclude in late 2024. In the context of this investigation, in April 2024 the AGCM started interim proceedings to determine whether there exists a risk of irreparable damage to competition during the time required for completing the main investigation, unless interim measures are imposed on Ryanair. The AGCM closed these interim proceedings in late May 2024, concluding that there was no basis for the adoption of precautionary measures pending the outcome of the main investigation.

Certain operators of screenscraping websites (including Lastminute and On the Beach) have alleged in court proceedings that Ryanair’s objection to the unauthorized selling of its flight tickets by online travel agents to consumers is an attempt to restrict competition. Ryanair is vigorously defending such claims and welcomed the withdrawal by On the Beach of its action in UK courts in February 2024. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—The Company faces risks related to unauthorized use of information from the Company’s website”.

*State Aid.* EU law sets conditions on which State aid may be granted by EU member states to businesses. The EU Treaty prevents member states from granting such aid unless approved in advance by the EU. Any such grant of State aid to an airline is subject to challenge before the European Commission or, in certain circumstances, national

courts. If aid is held to have been unlawfully granted it may have to be repaid by the airline to the granting member state, together with interest thereon.

Under the terms of the EU–UK TCA, the UK has introduced a new subsidy control regime in order to prevent distortions of competition between the UK and the EU. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—The Company is subject to legal proceedings alleging state aid at certain airports” and “Item 8. Financial Information—Other Financial Information—Legal Proceedings.”

## **Data Protection**

Ryanair’s processing of personal data is subject to increasingly complex data protection laws including the EU’s GDPR as well as relevant national implementing legislation (Irish Data Protection Act 2018). The GDPR is directly applicable across the member states of the EU and an equivalent data protection regime operates in the UK post-Brexit (the European Commission has considered the UK regime to be adequate by way of the ‘adequacy decision’ adopted on June 28, 2021). The GDPR imposes strict obligations on companies which process personal data, including requirements to implement appropriate security measures to ensure that processing, storing, and transferring of personal data is done in accordance with the key data protection principles contained in the GDPR. There is an obligation to report data breaches which are likely to result in a risk to the rights and freedoms of natural persons (and in some instances an obligation to inform the data subjects) within stipulated timeframes. The GDPR also provides data subjects with enhanced rights in respect of their personal data, such as the “right to be forgotten” (to be erased from the databases of organizations holding their personal data, including erased from third party providers’ databases, provided there are no legitimate grounds for retaining the personal data) and the right to “data portability” (the right to receive the personal data concerning the data subject in a structured and commonly used and machine-readable format and to transmit that data to a nominated third party).

A breach of the GDPR may result in the imposition of fines by supervisory authorities up to €20m or 4% of annual group-wide turnover (whichever is higher). Supervisory authorities also have the power to audit businesses and require measures to be taken by businesses to rectify any non-compliance (which can include orders to suspend data processing activities). Additionally, data subjects are entitled to seek compensation for any damage (including non-material damage) suffered in the event that the processing of their personal data is in breach of the GDPR’s requirements. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—Ryanair is subject to increasingly complex data protection laws and regulations”.

## **Consumer Protection**

Ryanair operates under stringent consumer protection laws. Despite diligent efforts to ensure full compliance, there is a possibility that government bodies or other entities might claim non-compliance with these laws by Ryanair. Certain authorities across Ryanair’s network have the power to conduct audits and demand corrective actions for any non-compliance. A significant breach by Ryanair of consumer laws could lead to authorities imposing fines of up to 10% of the annual group-wide turnover, or the issuing of strict compliance orders. Furthermore, consumers have the right to seek damages for any harm caused by a breach of their consumer rights and may also be represented in collective redress or class actions. Such cases, whether individually or collectively, could materially and adversely affect the Company’s financial condition and operational results. See “Item 3. Key Information—Risk Factors—Risks Related to the Company—The Company is subject to increasingly strict sanctions for non-compliance with consumer protection laws”.

## Environmental Regulation

*Aircraft Noise Regulations.* Ryanair is subject to international, national and, in some cases, local noise regulation standards. EU and Irish regulations have required that all aircraft operated by Ryanair comply with Stage 3 noise requirements. All of Ryanair's aircraft currently comply with these regulations. Many airports in Ryanair's network (including London Stansted, London Gatwick, Rome Ciampino, Dublin and Amsterdam) have established local noise restrictions, including limits on the number of hourly or daily operations or the time of such operations.

*Company Facilities.* The Company maintains facilities across its network, including engineering facilities at the airports in Dublin, Shannon, Malta, Glasgow (Prestwick), London (Stansted), Frankfurt (Hahn), Nuremberg, Bergamo, Wrocław, Kaunas, Seville, Madrid, Porto and Vienna. Planning permissions for Company facilities have been obtained in accordance with local requirements and management of noxious or potentially toxic substances as well as of waste removal is conducted in adherence to applicable local, national and EU regulations.

*Ryanair's Policy on Noise and Emissions.* Ryanair is committed to reducing emissions and noise through investments in new, efficient aircraft and engine technologies and the implementation of certain operational and commercial decisions to minimize the environmental impact of its operations. The Company is constantly working towards improving its environmental performance and in February 2024, was upgraded to a Leadership Level 'A-' rating (was "B") from CDP – an international non-profit that helps organizations to disclose their environmental impact.

In December 2005, Ryanair completed the fleet replacement program it commenced in 1999. All of Ryanair's older Boeing 737-200A aircraft were replaced with Boeing 737-800 "next generation" ("NG") aircraft. The design of these aircraft is aimed at minimizing drag, thereby reducing the rate of fuel burn and noise levels. The engines are also quieter and more fuel-efficient. The Boeing 737-800NG aircraft have a significantly superior fuel-burn to passenger-kilometer ratio than Ryanair's former fleet of Boeing 737-200A aircraft. Ryanair has installed winglets on all of its Boeing 737-800NG aircraft. Winglets reduce both the rate of fuel burn and carbon dioxide emissions by approximately 4%, and also reduce noise emissions. In fiscal year 2023, Ryanair began to retro-fit scimitar winglets on the Boeing 737-800NG fleet. This retro-fit program will further reduce fuel burn of these aircraft by approximately 1.5% and noise by approximately 6%.

In September 2014, Ryanair entered into an agreement with Boeing to purchase up to 200 Boeing 737-8200 "Gamechanger" aircraft (including 100 firm orders and 100 aircraft subject to option). The contract was approved by the shareholders of the Company at an extraordinary general meeting ("EGM") on November 28, 2014. In June 2017, the Group agreed to purchase an additional 10 Boeing 737-8200 aircraft. In April 2018, the Company announced that it had converted 25 Boeing 737-8200 options into firm orders. In December 2020, the Company announced that it had converted the remaining 75 options to firm orders. This brought the Company's firm order to 210 Boeing 737-8200s with a total contract value of approximately U.S.\$9.6bn at standard list price of U.S.\$102.5m per aircraft (net of basic credits and reflective of price escalation over the originally scheduled delivery timeframe). These aircraft have 197 seats and are fitted with CFM-LEAP-1B engines which, combined with the Advanced Technology winglet and other aerodynamic improvements, reduce fuel consumption by up to approximately 16% on a per seat basis compared to the Boeing 737-800NGs in Ryanair's configuration and reduce operational noise emissions by up to 50%. See "—Aircraft" above for details on Ryanair's fleet plan.

In May 2023, Ryanair signed an agreement with Boeing to purchase up to 300 Boeing 737-MAX-10 aircraft (including 150 firm orders and 150 aircraft subject to option) for delivery between 2027 and 2033. This agreement was approved by Shareholders at the Company's 2023 AGM. These aircraft have 228 seats and are fitted with CFM-LEAP-1B engines, which reduce fuel consumption by up to approximately 20% compared to the Boeing 737-800NG and reduce noise emissions by approximately 50%. It is expected that up to 50% of this order will replace older aircraft in the fleet

(including lease handbacks), while the remainder will facilitate disciplined traffic growth to approximately 300m passengers per annum by fiscal year 2034.

In addition, Ryanair has distinctive operational characteristics that management believes help reduce the Company's impact on the environment. In particular, Ryanair:

- operates with a high-seat density of 189 seats on the Boeing 737-800NGs and 197 on the Boeing 737-8200 aircraft. This is in contrast to the 162 seats and two-class configuration of the Boeing 737-800 aircraft used by traditional network airlines, reducing fuel burn and emissions per passenger/kilometer. The Lauda A320 fleet has a high density of 180 seats;
- has reduced per passenger/Km emissions through high load factors (94% in fiscal year 2024);
- achieves quick turn-around times, thus reducing fuel burn and emissions when aircraft are on the ground;
- provides mainly direct services as opposed to connecting flights, in order to limit the need for passengers to transfer at main hubs and thus reduces the number of take-offs and landings per journey from four to two, reducing fuel burn and emissions per journey; and
- has minimal scheduled late-night departures of aircraft, reducing the impact of noise emissions.

In 2021, a law was passed in France prohibiting domestic flights where an alternative direct train service operates in under 2.5 hours, with an exception made for connecting flights. The European Commission found this distorted competition between point to point carriers and network operators. Consequently, France amended the law to remove this exemption for connecting flights. The new formulation of the law *de facto* means that only 3 routes to Paris Orly airport (where the Company does not operate) are affected. The European Commission approved this law in December 2022. It entered into force on May 24, 2023 for a period of three years. Ryanair does not believe that any such measures can in fact make a significant contribution to reducing aviation's environmental impact given that over half of all emissions from European aviation come from long-haul flights (which account for just a few percent of total European flights) and has argued that policy-makers should instead focus on measures that discourage connecting flights, the most environmentally inefficient form of air travel. A widespread introduction of bans on short-haul flights could have a negative impact on the Company's results and operations.

*"Fit for 55".* We engage with European decision makers to support a fair green transition of the aviation sector. Among the measures included in the "Fit for 55" package, we welcome the legislation to increase the use of SAF and engaged relevant stakeholders to stress the importance of using sustainable fuels to cut the sector's carbon footprint. We have highlighted the limited environmental benefit and the harmful consequences for the EU economy and connectivity resulting from other elements of the package, e.g., a kerosene tax that applies only to intra-EU flights. In December 2022, the European Parliament, the Council of Europe and the European Commission reached a political agreement to apply the ETS exclusively to intra-EEA flights until at least 2027. In 2026, the European Commission will again assess and review the geographic scope of the ETS with the view potentially to including long-haul flights within the scope.

*Emissions Trading.* On November 19, 2008, the European Union adopted legislation to add aviation to the EU ETS as of 2012. This scheme, which had previously applied mainly to energy producers, is a cap-and-trade system for CO<sub>2</sub> emissions to encourage industries to improve their CO<sub>2</sub> efficiency. Under the legislation, airlines were granted initial free CO<sub>2</sub> allowances based on historical "revenue tonne kilometres" and a CO<sub>2</sub> efficiency benchmark. Any shortage of allowances has to be purchased in the open market and/or at government auctions. Management believes that this legislation has a negative impact on the European airline industry as it does not sufficiently promote environmentally efficient growth. The free CO<sub>2</sub> allowances are being phased out between 2024 and 2026, which will increase the cost of compliance by the Company with the ETS.



On January 1, 2021, a UK ETS replaced the UK's participation in the EU ETS (in principle covering UK domestic flights and flights from the UK to the EU, while EU ETS still applies on flights from the EU to the UK, regardless of the nationality of the operating carrier). This scheme contains many consistent features with the concurrent EU ETS. Airlines have been granted allowances under the scheme with a subsequent deduction in allocated free EU ETS allowances. These were distributed in proportion to UK ETS activity based on historical "revenue tonne kilometre". The UK has announced it plans to phase out the free CO<sub>2</sub> allowances from 2026.

*Carbon Offsetting.* On October 6, 2016, the CORSIA (Carbon Offsetting and Reduction Scheme for International Aviation) agreement was agreed between 191 ICAO countries. The CORSIA scheme uses market-based environmental policy instruments (carbon credits) to offset CO<sub>2</sub> emissions above the 2019 levels, starting from 2021 to 2023, and above 85% of 2019 levels from 2024 to 2035. The scheme is voluntary for ICAO countries until 2026. As of June 2024, 126 out of 191 countries decided to participate.

Ryanair takes its environmental responsibilities seriously and intends to continue to improve its environmental efficiency and to minimize emissions. Under Regulation 7 of The UK Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, Ryanair is obliged to state its annual quantity of emissions in tons of carbon dioxide equivalent. Ryanair's EU and UK Emissions Trading Scheme monitoring, reporting and allowance surrender obligations are mandated on a calendar year basis. During calendar year 2023, the Ryanair Group emitted 15.0m tCO<sub>2</sub> (calendar 2022: 13.6m tCO<sub>2</sub>), which equates to 0.082 tCO<sub>2</sub> (calendar 2022: 0.085) per passenger (a drop of over 3.5% per passenger).

*Aviation Taxes.* Ryanair is fundamentally opposed to the introduction of additional aviation taxes, including new environmental taxes, fuel taxes or emissions levies. Ryanair has offered, and continues to offer, among the lowest fares in Europe, to make passenger air travel affordable and accessible to European consumers. Ryanair remitted over €1.17bn in various environmental taxes in fiscal year 2024 up from approximately €0.83bn in fiscal year 2023 (and approximately €0.26bn in fiscal year 2022). Ryanair believes that the imposition of additional taxes on airlines will not only increase airfares, but will discourage new entrants into the market, resulting in less choice for consumers. Ryanair believes this would ultimately have adverse effects on the European economy in general.

As a company, Ryanair believes in free market competition and that aviation taxation distorts competition by favoring the less efficient flag carriers which generally have smaller and older aircraft, lower load factors, which offer connecting flights and operate primarily into congested airports, and which, as a result, have a much higher fuel burn per passenger. Furthermore, the introduction of a tax at a European level only, such as that proposed under the ETD, would distort competition between airlines operating solely within Europe and those operating also long-haul flights to and from Europe.

## Airport charges

The EU Airport Charges Directive of March 2009 sets forth general principles that are to be followed by airports with more than 5m passengers per annum, and the airport with the highest passenger movement in each Member State, when setting airport charges, and provides for an appeals procedure for airlines in the event that they are not satisfied with the level of charges. However, Ryanair does not believe that this procedure is effective or that it constrains those airports that are currently abusing their dominant position, in part because the legislation was transposed improperly in certain countries, such as Ireland and Spain, thereby depriving airlines of even the basic safeguards provided for in the Directive. This legislation may in fact lead to higher airport charges, depending on how its provisions are applied by EU member states and subsequently by the courts.

## Slots

Currently, many of Ryanair Group's airports have no "slot" allocation restrictions; however, a substantial number of the airports the Ryanair Group airlines serve, including its primary bases, are regulated by means of "slot" allocations, which represent authorizations to take off or land at a particular airport within a specified time period. EU law regulates the acquisition, transfer and loss of slots. Under EU Regulation No. 793/2004, slots may be transferred from one route to another by the same carrier, transferred within a group or as part of a change of control of a carrier, or swapped between carriers. In April 2008, the European Commission issued a communication on the application of the slot regulation, signaling the acceptance of secondary trading of airport slots between airlines. This was intended to allow more flexibility and mobility in the use of slots and further enhance possibilities for market entry at slot constrained airports. Any future legislation that might create an official secondary market for slots could create a potential source of revenue for certain of Ryanair's current and potential competitors, many of which have many more slots allocated at primary airports at present than Ryanair. The European Commission proposed a revision to the slots' legislation reflecting the principle of secondary trading. This revision has been negotiated by the EU institutions since 2014 and is currently stalled. Slot values depend on several factors, including the airport, time of day covered, the availability of slots and the class of aircraft. Ryanair's ability to gain access to and develop its operations at slot-controlled airports will be affected by the availability of slots for takeoffs and landings at these specific airports. New entrants to an airport are currently given certain privileges in terms of obtaining slots, but such privileges are subject to the grandfathered rights of existing operators that are utilizing their slots. In March 2020, the European Union suspended the "80/20 use it or lose it" rule for the IATA summer season 2020 due to the Covid-19 crisis. The "80/20" rule provides that an airline is entitled to the same slot in the next equivalent scheduling period if it has used the allocated slot 80% of the time. The suspension of the "80/20" rule has been phased out and restored from the IATA summer season 2023. There is no assurance that the Ryanair Group will be able to obtain a sufficient number of slots at the slot-controlled airports that it desires to serve in the future at the time it needs them or on acceptable terms.

## Other

The Company transitioned to local contracts of employment in a number of EU countries in recent years. Where this transition has occurred, the Company is subject to local laws and regulations (examples below).

Health and occupational safety issues relating to Ryanair employees employed under Irish law are addressed in Ireland by the Safety, Health and Welfare at Work Act, 2005 (as amended) and other regulations under that Act. Although licenses or permits are not issued under such legislation, compliance is monitored by the Health and Safety Authority (the "Authority"), which is the regulating body in this area. The Authority periodically reviews Ryanair DAC's health and safety record and when appropriate, issues improvement notices or prohibition notices. Ryanair DAC has responded to all such notices to the satisfaction of the Authority.

For Malta Air and Lauda Europe, health and occupational safety issues are addressed in the Maltese Occupational Health and Safety Authority Act XXVII of 2000. Compliance is monitored by the Occupational Health and Safety Authority ("OHSA"), which enforces the law in workplaces. OHSA advises the Minister responsible for occupational health and safety regarding the making of regulations to promote, maintain and protect a high level of occupational health and safety, as well as takes enforcement action. OHSA can also carry out investigations on any matter concerning occupational health and safety.

The Polish Labor Code covers health and occupational safety issues. Under Article 184 of the Labor Code, compliance with provisions on health and occupational safety is monitored by the National Labor Inspectorate ("Państwowa Inspekcja Pracy") and the National Sanitary Inspectorate ("Państwowa Inspekcja Sanitarna").

Occupational health and safety issues relating to Ryanair UK are governed by various legislation, the primary statute in England being the Health and Safety at Work etc. Act 1974 (the “Health and Safety at Work Act”). The Health and Safety Executive (“HSE”), monitors compliance with the Health and Safety at Work Act and related legislation.

## DESCRIPTION OF PROPERTY

For certain information about each of the Company’s key facilities, see “—Facilities” above. Management believes that the Company’s facilities are suitable for its needs and are well maintained.

### **Item 4A. Unresolved Staff Comments**

There are no unresolved staff comments.

### **Item 5. Operating and Financial Review and Prospects**

The following discussion should be read in conjunction with the audited consolidated financial statements of the Company and the notes thereto included in Item 18. Those consolidated financial statements have been prepared in accordance with IFRS.

## HISTORY

Ryanair’s current business strategy dates to the early 1990s, when Ryanair became the first European airline to replicate the low-fares, low-cost operating model pioneered by Southwest Airlines Co. in the United States. During the period between 1992 and 1994, Ryanair expanded its route network to include scheduled passenger services between Dublin and Birmingham, Manchester and Glasgow (Prestwick). In 1994, Ryanair began standardizing its fleet by purchasing used Boeing 737-200A aircraft to replace substantially all of its leased aircraft. Beginning in 1996, Ryanair continued to expand its service from Dublin to new provincial destinations in the UK. Ryanair Holdings completed its initial public offering in June 1997.

From 1997 through March 31, 2024, the Ryanair Group launched services on more than 2,500 routes throughout Europe and also increased the frequency of service on a number of its principal routes. Ryanair has established 95 airports as bases of operations. See “Item 4. Information on the Company—Route System, Scheduling and Fares” for a list of these bases. During fiscal years 2019 and 2020 the Company established a low-cost airline group adding startup airlines in Poland (Buzz) and the UK (Ryanair UK), along with the acquisition of Lauda and Malta Air (both now based in Malta), to Ryanair DAC in Ireland. Ryanair has increased the number of booked passengers from approximately 5m in fiscal year 1999 to approximately 184m in fiscal year 2024. As of March 31, 2024, Ryanair had a principal fleet of 557 Boeing 737 (including 146 Boeing 737-8200 “Gamechangers”) aircraft and 27 Airbus A320 aircraft and serves approximately 235 airports.

Ryanair expects to have approximately 800 narrow-body aircraft in its operating fleet by 2034 following the delivery of all of the Boeing 737s currently on order, subject to lease hand-backs and disposals over the period. See “Item 4. Information on the Company—Aircraft” and “Item 5. Operating and Financial Review and Prospects—Liquidity and Capital Resources” below for additional details.

## BUSINESS OVERVIEW

Since Ryanair pioneered its low-cost operating model in Europe in the early 1990s, its passenger volumes and scheduled passenger revenues have increased significantly because the Company has substantially increased capacity

and demand has been sufficient to match the increased capacity. Ryanair's annual booked passenger volume has grown from approximately 1m passengers in 1991 to approximately 184m passengers in fiscal year 2024.

Total revenues increased from €10.78bn in fiscal year 2023 to €13.44bn in fiscal year 2024 primarily due to a 9% increase in traffic to 183.7m passengers. Average fares in fiscal year 2024 were up 21% to c.€49.80. Ancillary revenues increased by 12% to €4.30bn due to the increase in traffic and a solid performance in discretionary products such as priority boarding, reserved seating and in-flight sales.

Ryanair's total break-even load factor was 81% in fiscal year 2023 and 80% in fiscal year 2024. Ryanair recorded an operating profit of €1.44bn in fiscal year 2023 and an operating profit of €2.06bn in fiscal year 2024. The Company recorded a profit after tax of €1.31bn in fiscal year 2023 and a profit after tax of €1.92bn in fiscal year 2024.

### **Historical results are not predictive of future results**

The historical results of operations discussed herein may not be indicative of Ryanair's future operating performance. Ryanair's future results of operations will be affected by, among other things, fuel prices; the airline pricing environment in a period of increased competition; flight disruptions and other global economic impacts caused by the war in Ukraine and the Israel/Hamas conflict; overall passenger traffic volume; the availability of new airports for expansion; the ability of Ryanair to finance its planned acquisition of aircraft and to discharge the resulting debt service obligations; economic and political conditions in Ireland, the UK and the EU including a high interest rate environment; the ability of the Company to generate profits for new acquisitions; terrorist threats or attacks (including cyber-attacks) within the EU; seasonal variations in travel; developments in government regulations, litigation and labor relations; foreign currency fluctuations; potential break-up of the Eurozone; Brexit; global inflation and supply chain pressures; the availability of aircraft; competition and the public's perception regarding the safety of low-fares airlines; changes in aircraft acquisition, leasing, and other operating costs; flight interruptions caused by extreme weather events or other atmospheric disruptions; aircraft safety concerns; flight disruptions caused by periodic and prolonged ATC strikes in Europe; the rates of income and corporate taxes paid, the financial impact of the Covid-19 crisis and the Russian invasion of Ukraine on European economies. Ryanair expects its depreciation, staff, fuel and route charges to increase as additional aircraft and related flight equipment are acquired. Future fuel costs may also increase as a result of the depletion of petroleum reserves, the shortage of fuel production capacity, production restrictions imposed by fuel oil producers, sanctions imposed on oil producers, geopolitical tensions affecting oil producing countries and the imposition of sustainable aviation fuel (SAF) mandates by the EU and UK Government. Maintenance expenses may also increase as a result of Ryanair's fleet expansion and replacement program. The cost of insurance coverage for certain third-party liabilities arising from "acts of war" or terrorism increased dramatically following the September 11, 2001 terrorist attacks. In addition, the financing of new Boeing 737-8200 aircraft and Boeing 737-MAX-10 aircraft may increase the total amount of the Company's outstanding debt and the payments it is obliged to make to service such debt.

## RESULTS OF OPERATIONS

The following table sets forth certain income statement data (calculated under IFRS) for Ryanair expressed as a percentage of Ryanair's total revenues for each of the periods indicated:

	Fiscal Year ended March 31,		
	2024	2023	2022
Total revenues	100 %	100 %	100 %
Scheduled revenues	68	64	55
Ancillary revenues	32	36	45
Total operating expenses	85	87	107
Fuel and oil	38	37	35
Staff costs	11	11	14
Airport and handling charges	11	12	17
Depreciation	8	9	15
Route charges	8	8	11
Marketing, distribution and other	6	6	9
Maintenance, materials and repairs	3	3	5
Operating profit/(loss)	15	13	(7)
Net finance income/(expense)	1	0	(2)
Profit/(loss) before tax	16	13	(9)
Tax (expense)/credit	(2)	(1)	4
Profit/(loss) after taxation	14	12	(5)

### FISCAL YEAR 2024 COMPARED WITH FISCAL YEAR 2023

*Profit after taxation.* Ryanair recorded a profit after taxation of €1,917m in fiscal year 2024, as compared with a profit after taxation of €1,314m in fiscal year 2023. This increase was primarily attributable to a 9% increase in traffic at 21% higher average fares offset by increased jet fuel costs.

*Scheduled revenues.* Ryanair's scheduled passenger revenues increased by 32%, from €6,930m in fiscal year 2023 to €9,145m in fiscal year 2024, primarily reflecting a 9% increase in traffic to 183.7m passengers and a 21% increase in average fare to c.€49.80.

Scheduled passenger revenues accounted for 68% of Ryanair's total revenues in fiscal year 2024 and 64% in fiscal year 2023.

*Ancillary revenues.* Ryanair's ancillary revenues, which comprise revenues from non-flight scheduled operations, in-flight sales and internet-related services, increased by 12%, from €3,845m in fiscal year 2023 to €4,299m in fiscal year 2024. The overall increase in ancillary revenues was due to a 9% increase in traffic to 183.7m passengers and a solid performance in discretionary products such as priority boarding, reserved seating and in-flight sales.

*Operating expenses.* As a percentage of total revenues, Ryanair's operating expenses were at 85% for fiscal year 2024 and 87% for fiscal year 2023. In absolute terms, total operating expenses increased by 22%, from €9,333m in fiscal year 2023 to €11,383m in fiscal year 2024, principally as a result of an increase in sectors flown and higher fuel costs. When comparing costs as a percentage of total revenues, staff costs, route charges, marketing, distribution and other and maintenance, materials and repairs remained in line with fiscal year 2023. Fuel increased as a percentage of total revenues primarily due to higher jet fuel prices offset by fuel burn savings on the new Boeing 737-8200 aircraft. Depreciation and airport and handling charges decreased as a percentage of total revenues due to the 21% increase in average fares.



The following table sets forth the amounts in euro cent of, and percentage changes in, Ryanair's operating expenses (on a per passenger basis) for fiscal years 2024 and 2023 under IFRS. This data is calculated by dividing the relevant expense amount (as shown in the consolidated financial statements) by the number of booked passengers in the relevant year as shown in the table of "Selected Operating and Other Data" in Item 3 and rounding to the nearest euro cent; the percentage change is calculated on the basis of the relevant figures before rounding.

	At March 31,		% Change *
	2024	2023	
	€	€	
Fuel and oil	27.99	23.88	(17)%
Staff costs	8.16	7.07	(16)%
Airport and handling charges	8.08	7.36	(10)%
Depreciation	5.77	5.48	(5)%
Route charges	5.58	5.36	(4)%
Marketing, distribution and other	4.12	4.00	(3)%
Maintenance, materials and repairs	2.26	2.22	(2)%
Total operating expenses	61.96	55.37	(12)%

\* "+" is favorable and "-" is adverse year-on-year.

**Fuel and oil.** Ryanair's fuel and oil costs per passenger increased by 17%, while in absolute terms, these costs increased by 28% from €4,026m in fiscal year 2023 to €5,143m in fiscal year 2024. The 28% increase reflected an increase in sectors flown and significantly higher jet fuel prices offset by fuel burn savings on the new Boeing 737-8200 aircraft. Fuel and oil costs include the direct cost of fuel, the cost of delivering fuel to the aircraft, aircraft de-icing and emissions trading costs (both EU and UK). The average fuel price paid by Ryanair (calculated by dividing total fuel costs (including into-plane and carbon charges) by the number of U.S. gallons of fuel consumed) increased by 31% from €2.46 per U.S. gallon in fiscal year 2023 to €3.23 per U.S. gallon in fiscal year 2024.

**Staff costs.** Ryanair's staff costs, which consist primarily of salaries, wages and benefits, increased by 16% on a per passenger basis, while in absolute terms, these costs increased by 26%, from €1,191m in fiscal year 2023 to €1,500m in fiscal year 2024. The increase in absolute terms was primarily attributable to the larger fleet, higher sectors, investment in operational resilience with higher crewing ratios, restoration of Covid-19 pay reductions, crew productivity pay increases implemented and Boeing delivery delays.

**Airport and handling charges.** Ryanair's airport and handling charges per passenger increased by 10% in fiscal year 2024 compared to fiscal year 2023. In absolute terms, airport and handling charges increased by 20%, from €1,241m in fiscal year 2023 to €1,485m in fiscal year 2024 due to 9% traffic growth, higher ground ATC and handling rates, and termination of temporary Covid reliefs (included in the prior year comparative).

**Depreciation.** Ryanair's depreciation per passenger increased by 5%, while in absolute terms these costs increased by 15% from €923m in fiscal year 2023 to €1,060m in fiscal year 2024. The increase was primarily due to higher amortisation resulting from the delivery of 48 new "Gamechanger" aircraft and higher aircraft utilisation (flight hours up 9%).

**Route charges.** Ryanair's route charges per passenger increased by 4%. In absolute terms, route charges increased by 13%, from €904m in fiscal year 2023 to €1,024m in fiscal year 2024, due to the 9% increase in flight hours and higher Eurocontrol rates.

**Marketing, distribution and other expenses.** Ryanair's marketing, distribution and other operating expenses, including those applicable to the generation of ancillary revenues, increased by 3% on a per passenger basis in fiscal year 2024, while in absolute terms, these costs increased by 12%, from €674m in fiscal year 2023 to €757m in fiscal

year 2024, due to higher activity in the year (including increased credit card transactions and higher in-flight sales) and increased EU261 and right-to-care passenger compensation due to delays arising primarily from the knock-on effect of ATC related disruptions (including the NATS system failure in August 2023, and a record number of French ATC strikes).

*Maintenance, materials and repairs.* Ryanair's maintenance, materials and repair expenses increased by 2% on a per passenger basis, while in absolute terms these expenses increased by 11% from €374m in fiscal year 2023 to €415m in fiscal year 2024. The increase in absolute terms during the fiscal year was due to higher utilisation, engineering pay increases and lease handback costs.

*Operating profit/(loss).* As a result of the factors outlined above, an operating profit per passenger of €11.22 was recorded in fiscal year 2024 compared to an operating profit per passenger of €8.56 in fiscal year 2023.

*Net finance income/(expense).* Ryanair's net finance income was positive at €62m due to higher deposit interest rates, lower gross debt, and a positive net cash position throughout the year. Foreign exchange translation reflects the impact of €/US\$ exchange rate movements on balance sheet revaluations.

*Taxation.* The effective tax rate for fiscal year 2024 was approximately 10%, as compared to an effective tax rate of approximately 9% in fiscal year 2023, reflecting the mix of profits and losses incurred by Ryanair's operating subsidiaries primarily in Ireland, Malta, Poland and the UK.

## **FISCAL YEAR 2023 COMPARED WITH FISCAL YEAR 2022**

A discussion of fiscal year 2023 compared with fiscal year 2022 is included in Ryanair's 2023 Annual Report and Form 20-F.

## **SEASONAL FLUCTUATIONS**

The Company's results of operations have varied significantly from quarter to quarter, and management expects these variations to continue. Among the factors causing these variations are the airline industry's sensitivity to general economic conditions and the seasonal nature of air travel. Ryanair typically records higher revenues and income in the first half of each fiscal year ended March 31 than the second half of such year.

## **RECENTLY ISSUED ACCOUNTING STANDARDS**

Please see Note 1 to the consolidated financial statements included in Item 18 for information on recently issued accounting standards and whether they are material to the Company.

## **LIQUIDITY AND CAPITAL RESOURCES**

*Liquidity.* The Company finances its working capital requirements through a combination of cash generated from operations, debt capital market issuances and bank loans for general corporate purposes. See "Item 3. Key Information— Risk Factors—Risks Related to the Company—The Company will incur significant costs acquiring new aircraft and any instability in the credit and capital markets could negatively impact Ryanair's ability to obtain financing on acceptable terms" for more information about risks relating to liquidity and capital resources. The Company had gross cash resources at March 31, 2024 and 2023 of €4.12bn and €4.68bn, respectively. The €0.56bn decrease in gross cash resources year on year reflects capital expenditure of approximately €2.39bn and debt repayments of €1.10bn offset by an increase in operating activities.

The Company's net cash inflow from operating activities in fiscal year 2024 amounted to €3.16bn (fiscal year 2023: €3.89bn). The €0.73bn decrease in net cash flows from operating activities year on year primarily reflects the movement in forward bookings.

During fiscal year 2024, Ryanair's primary cash requirements have been for operating expenses, capital expenditures and payments on indebtedness. Cash generated from operations were the primary sources of cash inflows in fiscal year 2024. In fiscal year 2023, Ryanair's primary cash requirements were for operating expenses, capital expenditures and payments on indebtedness. Cash generated from operations were the primary sources of cash inflows for fiscal year 2023.

The Company's net cash outflow from investing activities in fiscal year 2024 totaled €1.56bn, primarily reflecting 48 aircraft deliveries, aircraft pre-delivery deposits and capitalized maintenance. The Company's net cash outflow from investing activities in fiscal year 2023 totaled €1.90bn, primarily reflecting 37 aircraft deliveries, aircraft pre-delivery deposits and capitalized maintenance.

Net cash outflows from financing activities totaled €1.33bn in fiscal year 2024, largely reflecting the repayment of the Group's €0.75bn (2015) Eurobond issued at a coupon of 1.125%, €0.26bn of the Group's €0.75bn revolving credit facility and an interim dividend payment of €0.20bn. Net cash outflows from financing activities totaled €1.05bn in fiscal year 2023, largely reflecting the repayment of the Group's €0.85bn (2015) Eurobond issued at a coupon of 1.125%.

**Capital Expenditures.** Capital Expenditures in fiscal years 2024 and 2023 were €2.39bn and €1.92bn respectively. At March 31, 2024, 100% of Ryanair's owned Boeing 737s were unencumbered. Ryanair has generally been able to generate sufficient funds from operations to meet its non-aircraft acquisition-related working capital requirements. Management believes that the working capital available to the Company is sufficient for its present requirements and will be sufficient to meet its anticipated requirements for capital expenditures and other cash requirements for fiscal year 2025.

The following table sets forth the dates on which and the number of aircraft that will be delivered, returned and disposed by the Company.

Fiscal Year End	At March 31,							Total
	2024	2025	2026	2027	2028	2029	2030-2034	
Opening Fleet	537	584	645	644	652	667	681	537
Firm deliveries under 2014 Boeing Contract	48	64	—	—	—	—	—	112
Deliveries under 2023 Boeing Contract*	—	—	—	8	20	40	232	300
Planned Disposals or lease returns**	(1)	(3)	(1)	—	(5)	(26)	(113)	(149)
<b>Closing Fleet</b>	<b>584</b>	<b>645</b>	<b>644</b>	<b>652</b>	<b>667</b>	<b>681</b>	<b>800</b>	<b>800</b>

\*150 aircraft are firm orders and 150 are subject to an option exercisable at Ryanair's discretion.

\*\*Subsequent to March 31, 2024, 3 aircraft leases due to end in fiscal year 2025 were extended to fiscal year 2029.

**Capital Resources.** Ryanair's debt (including current maturities) totaled €2.75bn at March 31, 2024 and €4.12bn at March 31, 2023, with the change being primarily attributable to the repayment of the Group's €0.75bn (2015) Eurobond issued at a coupon of 1.125% and €0.26bn of the Group's €0.75bn revolving credit facility. Please see the table "Obligations Due by Period" on page 121 for more information on Ryanair's long-term debt (including current maturities) and leases as of March 31, 2024. See also Note 11 to the consolidated financial statements included in Item 18 for further information on the maturity profile of the interest rate structure and other information on the Company's borrowings.

Ryanair expects to finance the remaining aircraft under the 2014 Boeing Contract and the 2023 Boeing Contract from internally generated cash flows, however the Group will remain opportunistic in its financing strategy and will consider various financing options closer to the time of the respective delivery dates as may be considered appropriate. Ryanair's ability to obtain additional loans to finance aircraft purchases is subject to the issuance of further bank commitments and the satisfaction of various contractual conditions. These conditions include, among other things, the execution of satisfactory documentation, the requirement that Ryanair perform all of its obligations under the Boeing agreements and that Ryanair not suffer a material adverse change in its conditions or prospects (financial or otherwise). In addition, as a result of the Company's strong investment grade BBB+ (stable outlook) credit rating from both Standard & Poor's ("S&P") and Fitch Ratings and following Ryanair's issuance of €0.75bn in 1.125% unsecured Eurobonds with an 6.5-year tenor in February 2017 (repaid in August 2023), issuance of €0.85bn in 2.875% unsecured Eurobonds with a 5-year tenor in September 2020 and €1.20bn unsecured Eurobonds with a 5-year tenor at a coupon of 0.875% in May 2021 under its EMTN program, the Company may decide in the future to issue additional debt from capital markets to finance future aircraft deliveries.

Ryanair has a track record in securing finance for similar sized aircraft purchases. Of the 741 aircraft acquired under the 1998, 2002, 2003, 2005, 2013 and 2014 Boeing Contracts, 348 were financed with approximately 66% US Ex-Im Bank (the "Ex-Im Bank") loan guarantees via the bank and capital markets (with 85% loan to value), approximately 24% through sales and operating leaseback financing, and approximately 10% through Japanese operating leases with call options ("JOLCOs") and commercial debt. These sources of funding continue to be available to the Company. See "Item 5. Operating and Financial Review and Prospects—Liquidity and Capital Resources."

At March 31, 2024, Ryanair had 27 leased Airbus A320 aircraft in the Lauda Europe fleet and 1 leased Boeing 737 aircraft in the Ryanair DAC fleet. As a result, Ryanair operates, but does not own, these aircraft, which were leased to provide flexibility for the aircraft delivery program. Ryanair has no right or obligation to acquire these aircraft at the end of the relevant lease terms. All 28 leases are U.S. dollar-denominated and require Ryanair to make fixed rental payments and, following the adoption of IFRS 16 are shown as lease liabilities on the Group's balance sheet (with related right of use assets also recognized).

Since, under each of the Group's leases, the Group has a commitment to maintain the relevant aircraft, an accounting provision is made during the lease term for this obligation based on estimated future costs of major airframe checks, engine maintenance checks and restitution of major life limited parts by making appropriate charges to the income statement calculated by reference to the number of hours or cycles operated during the year.

Ryanair currently has a corporate rating of BBB+ (stable outlook) from both S&P and Fitch Ratings and a €6bn EMTN program. Ryanair issued €0.75bn in unsecured Eurobonds with a 6.5-year tenor at a coupon of 1.125% in February 2017 (repaid in August 2023), €0.85bn in unsecured Eurobonds with a 5-year tenor at a coupon of 2.875% in September 2020, and €1.20bn in unsecured Eurobonds with a 5-year tenor at a coupon of 0.875% in May 2021 under this program. All of these issuances are guaranteed by Ryanair Holdings. The Company used the proceeds from these issuances for general corporate purposes.

In May 2019, Ryanair DAC entered into a €0.75bn general corporate purposes unsecured term loan facility, with a syndicate of 10 banks. The facility had 5-year tenor. In May 2023, the loan was refinanced with an unsecured €0.75bn syndicated revolving credit facility (at a lower margin) maturing in May 2028. €0.49bn was drawn under this facility at March 31, 2024.

## CONTRACTUAL OBLIGATIONS

The table below sets forth the contractual obligations and commercial commitments of the Company with definitive payment terms, which will require significant cash outlays in the future, as of March 31, 2024. These obligations primarily relate to Ryanair's aircraft purchase and related financing obligations, which are described in more detail above. For additional information on the Company's contractual obligations and commercial commitments, see Note 22 to the consolidated financial statements included in Item 18.

The amounts listed under "Purchase Obligations" in the table reflect future obligations for firm aircraft purchases under the existing 2014 Boeing Contract and 2023 Boeing Contract. This table is calculated by multiplying the number of firm aircraft the Group is obligated to purchase under its agreements with Boeing during the relevant period by the standard list price (at the time of announcing the transactions) of approximately U.S. \$102.5m for each Boeing 737-8200 aircraft and U.S.\$135m for each Boeing 737-MAX-10 aircraft, adjusted for (i) basic credits (approximately 60% of the standard list price); (ii) price escalation over the original scheduled delivery timeframe; and (iii) advance payments paid in prior fiscal years. The dollar-denominated obligations are converted into euro at the year-end exchange rate of U.S. \$1.0793 = €1.00. The Group is eligible for further customer specific credits, reflective, inter alia, of its longstanding partnership with Boeing, its launch customer status for the Boeing 737-8200 aircraft, its commitment to purchase 210 Boeing 737-8200 aircraft under the 2014 Boeing Contract and the Group's largest ever single order of up to 300 Boeing 737-MAX-10 aircraft (including 150 firm orders and 150 options) under the 2023 Boeing Contract and the delayed commencement of Boeing 737-8200 aircraft deliveries. These customer specific credits are not included in the table below but will reduce the average amount payable per aircraft, and therefore, the Group's obligations due under the 2014 Boeing Contract and 2023 Boeing Contract. The Group considers that Boeing customer specific credits are not material to the Group's cash outflows over the time horizon of the 2014 Boeing Contract or the time horizon of the 2023 Boeing Contract. Under the terms of the 2014 Boeing Contract and 2023 Boeing Contract, the Group is required to make periodic advance payments of the purchase price for aircraft it has agreed to purchase over the two-year period preceding the scheduled delivery of aircraft with the balance of the purchase price being due at the time of delivery. Purchase Obligations detailed below are based on an agreed delivery schedule as of March 31, 2024.

The amounts listed under "Operating Lease Obligations" reflect the Company's obligations under its aircraft operating lease arrangements at March 31, 2024.

Contractual Obligations	Obligations Due by Period				
	Total	Less than 1 year	1-2 years	2-5 years	After 5 years
	€M	€M	€M	€M	€M
Debt (a)	2,582	50	843	1,689	—
Purchase Obligations (b)	11,653	2,162	186	3,889	5,416
Operating Lease Obligations	184	46	37	101	—
Future Interest Payments (c)	169	56	56	57	—
Total Contractual Obligations	14,588	2,314	1,122	5,736	5,416

- (a) For additional information on Ryanair's debt obligations, see Note 11 to the consolidated financial statements included in Item 18.
- (b) This reflects the 64 firm aircraft ordered under the 2014 Boeing Contract (146 already delivered by the end of fiscal year 2024) assuming delivery of 64 in fiscal year 2025. Also reflected are the 150 firm aircraft ordered under the 2023 Boeing Contract to be delivered over a 7-year period from calendar 2027 to 2033 (inclusive). For additional information on the Company's purchase obligation, see Note 22 to the consolidated financial statements included in Item 18.
- (c) In determining an appropriate methodology to estimate future interest payments, the Company has applied either the applicable fixed rate or currently applicable variable rate where appropriate. These interest rates are subject to change and amounts actually due may be higher or lower than noted in the table above.



## TREND INFORMATION

For information concerning the principal trends and uncertainties affecting the Company's results of operations and financial condition, see "Item 3. Key Information—Risk Factors," "Item 4. Information on the Company—Strategy—Responding to market challenges" and "Item 5. Operating and Financial Review and Prospects—Business Overview," "—Results of Operations," "—Liquidity and Capital Resources" above.

## OFF-BALANCE SHEET TRANSACTIONS

The Company uses certain off-balance sheet arrangements in the ordinary course of business, including financial guarantees. Details of these arrangements that have or are reasonably likely to have a current or future material effect on the Company's financial condition, results of operations, liquidity or capital resources are discussed below.

*Guarantees.* Ryanair Holdings has provided an aggregate of approximately €2.76bn (as at March 31, 2024) in letters of guarantee to secure obligations of certain of its subsidiaries in respect of loans, capital market transactions and bank advances, including those relating to aircraft financing and related hedging transactions. This amount excludes guarantees given in relation to the 2014 Boeing Contract and 2023 Boeing Contract under which there was a total of 64 firm Boeing 737-8200s and 150 firm Boeing 737-MAX-10 aircraft yet to be delivered as at March 31, 2024 amounting to approximately U.S.\$11bn at the standard list price of U.S.\$102.5m and U.S.\$135m respectively (net of basic credits and reflective of price escalation over the originally scheduled delivery timeframe).

## Item 6. Directors, Senior Management and Employees

Ryanair Holdings was established in 1996 as a holding company for Ryanair. The management of Ryanair Holdings and Ryanair are integrated, with the two companies having the same Directors and Executive Officers.

### DIRECTORS

The following table sets forth certain information concerning the Directors of the Company. Following the retirements from the Board of Michael Cawley and Louise Phelan (both in June 2024) and the upcoming appointments of Jinane Laghrari Laabi (July 2024) and Amber Rudd (July 2024), the Board will comprise 14 Directors, effective July 2024.

Name	Age	Positions
Stan McCarthy (b)(c)	66	Chairman & Director
Róisín Brennan (b)(d)	59	Senior Independent Director
Eamonn Brennan (d)(e)	66	Director
Emer Daly (a)	61	Director
Geoff Doherty (a)	53	Director
Bertrand Grabowski (a)	67	Director
Elisabeth Köstinger (c)	45	Director
Jinane Laghrari Laabi (c)*	43	Director
Howard Millar (b)(c)	62	Director
Roberta Neri (d)	59	Director
Anne Nolan (c)	64	Director
Mike O'Brien (e)	80	Director
Michael O'Leary (b)	63	Director & Group CEO
Amber Rudd (d)*	60	Director

- (a) Audit Committee. (d) Remuneration Committee.  
(b) Executive Committee. (e) Safety & Security Committee.  
(c) Nomination Committee.

\*Appointed from July 1, 2024

**Stan McCarthy** was appointed as a Director of Ryanair in May 2017, Deputy Chairman in April 2019 and Chairman in June 2020. Mr. McCarthy was Chief Executive of Kerry Group plc from January 2008 until September 2017. He joined Kerry Group in 1976 and worked in a number of finance roles before being appointed as Vice President of Sales and Marketing in the USA in 1991, as President of Kerry North America in 1996 and as a Director of Kerry Group in 1999. Stan is an investor, advisor and Board member of a small number of privately-owned companies in diverse industries. An active philanthropist in both Ireland and the U.S., he donates to various organizations in health, education and poverty reduction. He has dual Irish and U.S. citizenship.

**Róisín Brennan** has served as a Director since May 2018 and was appointed Senior Independent Director (SID) in April 2024. She is a former Chief Executive of IBI Corporate Finance Ltd. where she had extensive experience advising Irish public companies. Róisín is currently a Non-Executive Director of Musgrave Group plc, Glanbia plc and Dell Bank International DAC having previously been a Non-Executive Director of DCC plc from 2005 until 2016 and Hibernia REIT plc from 2019 to 2022. She is an Irish Citizen.

**Eamonn Brennan** has served as a Director since April 2023. Mr. Brennan was formerly Chief Executive of the Irish Aviation Authority, and more recently the Director General of Eurocontrol from 2018 to 2022. He is an Irish citizen.

**Emer Daly** has served as a Director since December 2017. She is currently Board Chairman at RSA Insurance Ireland DAC and a Non-Executive Director of Chetwood Financial Limited and RGA International Reinsurance Company DAC. Emer previously served as a Non-Executive Director of Permanent TSB Group plc and as a Director of Payzone plc. Prior to that, Emer held senior roles with PwC and AXA Insurance for over 20 years. She is an Irish citizen.

**Geoff Doherty** has served as a Director since October 2021. Mr. Doherty is the Group Chief Financial Officer and an Executive Director of Kingspan Group plc. Prior to that, he was an Executive Director and Chief Financial Officer of Greencore Group plc. He is an Irish citizen.

**Bertrand Grabowski** joined the Board in October 2023. He is a former Executive Board Member of DVB Bank and held senior roles with Citibank, Credit Agricole Indosuez and Banque Indosuez. Bertrand is an independent aviation consultant and a Non-Executive Director of Jazeera Airways in Kuwait and Flybondi in Argentina. He is a French citizen.

**Elisabeth Köstinger** has served as a Director since April 2023. She is a former Austrian politician who was an MEP from 2009 to 2017, and subsequently served as Minister for Agriculture, Sustainability and Tourism. Since retiring from politics in 2022, Elisabeth has operated as an entrepreneur. She is an Austrian citizen.

**Jinane Laghrari Laabi** joins the Board on July 1, 2024. She is a former partner with McKinsey & Co. (Casablanca) covering Morocco, Africa & Middle East and is a Non-Executive Director of Aluminium Du Maroc (a public listed company in Morocco). She is a Moroccan citizen.

**Howard Millar** has served as a Director since August 2015. He was previously Ryanair's Deputy CEO and CFO from 2003 to December 2014 having been Ryanair's Director of Finance from 1993 and Financial Controller since 1992. Howard is Co-Founder and former CEO of Sirius Aviation Capital Holdings Ltd., a global aircraft lessor. He is an Irish citizen.

**Roberta Neri** joined the Board in February 2024. She is a former CEO of ENAV (the Italian Air Navigation Services provider from 2015 to 2020) and was CFO of ACEA (Italian utility company). Roberta, who has over 30 years experience in both corporate and financial services industries, is a founding member and board director of Byom (a consulting firm focused on investment funds and companies operating in the industrial, renewable energy and infrastructure sector) and Operating Partner at Asterion Industrial Partners. She is an Italian citizen.

**Anne Nolan** has served as a Director since December 2022. She is a former Chair of the Irish Aviation Authority (from 2010 to 2018) and previously served as Chief Executive of the Irish Pharmaceutical Healthcare Association. Anne has also served on various Boards including the Food Safety Authority of Ireland, the Irish Medicines Board, the Executive Committee of the European Federation of Pharmaceutical Industries and the Board of the Smurfit Graduate School of Business and is currently Chair of an Irish pharmaceutical technology start-up. She is an Irish citizen.

**Mike O'Brien** has served as a Director since May 2016. Prior to that, he was Head of Flight Operations Inspectorate with the Maltese Civil Aviation Authority until he retired in 2016, having previously spent 10 years as the Head of Operating Standards with the Irish Aviation Authority until 2001. Capt. O'Brien served 4 years as the Chief Pilot and Flight Operations Manager of Ryanair from 1987 to 1991. He is an Irish citizen.

**Michael O'Leary** has served as a Director of Ryanair since 1988 and as CEO since 1994. Michael was appointed Group CEO in April 2019. He is an Irish citizen.

**Amber Rudd** joins the Board on July 1, 2024. She is a former UK Minister and MP who held senior cabinet positions including Home Secretary and Secretary of State for Energy and Climate Change. Amber is a non-executive director of Centrica plc. She is a UK citizen.

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

(a) *Audit Committee.* The Board of Directors established the Audit Committee in September 1996 to make recommendations concerning the engagement of independent external auditors; to review with the auditors the plans for and scope of each annual audit, the audit procedures to be utilized and the results of the audit; to approve the professional services provided by the auditors; to review the independence of the auditors; and to review the adequacy and effectiveness of the Company's internal accounting controls. Mr. Doherty (Chair), Ms. Daly and Mr. Grabowski are the members of the Audit Committee. In accordance with the recommendations of the Irish Combined Code of Corporate Governance (the "Combined Code"), an independent Non-Executive Director, Mr. Doherty, is the chair of the Audit Committee. All members of the Audit Committee are independent for the purposes of the listing rules of the NASDAQ and the U.S. federal securities laws.

(b) *Executive Committee.* The Board of Directors established the Executive Committee in August 1996. The Executive Committee can exercise the powers exercisable by the full Board of Directors in circumstances in which action by the Board of Directors is required but it is impracticable to convene a meeting of the full Board of Directors. Mr. Millar (Chair), Ms. Brennan, Mr. McCarthy and Mr. O'Leary are members of the Executive Committee.

(c) *Nomination Committee.* The Board of Directors established the Nomination Committee in May 1999 to make recommendations and proposals to the full Board of Directors concerning the selection of individuals to serve as Executive and Non-Executive Directors. The Board of Directors as a whole then makes appropriate determinations regarding such matters after considering such recommendations and proposals. Mr. McCarthy (Chair), Ms. Köstinger, Ms. Laghrari Laabi (from July 1, 2024), Mr. Millar and Ms. Nolan are the members of the Nomination Committee.

(d) *Remuneration Committee.* The Board of Directors established the Remuneration Committee in September 1996. This committee has authority to determine the remuneration of Senior Management of the Company and to administer the share-based remuneration plans described below. Senior Management remuneration is comprised of a fixed basic pay and performance related bonuses which are awarded based on a combination of budget and non-budget performance criteria. The Remuneration Committee determines the remuneration and bonuses of the Group CEO, who is the only Executive Director. Ms. Brennan (Chair), Mr. Brennan, Ms. Neri and Ms. Rudd (from July 1, 2024) are the members of the Remuneration Committee. Mr. Brennan will take over as Remco Chair from July 1, 2024 to allow Ms. Brennan to focus on her SID role.

(e) *Safety & Security Committee.* The Board of Directors established the Safety and Security Committee in March 1997 to review and discuss air safety and security performance. The Safety and Security Committee reports to the full Board of Directors each quarter. The Safety and Security Committee is composed of Mr. O'Brien, Mr. Brennan and Ms. Carol Sharkey (who Co-Chairs the committee with Mr. O'Brien). Other attendees include the Accountable Managers of each of the Ryanair Group Airlines and various nominated persons who are invited to attend, as required, from time to time. Each airline has a separate Safety & Security Committee to comply with their local regulators' requirements.

### **Powers of, and Action by, the Board of Directors**

The Board of Directors is empowered by the Articles of Association of Ryanair Holdings (the "Articles") to carry on the business of Ryanair Holdings, subject to the Articles, provisions of general law and the right of shareholders to give directions to the Directors by way of ordinary resolutions. Every Director who is present at a meeting of the Board of Directors of Ryanair Holdings has one vote. In the case of a tie on a vote, the chairman of the Board of Directors has a second or tie-breaking vote. A Director may designate an alternate Director to attend any Board of Directors meeting, and such alternate Director shall have all the rights of a Director at such meeting.

The quorum for a meeting of the Board of Directors, unless another number is fixed by the Directors, consists of three Directors, a majority of whom must be EU nationals. The Articles require the vote of a majority of the Directors (or alternates) present at a duly convened meeting for the approval of any action by the Board of Directors.

### **Composition and Term of Office**

The Articles provide that the Board of Directors shall consist of no fewer than 3 and no more than 15 Directors, unless otherwise determined by the shareholders. There is no maximum age for a Director and no Director is required to own any shares of Ryanair Holdings.

Directors are elected (or have their appointments confirmed) at the annual general meetings of shareholders.

### **Exemptions from NASDAQ Corporate Governance Rules**

The Company relies on certain exemptions from the NASDAQ corporate governance rules. These exemptions, and the practices the Company adheres to, are as follows:

- The Company is exempt from NASDAQ's quorum requirements applicable to meetings of shareholders, which require a minimum quorum of 33 1/3% for any meeting of the holders of common stock, which in the Company's case are its Ordinary Shares. In keeping with Irish generally accepted business practice, the Articles provide for a quorum for general meetings of shareholders of two shareholders, regardless of the level of their aggregate share ownership.
- The Company is exempt from NASDAQ's requirement with respect to Audit Committee approval of related party transactions, as well as its requirement that shareholders approve certain stock or asset purchases when a Director, officer or substantial shareholder has an interest. The Company is subject to extensive provisions under the Listing Rules of Euronext Dublin governing transactions with related parties, as defined therein, and the Irish Companies Act also restricts the extent to which Irish companies may enter into related party transactions. In addition, the Articles contain provisions regarding disclosure of interests by the Directors and restrictions on their votes in circumstances involving conflicts of interest. The concept of a related party for purposes of NASDAQ's Audit Committee and shareholder approval rules differs in certain respects from the definition of a transaction with a related party under the Irish Listing Rules and the Irish Companies Act.
- NASDAQ requires shareholder approval for certain transactions involving the sale or issuance by a listed company of common stock other than in a public offering and when a plan or other equity compensation arrangement is established or materially amended. Under the NASDAQ rules, whether shareholder approval is required for transactions other than public offerings depends, among other things, on the number of shares to be issued or sold in connection with a transaction, while the Irish Listing Rules require shareholder approval when the value of a transaction, as measured under any one or more of four class tests, exceeds a certain percentage of the size of the listed company undertaking the transaction as measured for the purposes of same tests. The Irish Listing Rules also require shareholder approval of equity compensation arrangements but, subject to certain exceptions, if provided by the plan, permit amendments to the plan by a board committee without further shareholder approval.
- NASDAQ requires that each issuer solicit proxies and provide proxy statements for all meetings of shareholders and provide copies of such proxy solicitation to NASDAQ. The Company is exempt from this requirement as the solicitation of holders of ADRs is not required under the Irish Listing Rules or the Irish Companies Act. However, it has been Ryanair's policy to solicit holders of ADRs, and it will do so again once



the restriction on non-EU shareholders voting rights because of Brexit has been removed. For additional information, please see “Item 3 Key Information—Risk Factors—Risks Related to Ownership of the Company’s Ordinary Shares or ADRs”. Details of Ryanair’s annual general meetings and other shareholder meetings, together with the requirements for admission, voting or the appointment of a proxy are available on the website of the Company in accordance with the Irish Companies Act, the Company’s Articles of Association and the Irish Listing Rules.

The Company also follows certain other practices under the UK Corporate Governance Code and the Irish Corporate Governance Annex in lieu of those set forth in the NASDAQ corporate governance rules, as expressly permitted thereby.

Most significantly:

Independence. NASDAQ requires that a majority of an issuer’s Board of Directors be “independent” under the standards set forth in the NASDAQ rules and that Directors deemed independent be identified in the Company’s Annual Report on Form 20-F. The Board of Directors has determined that each of the Company’s thirteen serving Non-Executive Directors is “independent” under the standards set forth in the UK Corporate Governance Code and the Irish Corporate Governance Annex (the “Code”).

Under the Code, there is no bright-line test establishing set criteria for independence, as there is under NASDAQ Rule 5605(a)(12). Instead, the Board of Directors determines whether the Director is independent, and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director’s judgment. Under the Code, the Board of Directors may determine that a Director is independent notwithstanding the existence of relationships or circumstances which may appear relevant to its determination, but it should state its reasons if it makes such a determination. The Code specifies that relationships or circumstances that may be relevant include whether the Director: (i) is or has been an employee of the relevant company or group within the last five years; (ii) has, or has had within the last three years a direct or indirect material business relationship with such company; (iii) has received or receives payments from such company, subject to certain exceptions; (iv) has close family ties with any of the Company’s advisers, Directors or senior employees; (v) holds cross-Directorships or other significant links with other Directors; (vi) represents a significant shareholder; or (vii) has served on the Board of Directors for more than nine years.

In determining that each of the thirteen serving Non-Executive Directors is independent under the Code standard, the Ryanair Holdings Board of Directors identified such relevant factors with respect to Non-Executive Directors Messrs. Millar and O’Brien.

The Board considered Mr. Millar’s independence given that he was Ryanair’s Deputy CEO up to December 31, 2014, and CFO up to September 30, 2014. The Board has considered his employment and has concluded that Mr. Millar is an independent Non-Executive Director within the spirit and meaning of the Code.

The Board considered Mr. O’Brien’s independence given that he served as Chief Pilot and Flight Operations Manager of Ryanair from 1987 to 1991. The Board has considered Mr. O’Brien’s employment and has concluded that he is an independent Non-Executive Director within the spirit and meaning of the Code.

The Board considered that each of these Directors is independent in character and judgment as they either have other significant commercial and professional commitments and/or bring their own level of senior experience gained in their fields of international business and professional practice.

The NASDAQ independence criteria specifically state that an individual may not be considered independent if, within the last three years, such individual or a member of his or her immediate family has had certain specified

relationships with the Company, its parent, any consolidated subsidiary, its internal or external auditors, or any company that has significant business relationships with the Company, its parent or any consolidated subsidiary. Neither ownership of a significant amount of stock nor length of service on the Board is a *per se* bar to independence under the NASDAQ rules.

## SENIOR MANAGEMENT

The following table sets forth certain information concerning the Senior Management of the Ryanair Group:

Name	Age	Position
Michael O'Leary	63	Group CEO
Neil Sorahan	52	Group CFO
Juliusz Komorek	46	Group CLO; Co. Secretary
Edward Wilson	60	Ryanair DAC CEO
Carol Sharkey	49	Chief Risk Officer
Tracey McCann	50	Ryanair DAC CFO
Andreas Gruber	39	Lauda Joint CEO
David O'Brien	60	Malta Air CEO & Lauda Joint CEO
Michal Kaczmarzyk	45	Buzz CEO
John Hurley	49	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 (1992 to 2002 incl.) 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 DAC's 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 in-flight, flight operations and in recent years has overseen the flight safety department.

**Tracey McCann.** Tracey was appointed Ryanair DAC's CFO in January 2020 having previously served as Ryanair's Director of Finance from December 2014. She joined Ryanair in 1991 and has held various senior finance roles.

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

**David O'Brien.** David was appointed Joint CEO of Lauda in April 2020 and CEO of Malta Air in December 2020, having previously served as Ryanair's CCO since January 2014. Prior to that David was Ryanair's Director of Flight and Ground Operations from December 2002. A graduate of the Irish Military College, prior to joining Ryanair, David followed a military career with positions in the airport sector and agribusiness in the Middle East, Russia and Asia.

**Michal Kaczmarzyk.** Michal was appointed CEO of Buzz in April 2017. Prior to joining Buzz, Michal served as the General Director of the Polish Airports State Company and CEO of Warsaw Chopin Airport. A former CEO of LS Airport Services and supervisory board member of Euro LOT Airline, Krakow Airport and Gdansk Airport, Michal also held roles with the Polish Industrial Development Agency, the Office of Competition and Consumer Protection and PwC.

**John Hurley.** John was appointed CTO in September 2014. He joined Ryanair from Houghton Mifflin Harcourt, where he was Vice-President of Engineering and Product Operations, Director of Platform Development and Software Development Program Manager. He was previously Production Manager at both Intuition Publishing Ltd and Education Multimedia Group and has over 20 years of experience in the IT industry.

## COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

### Compensation

The aggregate amount of compensation paid by Ryanair Holdings and its subsidiaries to its key management personnel (defined as including each director, whether executive or otherwise, of the Group, as well as the Senior Management team reporting to the Board of Directors) named above in fiscal year 2024 was €16.5m (including a €6.5m (non-cash) technical accounting charge in relation to unvested share options). For details of Mr. O'Leary's compensation in such fiscal year, see "—Remuneration Agreement with Mr. O'Leary" below.

During fiscal year 2024, each of Ryanair Holdings' Non-Executive Directors was entitled to receive a base fee of €75,000 plus expenses per annum, as remuneration for their services to Ryanair Holdings. The Chairman of the Board received a fee of €150,000. The additional remuneration paid to Chairs of the Audit, Remuneration and Safety & Security Committees and to the Senior Independent Director ("SID") is €25,000 per annum.

Directors' service agreements do not contain provisions providing for compensation on their termination.

For further details of share-based remuneration that have been granted to the Company's employees, including Senior Management, see "Item 10. Additional Information—Options to Purchase Securities from Registrant or Subsidiaries," as well as Note 18 to the consolidated financial statements included herein.

### Remuneration Agreement with Mr. O'Leary

In December 2022 Michael O'Leary ("MOL") extended his contract as Group CEO to July 2028 (previously July 2024). As part of this contract the Group CEO receives a basic salary of €1.2m p.a. (effective FY24). From fiscal year 2024 his maximum annual bonus was reduced to 50% of basic pay (previously 100%). In line with best practice, MOL does not receive any pension benefits. This contract extended the vesting period for the 10m share options granted in February 2019, which are exercisable at a strike price of €11.12, but only if the Ryanair Group PAT exceeds €2.2bn (up from a prior €2.0bn target) in any year up to fiscal year 2028 (inclusive) and/or the share price of the Company exceeds €21 for a period of 28 days between April 1, 2021 and March 31, 2028. If these targets are not achieved, these share

options will lapse and MOL will receive nothing other than his basic salary and annual bonus. A final vesting condition is that these options will lapse should MOL leave the Ryanair Group's employment on/before the end of July 2028.

## STAFF AND LABOR RELATIONS

The following table sets forth the details of Ryanair's team (including all Group airlines) at each of March 31, 2024, 2023 and 2022:

Classification	Number of Staff at March 31,		
	2024	2023	2022
Management	124	125	116
Administrative/IT Labs	1,552	1,028	828
Maintenance	652	506	483
Ground Operations	794	655	488
Pilots	7,049	6,582	5,860
Cabin Crew	16,905	13,365	11,341
Total	27,076	22,261	19,116

Ryanair Group airlines have concluded Collective Labor Agreements ("CLAs") with trade unions in most of their major markets. Ryanair will continue to defend its existing high productivity business model. Ryanair believes that existing terms and conditions for both pilots and cabin crew are industry leading among European low cost operators with competitive pay, advantageous fixed rosters, outstanding promotional opportunities, and a wide choice of base locations across Europe.

European regulations require pilots to be licensed as commercial pilots with specific ratings for each aircraft type flown. In addition, European regulations require all commercial pilots to be medically certified as physically fit. Licenses and medical certification are subject to periodic re-evaluation and require recurrent training and recent flying experience in order to be maintained. Maintenance engineers must be licensed and qualified for specific aircraft types. Cabin crew must undergo initial and periodic competency training. Training programs are subject to approval and monitoring by the competent authority. In addition, the appointment of senior management personnel directly involved in the supervision of flight operations, training, maintenance, and aircraft inspection must be satisfactory to the competent authority. Based on its experience in managing the airline's growth to date, management believes that there is a sufficient pool of qualified and licensed pilots, engineers, and mechanics within the EU and the U.K, supplemented through traineeships, to satisfy Ryanair's anticipated future needs in the areas of flight operations, maintenance and quality control. Ryanair has also been able to supplement its pool of pilots and cabin crew through the limited use of contract agencies. These contract pilots and cabin crew are included in the table above.

Ryanair's crew earn productivity-based incentive payments, including a sales bonus for onboard sales for flight attendants and payments based on the number of hours or sectors flown by pilots and cabin crew (within limits set by regulations governing maximum working hours.) Ryanair's pilots and cabin crew are currently subject to EASA-approved limits of 900 flight-hours per calendar year.

If more stringent regulations on flight-hours were to be adopted, Ryanair's flight personnel could experience a reduction in their total pay due to lower compensation for the number of hours or sectors flown and Ryanair could be required to hire additional flight personnel.

Ryanair Holdings' shareholders have approved a number of share-based remuneration plans for employees and Directors including Share Option Plan 2013 and LTIP 2019 (which replaced Option Plan 2013 for share based remuneration granted after the 2019 AGM). Ryanair Holdings has granted share-based remuneration to several of its

senior managers. For details of all outstanding share options, see “Item 10. Additional Information — Options to Purchase Securities from Registrant or Subsidiaries.”

## COMPENSATION RECOVERY

Not applicable.

### Item 7. Major Shareholders and Related Party Transactions

As of March 31, 2024, there were 1,140,045,528 Ordinary Shares outstanding. As of that date, 97,672,993 ADRs, representing 488,364,966 Ordinary Shares, were held of record in the United States by 53 holders, and represented in the aggregate 43% of the number of Ordinary Shares then outstanding. See “Item 10. Additional Information—Articles of Association” and “—Limitations on Share Ownership by Non-EU Nationals.”

## MAJOR SHAREHOLDERS

As of March 31, 2024, there were 1,140,045,528 Ordinary Shares outstanding. Based on information available to Ryanair Holdings, the following table summarizes holdings of those shareholders holding 3% or more of the Ordinary Shares as of March 31, 2024, March 31, 2023 and March 31, 2022.

	As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	No. of Shares	% of Class	No. of Shares	% of Class	No. of Shares	% of Class
Capital	140,769,464	12.3 %	62,310,109	5.5 %	117,345,252	10.3 %
HSBC Holdings PLC	96,561,856	8.5 %	88,611,652	7.8 %	103,285,582	9.1 %
Parvus Asset Management Europe	81,374,943	7.1 %	45,532,192	4.0 %	49,760,850	4.4 %
BNP PARIBAS	79,917,192	7.0 %	—	—	—	—
Baillie Gifford	67,571,625	5.9 %	67,437,688	5.9 %	88,863,106	7.8 %
Société Générale SA (SG SA)	67,181,217	5.9 %	—	—	72,365,694	6.4 %
Fidelity	66,359,213	5.8 %	48,099,289	4.2 %	44,399,286	3.9 %
MFS	46,399,853	4.1 %	49,646,209	4.4 %	44,973,351	4.0 %
Michael O’Leary	44,099,892	3.9 %	44,096,725	3.9 %	44,096,725	3.9 %
Bank of America Corporation	36,575,999	3.2 %	—	—	—	—
AKO Capital	34,433,901	3.0 %	58,367,069	5.1 %	57,494,324	5.1 %
Harris Associates	—	—	41,063,200	3.6 %	—	—
Causeway Capital Management	—	—	46,214,550	4.1 %	—	—
Marshall Wace	—	—	—	—	44,356,764	3.9 %

As of March 31, 2024, the beneficial holdings in Ordinary Shares of the Directors of Ryanair Holdings as a group was 45,508,380 Ordinary Shares, representing 4% of Ryanair Holdings’ outstanding Ordinary Shares as of such date.

## RELATED PARTY TRANSACTIONS

The Company has not entered into any “related party transactions” (except for remuneration paid by Ryanair to members of key management personnel as disclosed in Note 26 to the consolidated financial statements) in the three fiscal years ending March 31, 2024 or in the period from March 31, 2024 to the date hereof.



## Item 8. Financial Information

### CONSOLIDATED FINANCIAL STATEMENTS

Please refer to “Item 18. Financial Statements.”

### OTHER FINANCIAL INFORMATION

#### Legal Proceedings

The Company is engaged in litigation arising in the ordinary course of its business. Although no assurance can be given as to the outcome of any current or pending litigation, management does not believe that any such litigation will, individually or in the aggregate, have a material adverse effect on the results of operations or financial condition of the Company, except as described below.

*EU State Aid-Related Proceedings.* Since 2002, the European Commission has examined the agreements between Ryanair and various airports to establish whether they constituted illegal state aid. In many cases, the European Commission has concluded that the agreements did not constitute state aid. In other cases, Ryanair has successfully challenged the European Commission findings that there was state aid. In 2014, the European Commission announced findings of state aid to Ryanair in its arrangements with Pau, Nîmes, Angoulême, Altenburg and Zweibrücken airports, ordering Ryanair to repay a total of approximately €10m of alleged aid. In 2016, the European Commission announced findings of state aid to Ryanair in its arrangements with Cagliari and Klagenfurt, ordering Ryanair to repay approximately €13m of alleged aid. Ryanair appealed these “aid” decisions to the EU General Court. In 2018, the EU General Court upheld the European Commission’s findings regarding Ryanair’s arrangements with Pau, Nîmes, Angoulême and Altenburg airports, and overturned the European Commission’s finding regarding Ryanair’s arrangement with Zweibrücken airport. Ryanair appealed the negative rulings to the Court of Justice of the EU, but in December 2019 Ryanair discontinued the appeals as the Court had refused to grant an oral hearing in any of the cases. The appeal before the General Court regarding Ryanair’s arrangements with Cagliari airport has been discontinued following the European Commission’s withdrawal of its decision in March 2023 as a result of a General Court ruling in a related case. In 2021, the General Court upheld the European Commission’s finding regarding Ryanair’s arrangements with Klagenfurt airport. Ryanair appealed this negative finding to the Court of Justice of the EU and received a ruling in November 2023 where the European Commission’s finding was upheld. In August 2019, the European Commission announced findings of state aid to Ryanair in its arrangements with Montpellier airport, ordering Ryanair to repay a total of approximately €9m of alleged aid. Ryanair appealed the Montpellier “aid” decision to the General Court and received a judgment in June 2023 upholding the European Commission’s finding. Ryanair appealed the General Court judgment to the European Court of Justice in August 2023. In July 2022, the European Commission announced a finding of state aid to Ryanair in its arrangements at La Rochelle airport, ordering Ryanair to repay approximately €8m of alleged aid. Ryanair appealed the La Rochelle “aid” decision to the General Court in November 2023.

Ryanair is facing similar legal challenges with respect to agreements with certain other airports, notably Carcassonne, Girona, Reus, Târgu Mureș, Beziers and Frankfurt (Hahn). These investigations are ongoing (as is the European Commission’s re-examination of the Cagliari case following its withdrawal in March 2023 of the 2016 “aid” decision) and Ryanair currently expects that they will conclude in 2024-25, with any European Commission decisions appealable to the EU General Court.

Ryanair is also facing an allegation that it has benefited from unlawful state aid in a German court case in relation to its arrangements with Frankfurt (Hahn) launched by Lufthansa in 2006.

Adverse rulings in the above or similar cases could be used as precedents by competitors to challenge Ryanair's agreements with other publicly-owned airports and could cause Ryanair to strongly reconsider its growth strategy in relation to public or state-owned airports across Europe. This could in turn lead to a scaling back of Ryanair's growth strategy due to the smaller number of privately owned airports available for development. No assurance can be given as to the outcome of these proceedings, nor as to whether any unfavorable outcomes may, individually or in the aggregate, have a material adverse effect on the results of operations or financial condition of the Company.

*Legal Proceedings Against Internet Ticket Touts.* The Company is involved in a number of legal proceedings against internet ticket touts ("scrapers" or "screenscraper websites") in Germany, Ireland, France, Italy, and the U.S. Screenscraper websites gain unauthorized access to Ryanair's website and booking system, extract flight and pricing information and display it on their own websites for sale to customers at prices which include intermediary mark-ups on top of Ryanair's fares. Ryanair does not allow any such commercial use of its website and objects to the practice of screenscraping also on the basis of certain legal principles, such as contractual and database rights, copyright protection, etc. The Company's objective is to prevent any unauthorized use of its website and to prevent consumer harm, and the resultant reputational damage to the Company, that may arise due to the failure by some operators of screenscraper websites to provide Ryanair with the passengers' genuine contact and payment method details. The Company also believes that the selling of airline tickets by screenscraper websites is inherently anti-consumer as it inflates the cost of air travel. At the same time, Ryanair encourages genuine price comparison websites which allow consumers to compare prices of several airlines and then refer consumers to the airline website in order to perform the booking at the original fare. Ryanair offers licensed access to its flight and pricing information to such websites. Ryanair also permits GDSs to provide access to Ryanair's fares to traditional bricks and mortar travel agencies and closed corporate travel booking platforms. In addition, Ryanair offers Direct Distribution Agreements (DDAs) to online travel agents (OTAs). DDAs align with Ryanair's exclusive online distribution model while allowing OTAs access to Ryanair's price, flight, timetable and ancillary data for the purpose of display *only* on the OTA websites. The passenger can purchase accurately priced Ryanair flights and ancillary products and is brought to log in to their MyRyanair account and confirm their purchase on Ryanair.com. The Company has received favorable rulings in France, Germany, Czechia, Ireland, Italy, the Netherlands and the U.S., and unfavorable rulings in Germany, Czechia, Spain, France, Switzerland, the UK and Italy. Following a positive decision in Ireland in November 2023, whereby the Irish High Court found that Flightbox, a screen scraper, was bound by the Terms of Use of the Ryanair website and, as such, granted Ryanair a permanent injunction prohibiting Flightbox from breaching the binding Terms of Use of the Ryanair website, Ryanair was approached by a number of OTAs, including On The Beach (OTB) and Kiwi with whom Ryanair have been in litigation with for several years. OTB and Kiwi both signed DDAs which culminated in the cessation of all extant legal proceedings between the parties. However, pending the outcome of the legal proceedings that remain ongoing or which may be initiated in the future, or of competition authority investigations (such as the one launched by the Italian AGCM in September 2023, outlined in "Item 4. Information on the Company—GOVERNMENT REGULATION—Regulation of competition."), and if Ryanair were to be ultimately unsuccessful in any of them, the activities of screenscraper websites could lead to a reduction in the number of customers who book directly on Ryanair's website and loss of ancillary revenues which are an important source of profitability through the sale of car hire, hotels, travel insurance, etc. Also, some business may be lost to the Company once potential customers are presented by a screenscraper website with a Ryanair fare or a fee for an ancillary product such as checked baggage or priority boarding inflated by the screenscraper's intermediary fee. See "Item 3. Key Information—Risk Factors—Risks Related to the Company—The Company Faces Risks Related to Unauthorized Use of Information from the Company's Website".

*U.S. Litigation.* In November 2018, a putative securities class action complaint was filed against the Company and Mr. O'Leary in the United States District Court for the Southern District of New York (the "District Court"). The District Court appointed lead plaintiffs, the City of Birmingham Retirement and Relief System and City of Birmingham Firemen's and Policemen's Supplemental Pension System (the "Birmingham Funds"), in January 2019. The Birmingham Funds filed an amended complaint in April 2019 that purported to be on behalf of purchasers of Ryanair American Depositary Shares ("ADSs") between May 30, 2017 and September 28, 2018. The amended complaint alleged, among other things,

that in filings with the SEC, investor calls, interviews, and other communications, the Company and/or Mr. O’Leary made materially false and misleading statements and omissions regarding employment and financial data, employee negotiation processes, the September 2017 pilot rostering management issue, and the likelihood and financial impact of unionization, which allegedly artificially inflated the market value of the Company’s securities. In June 2020, the District Court issued a ruling dismissing in part the Birmingham Funds’ claims, including claims regarding employment and financial data, employee negotiation processes, the September 2017 pilot rostering management issue, and the financial impact of unionization. The Birmingham Funds’ claims regarding the likelihood of unionization were not dismissed. In March 2021, the Birmingham Funds issued a motion to amend their claim, seeking, among other things, to re-introduce prior dismissed claims. The Company and Mr. O’Leary filed an opposition to the motion to amend in May 2021. The motion was refused in March 2022. In March 2023, following mediation, the parties agreed to settle the case. The total settlement amount was U.S.\$5m, which is considerably less than the legal costs that would have been incurred had this action gone all the way to trial. The Company’s position remains that there was no lawful basis for this claim, but that the settlement will enable it to avoid the further costs and distraction of ongoing litigation, and it is therefore in the interest of all of the Company’s shareholders to agree to this very modest settlement. The final settlement agreement was approved by the Court in October 2023. The case is now closed.

*Consumer Law Proceedings.* In mid-2023, the Spanish Ministry of Consumer Affairs launched sanctioning proceedings against Ryanair and several other airlines regarding cabin baggage and other customer policies. The Company filed submissions with the Ministry explaining that its policies are fair, necessary for operational and safety purposes, and fully transparent. In May 2024, the Ministry ordered the discontinuation of these policies and imposed substantial fines on Ryanair and other airlines (a cumulative total of approx. €150 million). These decisions are subject to review by the Minister of Consumer Affairs, which is expected to conclude between June and September 2024, with any final decisions appealable to courts. Ryanair intends to fully defend its position with reference to its rights under Spanish and EU law, as well as positive court rulings in similar matters, but the outcome of these proceedings cannot be guaranteed.

## **Dividend Policy**

From fiscal year 2025 onwards, under the Group’s new dividend policy, Ryanair plans to return approximately 25% of prior-year Profit After Tax (adjusted for non-recurring gains or losses) by way of ordinary dividend to our shareholders. A maiden ordinary dividend of €0.175 per share was paid in February 2024 and a final dividend of €0.178 per share was declared (payable after 2024 AGM approval). Additionally, the Board, taking into account prevailing market conditions and ensuring that the Group retains a prudent level of cash to fund debt and capex requirements will retain the flexibility to consider, when or if appropriate, the return of surplus cash to shareholders through special distributions (including dividends and/or share buybacks).

## **Share Buyback Program**

Following shareholder approval at the 2006 AGM, a €300m share buyback program was formally announced on June 5, 2007. Permission was received at the annual general meeting held on September 20, 2007 to repurchase a maximum of 75.6m Ordinary Shares representing 5% of the Company’s then outstanding share capital. The €300m share buyback of approximately 59.5m Ordinary Shares, representing approximately 3.8% of the Company’s pre-existing share capital, was completed in November 2007. In February 2008, the Company announced a second share buyback program of up to €200m worth of Ordinary Shares, which was ratified by shareholders at the annual general meeting held on September 18, 2008. 18.1m Ordinary Shares were repurchased under this program at a cost of approximately €46m. The Company also completed share buybacks of €125m in respect of 36.5m Ordinary Shares in fiscal year 2012 and 15m Ordinary Shares at a cost of approximately €68m in fiscal year 2013.

In April 2012, the Company held an EGM to authorize the Directors to repurchase Ordinary Shares and ADRs for up to 5% of the issued share capital of the Company traded on the NASDAQ. Up until April 2012, shareholders had only authorized the Directors to repurchase Ordinary Shares. As the ADRs typically trade at a premium compared to Ordinary Shares, this has resulted in increased costs in performing share buybacks and may continue to do so in the future. This authority was renewed at the Annual General Meeting held on September 20, 2013 and at subsequent Annual General Meetings and an Extraordinary General Meeting in 2016.

In fiscal year 2014, 69.5m Ordinary Shares (including Ordinary Shares underlying just over 6m ADRs) were repurchased at a cost of approximately €482m. In February 2015, the Company announced a €400m ordinary share buyback program which was completed between February and August 2015. In February 2016, the Company announced an €800m Ordinary Share buyback program (including Ordinary Shares underlying ADRs) and this program was subsequently increased to €886m in June 2016. €418m of this program was completed in fiscal year 2016 to buyback approximately 29.1m shares (including approximately 19.9m shares underlying ADRs) with the remaining €468m spent in fiscal year 2017 to buyback approximately 36m shares (including approximately 3.9m shares underlying ADRs). In addition to the above, in fiscal year 2017, the Company bought back 36.4m shares (including approximately 17.7m shares underlying ADRs) at a total cost of approximately €550m during the period November 2016 to February 2017. In February 2017, the Company announced the commencement of a €150m share buyback program in respect of shares underlying ADRs. The Company bought back approximately 2m shares underlying ADRs at a cost of €39m under this program during fiscal year 2018. In addition to the above, in fiscal year 2018, the Company bought back 33m shares at a total cost of €600m under its €600m share buyback program which commenced in May 2017 and 11.7m shares at a total cost of €190m under its €750m share buyback which commenced in February 2018. In fiscal year 2019, the Company bought back 37.8m shares at a total cost of approximately €561m under its €750m share buyback which commenced in February 2018. In fiscal year 2020, the Company bought back approximately 47.2m shares (including 15.8m shares underlying ADRs) at a cost of €581m under its €700m share buyback program (including Ordinary Shares underlying ADRs) which was announced and commenced in May 2019. This share buyback program was terminated in March 2020 as part of a series of measures introduced to preserve cash during the Covid-19 crisis.

There were no share repurchases in fiscal year 2024, 2023 or 2022. In May 2024 (fiscal year 2025), the Company announced and launched a €700m share buyback program (including Ordinary Shares underlying ADRs).

See “Item 9. The Offer and Listing—Trading Markets” below for further information regarding share buybacks.

## SIGNIFICANT CHANGES

In May 2024, the Company announced and launched a €700m share buyback program (including Ordinary Shares underlying ADRs).

### Item 9. *The Offer and Listing*

## TRADING MARKETS

The primary market for Ryanair Holdings’ Ordinary Shares is Euronext Dublin. In December 2021, Ryanair Holdings delisted from the London Stock Exchange as the volume of trading on the London Stock Exchange did not justify the costs related to such listing. The Ordinary Shares were first listed for trading on the Official List of Euronext Dublin in June 1997 and were first admitted to the Official List of the London Stock Exchange in July 1998.

ADRs, each representing 5 Ordinary Shares, are traded on NASDAQ. The Bank of New York Mellon is Ryanair Holdings’ depositary for purposes of issuing ADRs evidencing the ADSs.

Ryanair Holdings' shares trade under the following stock symbols:

Euronext Dublin	RY4C
NASDAQ	RYAAY

Since certain of the Ordinary Shares are held by brokers or other nominees, the number of direct record holders in the United States, which is reported as 53, may not be fully indicative of the number of direct beneficial owners in the United States, or of where the direct beneficial owners of such shares are resident.

In order to increase the percentage of its share capital held by EU nationals, beginning June 26, 2001, Ryanair Holdings instructed the Depositary to suspend the issuance of new ADRs in exchange for the deposit of Ordinary Shares until further notice. Therefore, holders of Ordinary Shares cannot currently convert their Ordinary Shares into ADRs. The Depositary will however convert existing ADRs into Ordinary Shares at the request of the holders of such ADRs. The Company in 2002 implemented additional measures to restrict the ability of non-EU nationals to purchase Ordinary Shares. As a result, non-EU nationals are currently effectively barred from purchasing Ordinary Shares. See "Item 10. Additional Information—Limitations on Share Ownership by Non-EU Nationals" for additional information.

The Company, at its AGM and EGM of the Shareholders, has, in recent years, passed a special resolution permitting the Company to engage in Ordinary Share buyback programs subject to certain limits noted above. Since June 2007 (when the Company engaged in its first Ordinary Share buyback program) the Company has repurchased the following Ordinary Shares:

Year ended March 31,	No. of shares (m)	Approx. cost (€m)
2008-2021	407.7	4,525.9
2022	—	—
2023	—	—
2024	—	—
Period through June 24, 2024	11.3	226.4
Total	419.0	4,752.3

At an EGM of Shareholders held on April 19, 2012, the Company obtained a new repurchase authority which enables the Company to repurchase the Company's ADRs which are traded on NASDAQ. Any ADRs purchased are converted to Ordinary Shares by the Company's brokers for subsequent repurchase and cancellation by the Company.

As of March 31, 2024, the total number of options over Ordinary Shares outstanding under the Company's Option Plan 2013 was 16.6m, representing approximately 1.5% of the Company's issued share capital at that date. As of March 31, 2024, the total number of conditional share awards outstanding under the Company's LTIP 2019 was 2.4m, representing approximately 0.2% of the Company's issued share capital at that date. 16m options and all conditional shares referred to above had not yet vested at March 31, 2024.

## Item 10. Additional Information

### DESCRIPTION OF CAPITAL STOCK

Ryanair Holdings' capital stock consists of Ordinary Shares, each having a par value of 0.600 euro cent. As of March 31, 2024, a total of 1,140,045,528 Ordinary Shares were outstanding.



On February 26, 2007, Ryanair effected a 2-for-1 share split as a result of which each of its then existing Ordinary Shares, with a par value of 1.27 euro cent, was split into two new Ordinary Shares, with a par value of 0.635 euro. On October 27, 2015, the Company completed a capital reorganization which involved the consolidation of its ordinary share capital on a 39 for 40 basis which resulted in the reduction of ordinary shares in issue by 33.8m ordinary shares to 1,319.3m as at that date. The par value of an ordinary share was also reduced from 0.635 euro cent each to 0.600 euro each under the reorganization. All 'B' Shares and Deferred Shares issued in connection with the B scheme were either redeemed or cancelled during fiscal year 2016 such that there were no 'B' Shares or Deferred Shares remaining in issue as at March 31, 2016. Each Ordinary Share entitles the holder thereof to one vote in respect of any matter voted upon by Ryanair Holdings' shareholders subject to limitations described under Item 10. Additional Information—"Limitations on Share Ownership by Non-EU Nationals".

## OPTIONS TO PURCHASE SECURITIES FROM REGISTRANT OR SUBSIDIARIES

During fiscal year 2014, Ryanair Holdings' shareholders approved a stock option plan at the Company's 2013 AGM (referred to herein as "Option Plan 2013"), under which all employees and Directors were eligible to receive options. Grants of options were permitted to take place at the close of any of the ten years beginning with fiscal year 2014 (Option Plan 2013 was replaced by LTIP 2019 following shareholder approval at the 2019 AGM – see details below). Options are subject to at least a 5-year performance period. Under the rules of Option Plan 2013, no option is capable of being exercised after the tenth anniversary of the date of grant. The Remuneration Committee ("Remco") has discretion to determine the financial performance targets that must be met with respect to the financial year. Those targets relate directly to the achievement of certain year-on-year growth targets in the Company's profit after tax ("PAT") figures for each of the financial years of the performance period and/or certain share price targets.

Under Option Plan 2013, during the fiscal year 2017, 34 managers (excluding the Executive Officers) were granted 3m share options, in aggregate, at a strike price of €12.00. These options were subject to certain targets in relation to PAT and/or share price and vested in March 2023. Almost 0.2m of these options were outstanding at March 31, 2024 and must be fully exercised on/before August 25, 2024. During fiscal year 2019, 102 managers and 5 existing Non-Executive Board Members (NEDs) were granted 10m share options, in aggregate (of which a cumulative 0.25m relates to NEDs), at a strike price of €11.12. Approximately 3.7m of these options have lapsed. In fiscal year 2024, the vesting date and ambitious performance targets on approximately 5.9m of these options (excluding those granted to NEDs) were amended to align with the revised dates and targets agreed for Mr. O'Leary's 10m share options grant below. In December 2022 Mr. O'Leary agreed to the extension of his contract as Group CEO to July 2028 (previously July 2024). This new contract extends the vesting period for the 10m share options granted to Mr. O'Leary in February 2019, which are exercisable at a strike price of €11.12, but only if the Ryanair Group PAT exceeds €2.2bn (up from a prior €2.0bn target) in any year up to financial year 2028 (inclusive) and/or the share price of the Company exceeds €21 for a period of 28 days between April 1, 2021 and March 31, 2028. The NED options referred to above have subsequently vested and are exercisable between September 30, 2024 and February 7, 2026.

At the 2019 AGM, shareholders approved a new Long Term Incentive Plan ("LTIP 2019"), which replaces Option Plan 2013 for all future grants. The implementation of LTIP 2019 followed a review by Remco (with the assistance of Deloitte) of the Company's remuneration policy for senior employees and directors of the Company to ensure it continued to support the Company's strategic objectives and aligned with external views on executive compensation. Awards to employees under LTIP 2019 are ordinarily in the form of performance-based shares ("conditional shares") with an upper limit on the market value of such conditional shares of 150% of base salary applicable in any year for an employee or Executive Director of the Group, with the possibility of up to 200% of base salary if the Board determines that exceptional circumstances exist. For flexibility, LTIP 2019 also includes the ability to make awards of share options, with the expectation that any such awards will be on an infrequent basis and will be principally focused on a small number of the Group's executive management team. NEDs are not eligible to receive share option or performance-based-share awards under LTIP 2019. LTIP 2019 also contains provisions for the issue of conditional shares to facilitate the

recruitment of senior management. In aggregate, in any ten-year period, the number of shares which may be in issue under the LTIP 2019 (and Option Plan 2013) by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. Remco has determined that Mr. O'Leary will not be eligible to participate in LTIP 2019 grants until after the vesting period for his 2019 share options grant has elapsed.

The aggregate of 16.6m Ordinary Shares that would be issuable upon exercise in full of the options that were outstanding as of March 31, 2024 under Option Plan 2013 represent approximately 1.5% of the issued share capital of Ryanair Holdings as of such date. Of such total, options in respect of an aggregate of 10.4m Ordinary Shares were held by the Directors and Executive Officers of Ryanair Holdings. Only 0.6m of total options outstanding at March 31, 2024 had vested. For further information, see Notes 14 and 18 to the consolidated financial statements included herein.

In fiscal years 2022, 2023 and 2024 as a management retention tool, Remco granted conditional shares (approximately 2.4m in aggregate) under LTIP 2019 to over 80 managers (excluding the Group CEO and NEDs). The market value of such grants ranged between approximately 20% and 100% of base salary for participants (at the lower end of potential allocations). These conditional shares have a 3-year vesting period, with at least a 2-year hold period for certain senior managers, and will only vest in their entirety if (i) ambitious cumulative Group traffic targets (50% weighting) are achieved over the 3-year vesting period; (ii) Ryanair's Total Shareholder Return (30% weighting) outperforms a peer group including Air France/KLM, EasyJet, IAG, Southwest Airlines & Wizz over the 3-year vesting period; (iii) Ryanair's CDP environmental protection score (20% weighting) improves from a "B" rating to an "A-" or better rating over the 3-year vesting period; (iv) participants sign a 12-month non-compete clause; and (v) participants continue to be employed by the Ryanair Group for a period of approximately 3 years from the date of grant. In fiscal year 2024, 11 NEDs were granted 3,984 ordinary shares each under LTIP 2019. These grants are not subject to performance targets, vest at the end of May 2026 and further align NED interests with those of long-term Shareholders.

The Board of Directors may decide, at any time prior to the vesting of the LTIP awards, to impose further conditions on the awards and/or reduce the award (malus) or, in respect of awards to directors or executives, recover value from the participant following the vesting of an award (clawback). Further, the Board of Directors adopted an additional clawback policy in accordance with the new NASDAQ clawback rules as approved by the Securities and Exchange Commission, effective November 30, 2023. This policy has been acknowledged and accepted by Ryanair's executive officers.

## ARTICLES OF ASSOCIATION

The following is a summary of certain provisions of the Articles of Association of Ryanair Holdings. This summary does not purport to be complete and is qualified in its entirety by reference to the complete text of the Articles.

*Objects.* Ryanair Holdings' objects, which are detailed in its Articles, are broad and include carrying on business as an investment and holding company. Ryanair Holdings' Irish company registration number is 249885.

*Directors.* Subject to certain exceptions, Directors may not vote on matters in which they have a material interest. The ordinary remuneration of the Directors is determined from time to time by ordinary resolutions of the shareholders. Any Director who holds any executive office, serves on any committee or otherwise performs services, which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration as the Directors may determine. The Directors may exercise all the powers of the Company to borrow money. The Directors are not required to retire at any particular age. There is no requirement for Directors to hold shares. The Articles of Association provide that one-third of the Directors (rounded down to the next whole number if it is a fractional number) retire and offer themselves for re-election at each annual general meeting of the Company. However, in compliance with the requirements of the UK Corporate Governance Code, all Directors retire and present themselves for re-election by

the shareholders annually. All of the shareholders entitled to attend and vote at the annual general meeting of the Company may vote on the re-election of Directors.

*General Meetings.* Annual and extraordinary general meetings are called upon 21 days' advance notice. All Ryanair shareholders who are entitled to attend, speak and vote at general meetings of the Company may appoint proxies electronically to attend, speak, ask questions and vote on behalf of them at general meetings. All holders of Ordinary Shares are entitled to attend, speak and vote at general meetings of the Company, subject to limitations described under "—Limitations on the Right to Own Shares" and "Item 10. Additional Information—Limitations on Share Ownership by Non-EU Nationals".

*Rights, Preferences and Dividends Attaching to Shares.* The Company has only three classes of shares, Ordinary Shares with a par value of 0.600 euro cent per share, B Shares with a nominal value of 0.050 cent per share and Deferred Shares with a nominal value of 0.050 cent per share. The B Shares and the Deferred Shares were created at an EGM of the Company held on October 22, 2015 in connection with a return of value to shareholders arising from the sale of the Company's shareholding in Aer Lingus plc, and no such shares remain in issue. Accordingly, the Ordinary Shares currently represent the only class of shares in issue and rank equally with respect to payment of dividends and on any winding-up of the Company. Any dividend, interest or other sum payable to a shareholder that remains unclaimed for one year after having been declared may be invested by the Directors for the benefit of the Company until claimed. If the Directors so resolve, any dividend which has remained unclaimed for 12 years from the date of its declaration shall be forfeited and cease to remain owing by the Company. The Company is permitted under its Articles to issue redeemable shares on such terms and in such manner as the Company may, by special resolution, determine. The Ordinary Shares currently in issue are not redeemable. The liability of shareholders to invest additional capital is limited to the amounts remaining unpaid on the shares held by them. There are no sinking fund provisions in the Articles of the Company.

*Action Necessary to Change the Rights of Shareholders.* The rights attaching to shares in the Company may be varied by special resolutions passed at meetings of the shareholders of the Company.

*Limitations on the Rights to Own Shares.* The Articles contain detailed provisions enabling the Directors of the Company to limit the number of shares in which non-EU nationals have an interest or the exercise by non-EU nationals of rights attaching to shares. See "—Limitations on Share Ownership by Non-EU Nationals" below. Such powers may be exercised by the Directors if they are of the view that any license, consent, permit or privilege of the Company or any of its subsidiaries that enables it to operate an air service may be refused, withheld, suspended or revoked or have conditions attached to it that inhibit its exercise and the exercise of the powers referred to above could prevent such an occurrence. The exercise of such powers could result in non-EU holders of shares being prevented from attending, speaking or voting at general meetings of the Company and/or being required to dispose of shares held by them to EU nationals.

*Disclosure of Share Ownership.* Under Irish law, the Company can require parties to disclose their interests in shares. The Articles of the Company provide that the Directors will not register any person as a holder of shares unless such person has completed a declaration indicating his/her nationality and the nature and extent of any interest which he/she holds in Ordinary Shares. See, also "—Limitations on Share Ownership by non-EU nationals" below. Under Irish law, if a party acquires or disposes of Ordinary Shares so as to bring his interest above or below 3% of the total voting rights of the Company, and every whole percentage thereafter up to 100%, he must notify the Company and the Central Bank of Ireland. The Company must disclose any notification it receives through the regulatory announcement service of Euronext Dublin.

*Other Provisions of the Articles of Association.* There are no provisions in the Articles:

- (i) delaying or prohibiting a change in the control of the Company, but which operate only with respect to a merger, acquisition or corporate restructuring;
- (ii) discriminating against any existing or prospective holder of shares as a result of such shareholder owning a substantial number of shares; or
- (iii) governing changes in capital,

in each case, where such provisions are more stringent than those required by law.

## **MATERIAL CONTRACTS**

In September 2014, the Group entered into an agreement with The Boeing Company to purchase up to 200 Boeing 737-8200 aircraft (100 firm orders and 100 aircraft subject to option), over a five-year period originally due to commence in fiscal year 2020 (the “2014 Boeing Contract”). This agreement was approved by shareholders at an EGM of the Company on November 28, 2014. Subsequently, the Group agreed to purchase an additional 10 Boeing 737-8200 aircraft bringing the total number of Boeing 737-8200 aircraft on order to 210 (assuming all options are exercised). In April 2018, the Company announced that it had converted 25 Boeing 737-8200 options into firm orders bringing the Company’s firm order to 135 Boeing 737-8200s with a further 75 options remaining. In December 2020, Ryanair increased its firm orders from 135 to 210 aircraft. The value of the 210 Boeing 737-8200 aircraft under the 2014 Boeing Contract is approximately U.S.\$9.6bn at standard list price of U.S.\$102.5m per aircraft (net of basic credits and reflective of price escalation over the originally scheduled delivery timeframe). The first Boeing 737-8200 aircraft was delivered to Ryanair in June 2021 and the Group had 146 of these aircraft in its fleet at March 31, 2024.

In May 2023, the Group entered into an agreement with The Boeing Company to purchase up to 300 new Boeing 737-MAX-10 aircraft (150 firm orders and 150 aircraft subject to option) over a seven-year period from calendar 2027 to 2033 (inclusive). This agreement was approved by shareholders at the Company’s AGM on September 14, 2023. The value of the 150 firm Boeing 737-MAX-10 aircraft under the 2023 Boeing Contract is over U.S.\$10.6bn at standard list price of U.S.\$135m per aircraft (net of basic credits and reflective of price escalation over the originally scheduled delivery timeframe).

## **EXCHANGE CONTROLS**

Except as indicated below, there are no restrictions on non-residents of Ireland dealing in Irish securities (including shares or depositary receipts of Irish companies such as the Company). Dividends and redemption proceeds also continue to be freely transferable to non-resident holders of such securities.

It is an offence under Irish law (pursuant to various statutory instruments) to transfer funds or make funds or economic resources available, directly or indirectly to any person or entity in contravention of Irish, EU or United Nations sanctions or to otherwise contravene Irish, EU or United Nations sanctions. Any transfer of, or payment in respect of, securities (including shares or ADSs) involving a person or entity that is currently the subject of Irish, EU or United Nations sanctions or any person or entity controlled by any of the foregoing, or any person acting on behalf of the foregoing, may be subject to restrictions pursuant to such sanctions as implemented into Irish law.

Under the Financial Transfers Act 1992 (the “1992 Act”), the Minister for Finance of Ireland may make provision for the restriction of financial transfers between Ireland and other countries. Financial transfers are broadly defined, and the acquisition or disposal of the ADRs, which represent shares issued by an Irish incorporated company, the acquisition

or the disposal of Ordinary Shares and associated payments may fall within this definition. Dividends or payments on the redemption or purchase of shares and payments on the liquidation of an Irish-incorporated company would fall within this definition.

The 1992 Act and underlying EU regulations prohibit financial transfers with certain persons and entities listed in the EU Consolidated Financial Sanctions List and United Nations Security Council Consolidated List, without the prior permission of the Central Bank of Ireland.

See “Risk Factors—Risks Related to the Company” in relation to the risks associated with Irish exchange controls or orders under the 1992 Act or United Nations sanctions implemented into Irish law.

### **LIMITATIONS ON SHARE OWNERSHIP BY NON-EU NATIONALS**

The Board of Directors of Ryanair Holdings is given certain powers under the Articles to take action to ensure that the number of Ordinary Shares held in Ryanair Holdings by non-EU nationals does not reach a level which could jeopardize the Company’s entitlement to continue to hold or enjoy the benefit of any license, permit, consent or privilege which it holds or enjoys, and which enables it to carry on business as an air carrier (a “License”). In particular, EU Regulation 1008/2008 requires that, in order to obtain and retain an operating license, an EU air carrier must be majority-owned and effectively controlled by EU nationals. As described below, the Directors from time to time set a “Permitted Maximum” on the number of Ordinary Shares that may be owned by non-EU nationals at such level as they believe will comply with EU law. The Permitted Maximum is currently set at 49.9%.

In accordance with its Articles, Ryanair Holdings maintains a separate register (the “Separate Register”) of Ordinary Shares in which non-EU nationals, whether individuals, bodies corporate or other entities, have an interest (such shares are referred to as “Affected Shares” in the Articles). Interest in this context is widely defined and includes any interest held through ADRs, through Belgian law rights in the Euroclear Bank settlement system, or through CREST Depositary Interests, in each case in the Ordinary Shares of Ryanair Holdings underlying the relevant ADRs, Belgian law rights or CREST Depositary Interests. The Directors can require relevant parties to provide them with information to enable a determination to be made by the Directors as to whether Ordinary Shares are, or are to be treated as, Affected Shares. If such information is not available or forthcoming or is unsatisfactory then the Directors can, at their discretion, determine that Ordinary Shares are to be treated as Affected Shares. Registered holders of Ordinary Shares are also obliged to notify the Company if they are aware that any Ordinary Share which they hold ought to be treated as an Affected Share for this purpose. With regard to ADRs, the Directors can treat all of the relevant underlying shares as Affected Shares unless satisfactory evidence as to why they should not be so treated is forthcoming.

In the event that, inter alia, (i) the refusal, withholding, suspension or revocation of any License or the imposition of any condition which materially inhibits the exercise of any License (an “Intervening Act”) has taken place, (ii) the Company (or any subsidiary) receives a notice or direction from any governmental body or any other body which regulates the provision of air transport services to the effect that an Intervening Act is imminent, threatened or intended, (iii) an Intervening Act may occur as a consequence of the level of non-EU ownership of Ordinary Shares or (iv) an Intervening Act is imminent, threatened or intended because of the manner of share ownership or control of Ryanair Holdings generally, the Directors can take action pursuant to the Articles to deal with the situation. They can, inter alia, (i) remove any Directors or change the chairman of the Board of Directors, (ii) identify those Ordinary Shares, ADRs or Affected Shares which give rise to the need to take action and treat such Ordinary Shares, ADRs, or Affected Shares as Restricted Shares (see below) or (iii) set a “Permitted Maximum” on the number of Affected Shares which may subsist at any time (which may not, save in the circumstances referred to below, be lower than 40% of the total number of issued shares) and treat any Affected Shares (or ADRs representing such Affected Shares) in excess of this Permitted Maximum as Restricted Shares (see below).



In addition to the above, if as a consequence of a change of law or a direction, notice or requirement of any state, authority or person it is necessary to reduce the total number of Affected Shares below 40% or reduce the number of Affected Shares held by any particular shareholder or shareholders in order to overcome, prevent or avoid an Intervening Act, the Directors may resolve to (i) set the Permitted Maximum at such level below 40% as they consider necessary in order to overcome, prevent or avoid such Intervening Act, and/or (ii) treat such number of Affected Shares (or ADRs representing Affected Shares) held by any particular shareholder or shareholders as they consider necessary (which could include all of such Affected Shares or ADRs) as Restricted Shares (see below). The Directors may serve a Restricted Share Notice in respect of any Affected Share, or any ADR representing any ADS, which is to be treated as a Restricted Share. Holders of Restricted Shares may be deprived of the rights to attend, vote and speak at general meetings, which they would otherwise have as a consequence of holding such Ordinary Shares or ADRs. Holders of Restricted Shares may also be required to dispose of the Ordinary Shares or ADRs concerned to an EU national (so that the relevant shares (or shares underlying the relevant ADRs) will then cease to be Affected Shares) within 21 days or such longer period as the Directors may determine. The Directors are also given the power to transfer and sell such Restricted Shares, themselves, in cases of non-compliance with the Restricted Share Notice.

To enable the Directors to identify Affected Shares, transferees of Ordinary Shares are generally required to provide a declaration as to the nationality of persons having interests in those shares. Shareholders are also obliged to notify Ryanair Holdings if they are aware that any shares, which they hold, ought to be treated as Affected Shares for this purpose. Purchasers or transferees of ADRs need not complete a nationality declaration because the Directors automatically treat all of the Ordinary Shares held by the Depositary as Affected Shares. ADS holders must open ADR accounts directly with the Depositary if they wish to provide to Ryanair Holdings nationality declarations (or such other evidence as the Directors may require) in order to establish to the Directors' satisfaction that the Ordinary Shares underlying such holder's ADRs are not Affected Shares. Holders of interests in Ordinary Shares through Belgian law rights in the Euroclear system or CREST Depositary Interests in the CREST system must complete a nationality declaration in accordance with the processes and procedures of Euroclear Bank and Euroclear UK & Ireland respectively.

In deciding which Affected Shares are to be selected as Restricted Shares, the Directors may take into account which Affected Shares have given rise to the necessity to take action. Subject to that they will, insofar as practicable, firstly view as Restricted Shares those Affected Shares in respect of which no declaration as to whether or not such shares are Affected Shares has been made by the holder thereof and where information which has been requested by the Directors in accordance with the Articles has not been provided within specified time periods and, secondly, have regard to the chronological order in which details of Affected Shares have been entered in the Separate Register and, accordingly, treat the most recently registered Affected Shares as Restricted Shares to the extent necessary. Transfers of Affected Shares to Affiliates (as that expression is defined in the Articles) will not affect the chronological order of entry in the Separate Register for this purpose. The Directors do however have the discretion to apply another basis of selection if, in their sole opinion, that would be more equitable. Where the Directors have resolved to treat Affected Shares held by any particular shareholder or shareholders as Restricted Shares (i) because such Affected Shares have given rise to the need to take such action or (ii) because of a change of law or a requirement or direction of a regulatory authority necessitating such action (see above), such powers may be exercised irrespective of the date upon which such Affected Shares were entered in the Separate Register.

The Permitted Maximum is currently set at 49.9%. This maximum level can be reduced at any time if it becomes necessary for the Directors to exercise their powers in the circumstances described above. The decision to make any such reduction or to change the Permitted Maximum from time to time will be published in at least one national newspaper in Ireland and in any country in which the Ordinary Shares or ADRs are listed. The relevant notice will specify the provisions of the Articles that apply to Restricted Shares and the name of the person or persons who will answer queries relating to Restricted Shares on behalf of Ryanair Holdings. The Directors shall publish information as to the number of shares held by EU nationals annually.

In an effort to increase the percentage of its share capital held by EU nationals, on June 26, 2001, Ryanair Holdings instructed the Depositary to suspend the issuance of new ADSs in exchange for the deposit of Ordinary Shares until further notice to its shareholders. Holders of Ordinary Shares cannot convert their Ordinary Shares into ADRs during such suspension, and there can be no assurance that the suspension will ever be lifted.

As a further measure to increase the percentage of Ordinary Shares held by EU nationals, on February 7, 2002, the Company issued a notice to shareholders to the effect that any purchase of interests in Ordinary Shares by a non-EU national after such date will immediately result in the issue of a Restricted Share Notice to such non-EU national purchaser. The Restricted Share Notice compels the non-EU national purchaser to sell the interests in Affected Shares to an EU national within 21 days of the date of issuance. In the event that any such non-EU national shareholder does not sell its interests in Ordinary Shares to an EU national within the specified time period, the Company can then compel such a sale. As a result, non-EU nationals are effectively barred from purchasing Ordinary Shares for as long as these restrictions remain in place. There can be no assurance that these restrictions will ever be lifted.

As an additional measure to manage the Company's EU nationality requirements, at the EGM held on April 19, 2012 the Company obtained a repurchase authority to enable the repurchase of ADRs for up to 5% of the issued share capital of the Company traded on the NASDAQ. This authority (which in 2017 was increased to 10% of the issued share capital of the Company traded on the NASDAQ) was renewed at each subsequent Annual General Meeting up to and including the September 2023 meeting.

In order to protect the Company's operating license and ensure that the Company (and its subsidiary EU airlines) remain majority EU owned and controlled in the event of a no-deal or "hard" Brexit, on March 8, 2019 the Board resolved that with effect from the date on which UK nationals cease to qualify as nationals of Member States for the purposes of Article 4 of EU Regulation 1008/2008 all Ordinary Shares and Depositary Shares held by or on behalf of non-EU (including UK) shareholders would be treated as Restricted Shares.

In anticipation of the end of the Brexit transition period on December 31, 2020, on December 29, 2020 the Company announced that, with effect from January 1, 2021 UK nationals would cease to qualify as EU nationals and in accordance with the resolutions passed by the Board of the Company on March 8, 2019 all Ordinary Shares and Depositary Shares held by or on behalf of non-EU nationals (including UK nationals) would be treated as "Restricted Shares" (within the meaning of the Articles of Association). Restricted Share Notices were issued to the registered holder(s) of each Restricted Share specifying that the holder(s) of such shares are not entitled to attend, speak or vote at any general meeting of the Company for so long as those shares are treated as Restricted Shares pursuant to Article 41(J)(i) of the Articles of Association. UK nationals are not required to dispose of Ordinary Shares which they purchased prior to January 1, 2021.

In January 2021, the Company published a notice in the Financial Times, the Irish Times and the Wall Street Journal to again notify and confirm to shareholders that with effect from January 1, 2021 UK nationals ceased to qualify as EU nationals and in accordance with the resolutions passed by the Board of the Company on March 8, 2019, all Ordinary Shares and Depositary Shares held by or on behalf of non-EU nationals (including UK nationals) are treated as "Restricted Shares" (within the meaning of the Articles of Association).

While the vast majority of non-EU (including UK) investors in the Company comply with the prohibition on non-EU nationals acquiring Ordinary Shares and invest instead through the ADRs listed on NASDAQ, the Company has recorded a number of acquisitions of its Ordinary Shares by non-EU nationals since January 1, 2021 in respect of which the relevant investors did not comply with the disposal requirements in the Restricted Share Notices issued to them by the Company. On September 8, 2021, the Company announced that it had initiated a forced sale in accordance with the Articles, that a broker had been appointed to conduct the sale(s) of such Ordinary Shares independently of, and uninfluenced by, the Company over a period of weeks, and that the net proceeds of such sale(s) would be transmitted

to the relevant investors in due course. The Company also disclosed that it may initiate further restricted share disposals from time to time and may elect to do so without further announcement. Further restricted share disposals occurred in 2021, 2022, 2023 and 2024.

In December 2021, the Company delisted from the London Stock Exchange (“LSE”). Trading on the LSE as a percentage of overall trading volume in Ryanair’s Ordinary Shares reduced materially during 2021 such that the volume no longer justified the costs related to such listing and admission to trading. Moreover, delisting from the LSE consolidated trading liquidity to one regulated market for the benefit of all shareholders. The migration away from the LSE was also consistent with the extension of the prohibition on non-EU nationals acquiring Ryanair’s Ordinary Shares to include UK nationals from January 1, 2021.

Notwithstanding the powers vested in the chairman of general meetings of the Company pursuant to Article 41(J)(i) of the Articles of Association, the chairman will not vote any Restricted Shares at any meeting of the Company.

Concerns about the foreign ownership restrictions described above could result in the exclusion of Ryanair from certain stock tracking indices. Any such exclusion may adversely affect the market price of the Ordinary Shares and ADRs. See also “Item 3. Key Information—Risk Factors—Risks Related to Ownership of the Company’s Ordinary Shares or ADRs—EU Rules impose restrictions on the ownership of Ryanair Holdings’ ordinary shares by Non-EU nationals and the Company has applied a ban on the purchase of ordinary shares by Non-EU nationals since 2002” above.

As a result of the measures introduced by the Company on January 1, 2021 to protect the Group’s operating licenses under EU Regulation 1008/2008, as at March 31, 2024, EU nationals owned 100% of the Ryanair Holdings’ Ordinary Shares with voting rights and over 48% of the Ryanair Holdings’ Ordinary Shares with economic rights (in each case assuming conversion of all outstanding ADRs into Ordinary Shares).

## TAXATION

### Irish Tax Considerations

The following is a discussion of certain Irish tax consequences of the purchase, ownership and disposition of Ordinary Shares or ADRs. This discussion is based upon tax laws and practice of Ireland at the date of this document, which are subject to change, possibly with retroactive effect. Particular rules may apply to certain classes of taxpayers (such as dealers in securities) and this discussion does not purport to deal with the tax consequences of purchase, ownership or disposition of the relevant securities for all categories of investors.

The discussion is intended only as a general guide based on current Irish law and practice and is not intended to be, nor should it be considered to be, legal or tax advice to any particular investor or stockholder. Accordingly, current stockholders or potential investors should satisfy themselves as to the overall tax consequences by consulting their own tax advisers.

*Dividends.* If Ryanair Holdings plc pays dividends or makes other relevant distributions, the following is relevant:

*Withholding Tax.* Unless exempted, a withholding tax (currently 25%) will apply to dividends or other relevant distributions paid by an Irish resident company. The withholding tax requirement will not apply to distributions paid to certain categories of Irish resident stockholders or to distributions paid to certain categories of non-resident stockholders.

The following Irish resident stockholders, inter-alia, are exempt from withholding if they make to the Company, in advance of payment of any relevant distribution, an appropriate declaration of entitlement to exemption:

- Irish resident companies;
- Pension schemes approved by the Irish Revenue Commissioners ("Irish Revenue");
- Qualifying fund managers or qualifying savings managers in relation to approved retirement funds ("ARF"s) or approved minimum retirement funds ("AMRF"s);
- Personal Retirement Savings Account ("PRSA") administrators who receive the relevant distribution as income arising in respect of PRSA assets;
- A pan-European Personal Pension Product ("PEPP") provider who is receiving the relevant distribution as income arising in respect of PEPP assets;
- Qualifying employee share ownership trusts;
- Collective investment undertakings;
- Tax-exempt charities;
- Designated brokers receiving the distribution for special portfolio investment accounts;
- Any person who is entitled to exemption from income tax under Schedule F on dividends in respect of an investment in whole or in part of payments received in respect of a civil action or from the Personal Injuries Assessment Board for damages in respect of mental or physical infirmity;
- Certain qualifying trusts established for the benefit of an incapacitated individual and/or persons in receipt of income from such a qualifying trust;
- Any person entitled to exemption to income tax under Schedule F by virtue of Section 192(2) Taxes Consolidation Act ("TCA") 1997;
- Unit trusts to which Section 731(5)(a) TCA 1997 applies; and
- Certain Irish Revenue-approved amateur and athletic sport bodies.

The following non-resident stockholders are exempt from withholding if they make to the Company, in advance of payment of any dividend, an appropriate declaration of entitlement to exemption:

- Persons (other than a company) who (i) are neither resident nor ordinarily resident in Ireland and (ii) are resident for tax purposes in (a) a country which has signed a Double Taxation Agreement with Ireland (a "tax treaty country") or (b) an EU member state other than Ireland;
- Companies not resident in Ireland which are resident in an EU member state or a tax treaty country, by virtue of the law of an EU member state or a tax treaty country and are not controlled, directly or indirectly, by an Irish resident or Irish residents;
- Companies not resident in Ireland which are directly or indirectly controlled by a person or persons who are, by virtue of the law of a tax treaty country or an EU member state, resident for tax purposes in a tax treaty country or an EU member state other than Ireland and which are not controlled directly or indirectly by persons who are not resident for tax purposes in a tax treaty country or EU member state;
- Companies not resident in Ireland the principal class of shares of which is substantially and regularly traded on a recognized stock exchange in a tax treaty country or an EU member state including Ireland or on an approved stock exchange; or
- Companies not resident in Ireland that are 75% subsidiaries of a single company, or are wholly owned by two or more companies, in either case the principal classes of shares of which is or are substantially and regularly traded on a recognized stock exchange in a tax treaty country or an EU member state including Ireland or on an approved stock exchange.

In the case of an individual non-resident stockholder resident in an EU member state or tax treaty country, the declaration must be accompanied by a current certificate of tax residence from the tax authorities in the stockholder's

country of residence. In the case of both an individual and corporate non-resident stockholder resident in an EU member state or tax treaty country, the declaration also must contain an undertaking by the individual or corporate non-resident stockholder that he, she or it will advise the Company accordingly if he, she or it ceases to meet the conditions to be entitled to the DWT exemption. No declaration is required if the stockholder is a 5% parent company in another EU member state in accordance with section 831 TCA 1997. Neither is a declaration required on the payment by a company resident in Ireland to another company so resident if the company making the dividend is a 51% subsidiary of that other company.

The Irish Department of Finance had sought to introduce a Dividend Withholding Tax Real-Time Reporting system from January 1, 2021. Under this system, Irish resident companies would be required to obtain tax reference numbers from shareholders in advance of making a distribution. A public consultation process between stakeholders, shareholders and representative bodies with the Irish Revenue Commissioners ran between October 2019 and March 2020, the outcomes of which have yet to be published. One of the main areas of concern raised was regarding the practicality of managing such a system in respect of listed companies who have a large and diverse base of international investors. On May 19, 2020, having regard to the scale of the challenge facing the industry in preparing for the transfer of the Irish equities market to a new settlement system by March 2021, and business challenges and disruption caused by the Covid-19 pandemic, the Irish Revenue Commissioners postponed the planned introduction of the Real-Time Reporting System from January 1, 2021 until an undefined later date. On March 1, 2021 Irish Revenue stated that they will engage with stakeholders in advance of the resumption of the change management program and will ensure that adequate time is allocated to the delivery of any development work associated with Dividend Withholding Tax real-time reporting. Irish Revenue have not made any further statements on the issue.

*American Depositary Receipts.* Special arrangements with regard to the dividend withholding tax obligation apply in the case of Irish companies using ADRs through U.S. depository banks that have been authorized by the Irish Revenue. Such banks, which receive dividends from the Company and pass them on to the U.S. ADR holders beneficially entitled to such dividends, will be allowed to receive and pass on the gross dividends (i.e., before withholding) based on an “address system” where the recorded addresses of such holder, as listed in the depository bank’s register of depository receipts, is in the United States.

*Taxation on Dividends.* Companies’ resident in Ireland other than those taxable on receipt of dividends as trading income are exempt from corporation tax on distributions received on Ordinary Shares from other Irish resident companies. Stockholders that are “close” companies for Irish taxation purposes may, however, be subject to a corporation tax surcharge (currently 20%) on undistributed investment income.

Individual stockholders who are resident or ordinarily resident in Ireland are subject to income tax on the gross dividend at their marginal tax rate but are entitled to a credit for the tax withheld by the Company paying the dividend. The dividend will also be subject to the universal social charge. An individual stockholder who is not liable or not fully liable for income tax by reason of exemption or otherwise may be entitled to receive an appropriate refund of tax withheld. A charge to Irish social security taxes can also arise for such individuals on the amount of any dividend received from the Company.

Except in certain circumstances, a person who is neither resident nor ordinarily resident in Ireland and is entitled to receive dividends without deductions is not liable for Irish tax on the dividends. Where a person who is neither resident nor ordinarily resident in Ireland is subject to withholding tax on the dividend received due to not benefiting from any exemption from such withholding, the amount of that withholding will generally satisfy such person’s liability for Irish tax, however individual shareholders should confirm this with their own tax adviser.

*Capital Gains Tax.* A person who is either resident or ordinarily resident in Ireland will generally be liable for Irish capital gains tax on any gain realized on the disposal of the Ordinary Shares or ADRs. The current capital gains tax rate



is 33%. A person who is neither resident nor ordinarily resident in Ireland and who does not carry on a trade in Ireland through a branch or agency will not be subject to Irish capital gains tax on the disposal of the Ordinary Shares or ADRs.

*Irish Capital Acquisitions Tax.* A gift or inheritance of the Ordinary Shares or ADRs will be within the charge to Irish Capital Acquisitions Tax ("CAT") notwithstanding that the donor or the donee / successor in relation to such gift or inheritance is resident outside Ireland. CAT is charged at a rate of 33% above a tax-free threshold. This tax-free threshold is determined by the amount of the current benefit and of previous benefits taken since December 5, 1991, as relevant, within the charge to CAT and the relationship between the donor and the successor or donee. Gifts and inheritances between spouses (and in certain cases former spouses) are not subject to CAT.

In a case where an inheritance or gift of the Ordinary Shares or ADRs is subject to both Irish CAT and foreign tax of a similar character, the foreign tax paid may in certain circumstances be credited in whole or in part against the Irish tax.

*Irish Stamp Duty.* It is assumed for the purposes of this paragraph that ADRs are dealt in on a recognized stock exchange in the United States (the NASDAQ being a recognized stock exchange in the United States for this purpose). Under current Irish law, no stamp duty will be payable on the acquisition of ADRs by persons purchasing such ADRs or on any subsequent transfer of ADRs. A transfer of Ordinary Shares (including transfers effected through a securities settlement system) wherever executed and whether on sale, in contemplation of a sale or by way of a gift, will be subject to duty at the rate of 1% of the consideration given or, in the case of a gift or if the purchase price is inadequate or unascertainable, on the market value of the Ordinary Shares. Transfers of Ordinary Shares that are not liable for duty at the rate of 1% (e.g., transfers under which there is no change in beneficial ownership) may be subject to a fixed duty of €12.50.

The Irish Revenue treats a conversion of Ordinary Shares to ADRs made in contemplation of a sale or a change in beneficial ownership (under Irish law) as an event subject to stamp duty at a rate of 1%. The Irish Revenue has indicated that a re-conversion of ADRs to Ordinary Shares made in contemplation of a sale or a change in beneficial ownership (under Irish law) will not be subject to a stamp duty. However, the subsequent sale of the re-converted Ordinary Shares may give rise to Irish stamp duty at the 1% rate. If the transfer of the Ordinary Shares is a transfer under which there is no change in the beneficial ownership (under Irish law) of the Ordinary Shares being transferred, nominal stamp duty only may be payable on the transfer. Under Irish law, it is not clear whether the mere deposit of Ordinary Shares for ADRs or ADRs for Ordinary Shares would be deemed to constitute a change in beneficial ownership. Accordingly, it is possible that holders would be subject to stamp duty at the 1% rate when merely depositing Ordinary Shares for ADRs or ADRs for Ordinary Shares and, consequently, the Depositary reserves the right in such circumstances to require payment of stamp duty at the rate of 1% from the holders.

The person accountable for payment of stamp duty is the transferee or, in the case of a transfer by way of a gift or for a consideration less than the market value, all parties to the transfer. Stamp duty is normally payable within 30 days after the date of execution of the transfer, although the Irish e-Stamping system allows for 44 days. Late or inadequate payment of stamp duty will result in liability for interest, penalties, and fines.

## **United States Federal Income Tax Considerations**

The following is a summary of certain U.S. federal income tax considerations relating to the purchase, ownership and disposition of Ordinary Shares or ADRs by a beneficial owner of the Ordinary Shares or ADRs who is a citizen or resident of the United States, a U.S. domestic corporation or otherwise subject to U.S. federal income tax on a net income basis in respect of the Ordinary Shares or the ADRs (a "U.S. Holder"). This summary does not purport to be tax advice or a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, hold, or dispose of the Ordinary Shares or the ADRs. In particular, the summary deals only with U.S. Holders that will hold Ordinary

Shares or ADRs as capital assets and generally does not address the tax treatment of U.S. Holders that may be subject to special tax rules such as banks, regulated investment companies, insurance companies, tax-exempt organizations dealers in securities or currencies, partnerships or partners therein, entities subject to the branch profits tax, traders in securities electing to mark to market, persons that own 10% or more of the stock of the Company (measured by vote or value), persons whose “functional currency” is not U.S. dollars or persons that hold the Ordinary Shares or the ADRs as a synthetic security or as part of an integrated investment (including a “straddle” or hedge) consisting of the Ordinary Shares or the ADRs and one or more other positions. Moreover, this summary does not address state, local or foreign taxes, the U.S. federal estate and gift taxes, the Medicare contribution tax on net investment income of certain non-corporate U.S. Holders, or alternative minimum tax consequences of acquiring, holding or disposing of Ordinary Shares or ADSs.

This summary is based on the Internal Revenue Code of 1986, as amended (the “Code”), its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These authorities are subject to change, possibly on a retroactive basis. In addition, this summary assumes the deposit agreement, and all other related agreements, will be performed in accordance with their terms.

Holders of the Ordinary Shares or the ADRs should consult their own tax advisors as to the U.S. or other tax consequences of the purchase, ownership, and disposition of the Ordinary Shares or the ADRs in light of their particular circumstances, including, in particular, the effect of any foreign, state or local tax laws.

For U.S. federal income tax purposes, holders of the ADRs generally will be treated as the beneficial owners of the Ordinary Shares represented by those ADRs.

#### *Taxation of Dividends*

The gross amount of any dividends (including any amount withheld in respect of Irish taxes) paid with respect to the Ordinary Shares, including Ordinary Shares represented by ADRs, will generally be includible in the taxable income of a U.S. Holder when the dividends are received by the holder, in the case of Ordinary Shares, or when received by the Depositary, in the case of ADRs. Such dividends will not be eligible for the “dividends received” deduction allowed to U.S. corporations in respect of dividends from a domestic corporation. Dividends paid in euro generally should be included in the income of a U.S. Holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day they are received by the holder, in the case of Ordinary Shares, or the Depositary, in the case of ADRs. U.S. Holders generally should not be required to recognize any foreign currency gain or loss to the extent such dividends paid in euro are converted into U.S. dollars immediately upon receipt.

Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual with respect to the Ordinary Shares or ADRs will be taxable at the preferential rates for “qualified dividends” if (i) the Company is eligible for the benefits of a comprehensive income tax treaty with the United States that the Internal Revenue Service (“IRS”) has approved for the purposes of the qualified dividend rules and (ii) the Company was not, in the year prior to the year in which the dividend is paid, and is not, in the year in which the dividend is paid, a passive foreign investment company (a “PFIC”). The Convention between the Government of the United States of America and the Government of Ireland for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital Gains, dated as of July 28, 1999 (the “U.S.-Ireland Income Tax Treaty”) has been approved for the purposes of the qualified dividend rules. Based on the Company’s audited financial statements and relevant market data, the Company believes that it was not treated as a PFIC for U.S. federal income tax purposes with respect to its 2022 and 2023 taxable years. In addition, based on the Company’s audited financial statements and its current expectations regarding the value and nature of its assets, the sources and nature of its income, and relevant market data, the Company does not expect to be a PFIC for its 2024 taxable year.

Dividends received by U.S. Holders generally will constitute foreign source and “passive category” income for U.S. foreign tax credit purposes. Subject to limitations under U.S. federal income tax law concerning credits or deductions for foreign taxes, any Irish taxes withheld at the appropriate rate from cash dividends on the Ordinary Shares or ADRs may be treated as a foreign income tax eligible for credit against a U.S. Holder’s U.S. federal income tax liability (or at a U.S. Holder’s election, may be deducted in computing taxable income if the U.S. Holder has elected to deduct all foreign income taxes for the taxable year). As a result of new requirements adopted by the IRS in regulations promulgated in December 2021, Irish dividend withholding taxes generally will need to satisfy certain additional requirements in order for a credit to be allowed.

In the case of a U.S. Holder that either (i) is eligible for, and properly elects, the benefits of the U.S.-Ireland Income Tax Treaty, or (ii) consistently elects to apply a modified version of these rules under recently issued temporary guidance and complies with specific requirements set forth in such guidance, the Irish tax on dividends will be treated as meeting the new requirements and therefore as a creditable tax. In the case of all other U.S. Holders, the application of these requirements to the Irish dividend withholding tax is uncertain and, accordingly, no assurance can be given that any Irish withholding tax will be creditable. If the Irish dividend withholding tax is not a creditable tax for a U.S. Holder or the U.S. Holder does not elect to claim a foreign tax credit for any foreign income taxes, the U.S. Holder may be able to deduct the Irish tax in computing such U.S. Holder’s taxable income for U.S. federal income tax purposes. The temporary guidance discussed above also indicated that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. Given the added complexity of the U.S. foreign tax credit rules, U.S. Holders should consult their own tax advisors concerning the implications of these rules in light of their particular circumstances.

Distributions of Ordinary Shares that are made as part of a *pro rata* distribution to all stockholders generally should not be subject to U.S. federal income tax, unless the U.S. Holder has the right to receive cash or property instead, in which case the U.S. Holder will be treated as if it received cash equal to the fair market value of the distribution.

#### *Taxation of Capital Gains*

Upon a sale or other disposition of the Ordinary Shares or ADRs, U.S. Holders will recognize a gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the U.S. dollar value of the amount realized on the disposition and the U.S. Holder’s tax basis, determined in U.S. dollars, in the Ordinary Shares or ADRs. Generally, such gains or losses will be capital gains or losses and will be long-term capital gains or losses if the Ordinary Shares or ADRs have been held for more than one year. Short-term capital gains are subject to U.S. federal income taxation at ordinary income rates, while long-term capital gains realized by a U.S. Holder that is an individual generally are subject to taxation at preferential rates. Gains realized by a U.S. Holder generally should constitute income from sources within the United States for foreign tax credit purposes and generally should constitute “passive category” income for such purposes. The deductibility of capital losses, in excess of capital gains, is subject to limitations.

Deposits and withdrawals of Ordinary Shares by U.S. Holders in exchange for ADRs should not result in the realization of gain or loss for U.S. federal income tax purposes.

#### *Foreign Financial Asset Reporting*

Certain U.S. Holders that own “specified foreign financial assets” with an aggregate value in excess of U.S.\$50,000 on the last day of the taxable year or U.S.\$75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on IRS Form 8938, with respect to such assets. “Specified foreign financial assets” include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer that are not held in accounts maintained by financial institutions. The

understatement of income attributable to “specified foreign financial assets” in excess of U.S.\$5,000 extends the statute of limitations with respect to the tax return to six years after the return was filed. U.S. Holders who fail to report the required information could be subject to substantial penalties. Holders are encouraged to consult with their own tax advisors regarding the possible application of these rules, including the application of the rules to their particular circumstances.

#### *Information Reporting and Backup Withholding*

Dividends paid on, and proceeds from, the sale or other disposition of the Ordinary Shares or ADRs that are made within the United States or through certain U.S. related financial intermediaries generally will be subject to information reporting and may also be subject to backup withholding unless the holder (i) provides a correct taxpayer identification number and certifies that it is not subject to backup withholding or (ii) otherwise establish an exemption from backup withholding. Backup withholding is not an additional tax. Any amounts withheld may be allowed as a refund or credit against a U.S. Holder’s U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

### **DOCUMENTS ON DISPLAY**

Copies of Ryanair Holdings’ Articles may be examined at its registered office and principal place of business at Dublin Office, Airside Business Park, Swords, County Dublin, K67 NY94, Ireland and are also available on the Ryanair website.

Ryanair Holdings also files reports, including Annual Reports on Form 20-F, periodic reports on Form 6-K and other information, with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

#### **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

### **GENERAL**

Ryanair is exposed to market risks relating to fluctuations in commodity prices, carbon pricing, interest rates and currency exchange rates. The objective of financial risk management at Ryanair is to minimize the negative impact of commodity price, interest rate and foreign exchange rate fluctuations on the Company’s earnings, cash flows and equity.

To manage these risks, Ryanair uses various derivative financial instruments, including cross currency swaps, interest rate swaps, foreign currency forward contracts, commodity forwards and options. These derivative financial instruments are generally held to maturity and are not actively traded. The Company enters into these arrangements with the goal of hedging its operational and balance sheet risk. However, Ryanair’s exposure to commodity price, interest rate and currency exchange rate fluctuations cannot be neutralized completely.

In executing its risk management strategy, Ryanair currently enters into forward swap contracts and call options for the purchase of some of the jet fuel (jet kerosene) that it expects to use. It also uses foreign currency forward contracts intended to reduce its exposure to risks related to foreign currencies, principally the U.S. dollar. Furthermore, it enters into interest rate contracts with the objective of fixing certain borrowing costs and hedging principal repayments, particularly those associated with the purchase of new Boeing 737-8200s. Ryanair is also exposed to the risk that the counterparties to its derivative financial instruments may not be creditworthy. If a counterparty was to

default on its obligations under any of the instruments described below, Ryanair's economic expectations when entering into these arrangements might not be achieved and its financial condition could be adversely affected. Transactions involving derivative financial instruments are also relatively illiquid as compared with those involving other kinds of financial instruments. It is Ryanair's policy not to enter into transactions involving financial derivatives for speculative purposes.

The following paragraphs describe Ryanair's fuel hedging, carbon hedging, foreign currency and interest rate swap arrangements and analyze the sensitivity of the market value, earnings and cash flows of the financial instruments to hypothetical changes in commodity prices, carbon prices, interest rates and exchange rates as if these changes had occurred at March 31, 2024. The range of changes selected for this sensitivity analysis reflects Ryanair's view of the changes that are reasonably possible over a one-year period.

## FUEL PRICE EXPOSURE AND HEDGING

Fuel costs constitute a substantial portion of Ryanair's operating expenses (approximately 45% and 43% of such expenses in fiscal years 2024 and 2023, respectively). Ryanair engages in fuel price hedging transactions from time to time. Fuel hedging is achieved via fuel forward swap contracts and fuel call options. In a fuel forward swap transaction Ryanair and a counterparty agree to exchange payments equal to the difference between a fixed price for a given quantity of jet fuel and the market price for such quantity of jet fuel at a given date in the future, with Ryanair receiving the amount of any excess of such market price over such fixed price and paying to the counterparty the amount of any deficit of such fixed price under such market price. In a fuel call option transaction, a counterparty provides Ryanair with the right, but not the obligation, to purchase a fixed price for a given quantity of jet fuel in exchange for the market price at a given date in the future.

Ryanair has historically entered into arrangements providing for substantial protection against fluctuations in fuel prices, generally through forward swap contracts covering periods of up to 12 to 18 months of anticipated jet fuel requirements. See "Item 3. Key Information—Risk Factors—Risks Related to the Company—Changes in fuel costs and availability affect the Company's results" for additional information on recent trends in fuel costs and the Company's related hedging activities, as well as certain associated risks. See also "Item 5. Operating and Financial Review and Prospects—Fiscal year 2024 compared with fiscal year 2023—Fuel and oil." For the fiscal year 2024, Ryanair had entered into jet fuel forward swap contracts and fuel call options covering approximately 84% of fuel requirements (2023: 81%). As of March 31, 2024, the Company had entered into jet fuel forward swap contracts covering approximately 70% of its estimated requirements for the fiscal year 2025 at prices equivalent to approximately U.S.\$795 per metric ton. The Company has designated the fuel forward swap contracts as hedging instruments in a hedge relationship. The Company believes these hedges to be effective for hedge accounting purposes.

While these hedging strategies can cushion the impact on Ryanair of fuel price increases in the short term, in the medium to longer-term, such strategies cannot be expected to eliminate the impact on the Company of an increase in the market price of jet fuel. The unrealized gains or losses on outstanding forward swap contracts and option agreements at March 31, 2024 and 2023, based on their fair values, amounted to a €190m gain and €344m loss (gross of tax), respectively. Based on Ryanair's fuel consumption for fiscal year 2024, a change of U.S.\$1.00 in the average annual price per metric ton of jet fuel (before the impact of derivatives) would have caused a change of approximately €4.8m in Ryanair's fuel costs. See "Item 3. Key Information—Risk Factors—Risks Related to the Company—Changes in fuel costs and availability affect the company's results."

Under IFRS, the Company's fuel forward swap contracts are treated as cash flow hedges of forecast fuel purchases for risks arising from the commodity price of fuel. The contracts are recorded at fair value in the balance sheet and are re-measured to fair value at the end of each fiscal period through equity to the extent effective, with any ineffectiveness recorded through the income statement. In fiscal year 2024, the Company recorded a positive fair-value



adjustment of €166m (net of tax), and in fiscal year 2023, the Company recorded a negative fair-value adjustment of €302m (net of tax) within accumulated other comprehensive income in respect of jet fuel forward swap contracts.

## CARBON EXPOSURE AND HEDGING

Ryanair engages in carbon hedging transactions in relation to obligations arising under the EU and UK Emission Trading Schemes. This hedging is achieved via forward contracts. As of March 31, 2024, the Company had entered into forward carbon hedging contracts covering approximately 100% of its estimated requirements for the fiscal year 2025 and approximately 28% of its estimated requirements for the fiscal year 2026 at prices equivalent to approximately €76 and €57 per allowance respectively. The Company has designated the carbon forward contracts as hedging instruments in a hedge relationship. The Company believes these hedges to be effective for hedge accounting purposes.

While these hedging strategies can cushion the impact on Ryanair of carbon price increases in the short term, in the medium to longer-term, such strategies cannot be expected to eliminate the impact on the Company of an increase in carbon market prices. The unrealized loss on outstanding carbon forward agreements at March 31, 2024, based on their fair values, amounted to a €163m loss. Based on Ryanair's ETS exposure for fiscal year 2024, a change of €1.00 in the average ETS allowance price per CO<sub>2</sub> ton would have caused a change of approximately €8m in Ryanair's carbon costs.

In fiscal year 2024, the Group recognized a cost associated with the purchase of carbon credits in the income statement within 'Fuel and oil' of approximately €690m (2023: €425m).

## FOREIGN CURRENCY EXPOSURE AND HEDGING

In recent years, Ryanair's revenues have been denominated primarily in two currencies, the euro and the UK pound sterling. The euro and the UK pound sterling accounted for approximately 67% and 22%, respectively, of Ryanair's total revenues in fiscal year 2024 (2023: 68% and 21% respectively). As Ryanair reports its results in euro, the Company is not exposed to any material currency risk as a result of its euro-denominated activities. Ryanair's operating expenses are primarily euro, UK pounds sterling and U.S. dollars. Ryanair's operations can be subject to significant direct exchange rate risks between the euro and the U.S. dollar because a significant portion of its operating costs (particularly those related to fuel purchases) is incurred in U.S. dollars, while practically none of its revenues are denominated in U.S. dollars. Appreciation of the euro against the U.S. dollar positively impacts Ryanair's operating income because the euro equivalent of its U.S. dollar operating costs decreases, while depreciation of the euro against the U.S. dollar negatively impacts operating income. It is Ryanair's policy to hedge a significant portion of its exposure to fluctuations in the exchange rate between the U.S. dollar and the euro. From time to time, Ryanair hedges its operating cash flows in UK pound sterling. Ryanair may choose to sell surplus UK pound sterling cash flows for euro after satisfying its UK pound sterling obligations.

*Hedging associated with the income statement.* In fiscal years 2024 and 2023, the Company entered into a series of forward contracts, principally euro/U.S. dollar forward contracts to hedge against variability in cash flows arising from market fluctuations in foreign exchange rates associated with its forecast fuel, maintenance and insurance costs. At March 31, 2024, the total unrealized gain relating to these contracts amounted to approximately €86m, compared to a €37m total unrealized loss at March 31, 2023.

Under IFRS, these foreign currency forward contracts are treated as cash flow hedges of forecast U.S. dollar and UK pound sterling purchases to address the risks arising from U.S. dollar and UK pound sterling exchange rates. The derivatives are recorded at fair value in the balance sheet and are re-measured to fair value at the end of each reporting period through equity to the extent effective, with ineffectiveness recorded through the income statement. Ryanair considers these hedges to be highly effective in offsetting variability in future cash flows arising from

fluctuations in exchange rates, because the forward contracts are timed so as to match exactly the amount, currency and maturity date of the forecast foreign currency-denominated expense being hedged.

*Hedging associated with the balance sheet.* In prior years, the Company entered into a series of cross currency interest rate swaps to manage exposures to fluctuations in foreign exchange rates of U.S. dollar-denominated floating rate borrowings, together with managing the exposures to fluctuations in interest rates on these U.S. dollar-denominated floating rate borrowings. Cross currency interest rate swaps were primarily used to convert a portion of the Company's U.S. dollar-denominated debt to euro and floating rate interest exposures into fixed rate exposures and were set so as to match exactly the critical terms of the underlying debt being hedged (i.e. notional principal, interest rate settings, re-pricing dates). These cross currency interest rate swaps matured in fiscal year 2024.

*Hedging associated with capital expenditures.* During fiscal years 2024 and 2023, the Company also held a series of euro/U.S. dollar contracts to hedge against changes in the fair value of aircraft purchase commitments under the Boeing contracts, which arise from fluctuations in the euro/U.S. dollar exchange rates. At March 31, 2024, the total unrealized gain relating to these contracts amounted to €57m, compared to €260m unrealized gain at March 31, 2023.

Under IFRS, the Company generally accounts for these contracts as cash flow hedges. Cash flow hedges are recorded at fair value in the balance sheet and are re-measured to fair value at the end of the financial period through equity to the extent effective, with any ineffectiveness recorded through the income statement. The Company has found these hedges to be highly effective in offsetting changes in the fair value of the aircraft purchase commitments arising from fluctuations in exchange rates because the forward exchange contracts are always for the same amount, currency and maturity dates as the corresponding aircraft purchase commitments.

A plus or minus change of 10% in relevant foreign currency exchange rates, based on outstanding foreign currency-denominated financial assets and financial liabilities at March 31, 2024 would have a positive impact of approximately €77m on the income statement (net of tax) (2023: €46m; 2022: €26m) if the rate fell by 10%, and a negative impact of approximately €63m on the income statement (net of tax) (2023: €38m; 2022: €2m) if the rate increased by 10%. The same movement of 10% in foreign currency exchange rates would have a positive approximately €501m impact (net of tax) on equity if the rate fell by 10% and a negative €410m impact (net of tax) if the rate increased by 10% (2023: €677m positive or €554m negative; 2022: €695m positive or €588m negative).

## INTEREST RATE EXPOSURE AND HEDGING

During the year ended March 31, 2022, the Group issued promissory notes to the value of approximately €0.2bn with maturity dates of October 2023. The notes were issued in settlement of certain aircraft trade payables and were non-interest bearing. These were non-cash settled in full during the fiscal year ended March 31, 2024.

*Interest rate risk.* Based on the levels of and composition of year-end interest bearing assets and liabilities, including derivatives, at March 31, 2024, a plus one percentage point movement in interest rates would result in a respective increase of approximately €42m (net of tax) in net finance income (2023: increase in net finance expense of €92m; 2022: decrease in net finance expense of €19m) and a minus one percentage point movement in interest rates would result in a respective decrease of approximately €16m in net finance income in the income statement (2023: decrease in net finance expense of €49m; 2022: increase in net finance expense of €33m;) and a nil increase or decrease in equity (2023: nil 2022: nil).

## Item 12. Description of Securities Other than Equity Securities

Holders of ADSs are required to pay certain fees and expenses. The table below sets forth the fees and expenses which holders of ADSs, under the deposit agreement between the Company, The Bank of New York Mellon and holders of ADSs, can be charged for or which can be deducted from dividends or other distributions on the deposited shares. The Company and The Bank of New York Mellon have also entered into a separate letter agreement, which has the effect of reducing some of the fees listed below.

<b>Persons depositing or withdrawing ADSs must pay:</b>	<b>For:</b>
\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs).	Issuance of ADSs, including issuances resulting from a distribution of common shares or rights or other property.
	Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates.
\$0.02 (or less) per ADS.	Any cash distribution to the holder of the ADSs.
\$0.02 (or less) per ADS per calendar year.	Depository services.
A fee equivalent to the fee that would be payable if securities distributed to the holder of ADSs had been shares and the shares had been deposited for issuance of ADSs.	Distribution of securities distributed by the issuer to the holders of common securities, which are distributed by the depository to ADS holders.
Registration or transfer fees.	Transfer and registration of shares on Ryanair's share register to or from the name of the depository or its agent when the holder of ADSs deposits or withdraws common shares.
Expenses of the depository.	Cable, telex and facsimile transmissions (when expressly provided for in the deposit agreement).
	Expenses of the depository in converting foreign currency to U.S. dollars.
Taxes and other governmental charges the depository or the custodian have to pay on any ADSs or common shares underlying ADSs (for example, stock transfer taxes, stamp duty or withholding taxes).	As necessary.
Any charges incurred by the depository or its agents for servicing the deposited securities.	As necessary.

### Reimbursement of Fees

From April 1, 2023 to March 31, 2024 the Depository collected annual depository services fees equal to approximately U.S.\$4m from holders of ADSs, net of fees paid to the Depository by the Company.

## PART II

### Item 13. *Defaults, Dividend Arrearages and Delinquencies*

None.

### Item 14. *Material Modifications to the Rights of Security Holders and Use of Proceeds*

None.

### Item 15. *Controls and Procedures*

#### DISCLOSURE CONTROLS AND PROCEDURES

The Company has carried out an evaluation, as of March 31, 2024, under the supervision and with the participation of the Company's management, including the Group CEO and Group CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon the Company's evaluation, the Group CEO and Group CFO have concluded that, as of March 31, 2024, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the reports the Company files or submits under the Exchange Act is recorded, processed, summarized and reported as and when required, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to the Company's management, including the Group CEO and Group CFO, as appropriate to allow timely decisions regarding required disclosure.

#### MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's management evaluated the effectiveness of the Company's internal control over financial reporting as of March 31, 2024, based on the criteria established in the 2013 Framework in "Internal Control – Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on

the evaluation, management has concluded that the Company maintained effective internal control over financial reporting as of March 31, 2024.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There has been no change in the Company’s internal control over financial reporting during fiscal year 2024 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Item 16. Reserved

Item 16A. Audit Committee Financial Expert

The Company’s Board of Directors has determined that Geoff Doherty qualifies as “Audit Committee financial expert” within the meaning of Item 16A of Form 20-F. Mr. Doherty is independent for purposes of the listing rules of NASDAQ.

Item 16B. Code of Ethics

The Company has adopted a broad Code of Business Conduct and Ethics and an Anti-bribery and Corruption (“ABAC”) policy that meets the requirements for a “code of ethics” as defined in Item 16B of Form 20-F. The Code of Business Conduct and Ethics and the ABAC policy applies to the Company’s Group CEO, Group CFO, Chief Accounting Officer, controller and persons performing similar functions, as well as to all of the Company’s other officers, Directors and employees. The Code of Business Conduct and Ethics and ABAC policy is available on Ryanair’s website at <https://investor.ryanair.com> (Information appearing on the website is not incorporated by reference into this Annual Report.) The Company has not made any amendment to, or granted any waiver from, the provisions of this Code of Business Conduct and Ethics or the ABAC policy that apply to its Group CEO, Group CFO, Chief Accounting Officer, controller or persons performing similar functions during its most recently completed fiscal year.

Item 16C. Principal Accountant Fees and Services

Our independent registered public accounting firm is PricewaterhouseCoopers (“PwC”), Dublin, Ireland, PCAOB Auditor Firm ID: 01366.

Audit and Non-Audit Fees

The following table sets forth the fees billed or billable to the Company by its independent auditors during the fiscal years ended March 31, 2024, 2023 and 2022:

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Audit fees	0.9	0.8	0.6
Audit related fees	0.2	0.0	0.1
Tax fees	0.1	0.1	0.0
Total fees	1.2	0.9	0.7

Audit fees in the above table are the aggregate fees billed or billable by KPMG in fiscal year 2022, and by PwC in fiscal years 2023 and 2024 in connection with the audit of the Company’s annual financial statements, as well as work that generally only the independent auditor can reasonably be expected to provide, including the provision of statutory



audits, discussions surrounding the proper application of financial accounting and reporting standards and services provided in connection with certain regulatory requirements including those under the Sarbanes-Oxley Act of 2002.

Audit related fees comprise fees for assurance and services related to audit and other attestation services performed by the auditor as required by statute, regulation or contract and which are not reported under "Audit fees".

Tax fees include fees for all services, except those services specifically related to the audit of financial statements, performed by the independent auditor's tax personnel, work performed in support of other tax-related regulatory requirements and tax compliance reporting.

#### **All Other Fees**

No fees were billed for each of the last two fiscal years for products and services other than above.

#### **Audit Committee Pre-Approval Policies and Procedures**

The Audit Committee expressly pre-approves every engagement of Ryanair's independent auditors for all audit and non-audit services provided to the Company.

#### **Item 16D. Exemptions from the Listing Standards for Audit Committees**

None.

#### **Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

From April 1, 2023 to June 26, 2024 the Company did not buy any ordinary shares.

See "Item 8. Financial Information—Other Financial Information—Share Buyback Program" and "Item 9. The Offer and Listing—Trading Markets" for further information regarding the Company's Ordinary Share buyback program, pursuant to which all of the shares purchased by the Company were purchased.

#### **Item 16F. Change in Registrant's Certified Accountant**

Not applicable.

#### **Item 16G. Corporate Governance**

See "Item 6. Directors, Senior Management and Employees—Directors—Exemptions from NASDAQ Corporate Governance Rules" for further information regarding the ways in which the Company's corporate governance practices differ from those followed by domestic companies listed on NASDAQ.

#### **Item 16H. Mine Safety Disclosure**

Not applicable.

#### **Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## Item 16J. Insider trading policies

The Company has adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of its securities by Directors, Senior Management and employees that are designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. These policies and procedures are included in the Company's Code of Dealing in Securities of Ryanair Holdings plc (the "Code of Dealing"), which is filed as Exhibit 11.1 to this annual report on Form 20-F.

The Company monitors inside information as defined under the EU Market Abuse Regulation 2014/596 ("MAR") as part of its compliance with MAR and as part of its disclosure controls and procedures, and imposes restrictions on trading in its own securities when it has undisclosed inside information. The Company also generally refrains from trading in its own securities during its regular closed periods.

## Item 16K. Cybersecurity

### Risk assessment, policies and procedures

The Company is dependent on the use of technology and systems to run its operations. These technologies and systems include, among others, the Company's website and reservation system; flight planning and scheduling systems; flight dispatch and tracking systems; crew scheduling systems; baggage check-in kiosks; aircraft maintenance, planning, and record keeping systems; telecommunications systems; human resources systems; and financial planning, management, and accounting systems. The Company is committed to safeguarding these information systems and the information they hold, from unauthorized access, use, disclosure, disruption, modification or destruction.

The Company's processes for identifying, assessing and managing material risks from cybersecurity threats (including those associated with the Company's use of third party service providers) are incorporated into its Enterprise Risk Management ("ERM") framework, alongside other critical business risks. The teams responsible for ERM and Information Security coordinate to review and assess these risks using a wide range of tools and services. The Company believes that integrating cybersecurity risks into its ERM framework ensures a proactive approach to cybersecurity, lessens the need for third party assistance in managing cybersecurity threats and helps safeguard the Company's operations, financial performance and reputation.

The Company's cybersecurity program is designed to detect, respond to, and recover from cybersecurity threats and risks, and protect the confidentiality, integrity, and availability of its information systems, including the information residing on such systems. The program utilises guidance drawn from the U.S. National Institute of Standards and Technology Cybersecurity Framework to set the cybersecurity agenda and prioritise cybersecurity activities. The strategies employed by the program, among others, include:

- the application of policies and procedures designed to comply with data security and privacy obligations;
- the implementation of administrative, technical, and physical controls;
- the utilisation of a Security Operations Center that conducts ongoing monitoring of networks and systems for potential signs of suspicious activity;
- the requirement that staff complete cybersecurity training, which is updated as new technology, security and privacy issues emerge;
- the tracking of key performance indicators and cybersecurity metrics to evaluate existing cybersecurity controls and practices;
- maintaining a cybersecurity incident response plan to respond to cybersecurity incidents, which includes standard processes for reporting, escalating and recommending remediation actions for cybersecurity incidents to senior management; and

- conducting periodic simulated cybersecurity scenarios to provide hands-on training and test the preparedness of the team to deal with cybersecurity threats.

## Cybersecurity Governance

### Board and Audit Committee

The Board is responsible for overseeing management's assessment of major risks, including cybersecurity, facing the Company and for reviewing options to mitigate such risks. The Board's oversight of major risks, including cybersecurity risks, occurs at both the full Board level and at the Board committee level through the Audit Committee. The Company benefits from certain Board and Audit Committee members having considerable IT, data and cyber experience.

The Audit Committee regularly receives updates on cybersecurity risks and the security and operations of the Company's information technology systems from the Chief Technology Officer ("CTO"). These updates generally include any significant cybersecurity incidents, cybersecurity threats, cybersecurity program enhancements, and cybersecurity risks and related mitigation activities. This reporting helps to provide the Audit Committee with an informed understanding of the Company's dynamic cybersecurity program and threat landscape. The Audit Committee also receives an ERM framework twice a year, in which material cybersecurity risks are identified, assessed and managed.

The Audit Committee has opportunities to report regularly to the Board and review any major issues that arise at the committee level, which may include cybersecurity risks. Senior Management (including the CTO) also brief Board members, including new members, on cybersecurity risks. Based on this information, Board members may request additional information to address any concerns.

### Management

The Company has a dedicated cybersecurity organization within its technology department that focuses on current and emerging cybersecurity matters. The Company's cybersecurity function is led by the Head of Information Security, who reports to the CTO.

The Company's cybersecurity function engages in a range of cybersecurity activities such as threat detection, security mechanisms, and incident response. The cybersecurity function conducts vulnerability management and penetration testing to identify and mitigate vulnerabilities. Regular meetings are held with the Head of Information Security and the CTO to provide visibility of major issues and seek alignment with strategy. As noted in the "Risk assessment, policies and procedures" section above, the Company's cybersecurity incident response plan includes standard processes for reporting, escalating and recommending remediation actions for cybersecurity incidents to Senior Management. Cybersecurity incidents that meet certain thresholds are escalated to the cybersecurity leaders and cross-functional teams on an as-needed basis for support and guidance.

The Head of Information Security has 30 years of IT experience across manufacturing, banking and aviation, including 12 years of cybersecurity experience. He holds the following relevant qualifications:

- BSc Information Technology
- CISSP (Certified Information Systems Security Professional)
- CISM (Certified Information Security Manager)
- CEH (Certified Ethical Hacker)

For details of the CTO's experience, please see "Item 6. Directors, Senior Management and Employees – Senior Management".

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## **Risks from Material Cybersecurity Threats**

During fiscal year 2024, the Company reported no material cybersecurity incidents affecting the confidentiality, integrity, or availability of data or systems. There are no identified risks from known cybersecurity threats, that have materially affected or are reasonably likely to materially affect the Company, including its operations, business strategy, results of operations, or financial condition. For a detailed discussion of the Company's cybersecurity related risks, see "Item 3. Key Information—Risks related to the Company—Ryanair is subject to cyber security risks and may incur increasing costs in an effort to minimize those risks".

## **PART III**

### **Item 17. *Financial Statements***

Not applicable.

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**Item 18. *Financial Statements***

**RYANAIR HOLDINGS PLC  
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# ***Independent auditors' report to the members of Ryanair Holdings plc***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Ryanair Holdings plc's consolidated financial statements and Company financial statements (the "financial statements"):

- give a true and fair view of the Group's and the Company's assets, liabilities and financial position as at March 31, 2024 and of the Group's profit and the Group's and the Company's cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union and, as regards the Company's financial statements, as applied in accordance with the provisions of the Companies Act 2014; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014 and, as regards the consolidated financial statements, Article 4 of the IAS Regulation.

We have audited the financial statements, included within the Annual Report, which comprise:

- the Consolidated and Company Balance Sheet as at March 31, 2024;
- the Consolidated Income Statement and Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated and Company Statement of Cash Flows for the year then ended;
- the Consolidated and Company Statement of Changes in Shareholders' Equity for the year then ended; and
- the notes to the financial statements, which include a description of the accounting policies.

Our opinion is consistent with our reporting to the Audit Committee.

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### **Separate opinion in relation to IFRS Accounting Standards as issued by the International Accounting Standards Board**

As explained in note 1 to the financial statements, the Group, in addition to applying IFRSs as adopted by the European Union, has also applied IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

In our opinion, the consolidated financial statements comply with IFRS Accounting Standards as issued by the IASB.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law. Our responsibilities under ISAs (Ireland) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, which includes IAASA's Ethical Standard as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by IAASA's Ethical Standard were not provided to the Group or the Company.

Other than those disclosed in note 18 to the financial statements, we have provided no non-audit services to the Group or the Company in the period from April 1, 2023 to March 31, 2024.

## Our audit approach

### Overview



#### Overall materiality

- €106.4 million (2023: €70 million) - Consolidated financial statements
- Based on c. 5% of profit before tax.
- €34.9 million (2023: €17.8 million) - Company financial statements
- Based on c. 1% of net assets.

#### Performance materiality

- €79.8 million (2023: €52.5 million) - Consolidated financial statements.
- €26.2 million (2023: €13.4 million) - Company financial statements.

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#### Audit scope

- The Group currently comprises five separate airlines being Ryanair DAC, Ryanair UK, Buzz, Lauda and Malta Air.
- The financial information for the Group that is prepared and managed at the Group's head office in Dublin has been identified as a single 'Ryanair Head Office' component.
- We performed a full scope audit of the complete financial information of Ryanair Head Office, the financially significant reporting component, which accounts for in excess of 99% of Group revenues.
- In addition, audit procedures over selected account balances and transactions were performed at a further component. The nature and extent of these audit procedures were determined by our risk assessment.
- Taken together, the audit of financial information accounted for in excess of 99% of Consolidated revenues, Consolidated total assets and Consolidated total liabilities.

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#### Key audit matters

- Aircraft component - estimated useful lives and expected residual values (Group).
- Loans and receivables due from subsidiaries (Company).

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### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

#### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><i>Aircraft component - estimated useful lives and expected residual values (Group)</i></p> <p>Refer to Note 1(vi) Critical accounting policies - Long-lived assets, Note 1 (viii) Summary of material accounting policies - Property, plant and equipment - Aircraft and Note 2 Property, plant and equipment.</p> <p>Property, plant and equipment amounted to €10,847 million, of which €10,612 million were aircraft related.</p> <p>In estimating the useful lives and expected residual values of the aircraft component, the Group considered a number of factors, including its own historic experience and past practices of aircraft disposal, renewal programmes, forecasted growth plans, external valuations from independent appraisers, recommendations from the aircraft supplier and manufacturer and other industry-available information.</p> <p>We determined this to be a key audit matter due to the judgement exercised by management when estimating the aircraft component's useful lives and expected residual values assumptions.</p>	<p>We evaluated and tested certain internal controls related to the assessment of the estimated useful lives and expected residual values assumptions for the aircraft component.</p> <p>To assess the reasonableness of the estimated useful lives and expected residual values assumptions we considered a number of factors, including:</p> <ul style="list-style-type: none"> <li>• recommendations from the aircraft manufacturer;</li> <li>• the age profile of the aircraft and the Group's aircraft renewal programme;</li> <li>• third party valuation from an independent appraiser; and</li> <li>• the Group's own experience of disposal of its aircraft.</li> </ul> <p>We also considered the published estimates of certain other international airlines.</p> <p>We assessed the adequacy of the related disclosures.</p> <p>Based on our procedures we determined the useful life and residual values assumptions used by management in respect of the aircraft component to be reasonable.</p>
<p><i>Loans and receivables due from subsidiaries (Company)</i></p> <p>Refer to Note 28 Basis of preparation and material accounting policies - Loans and borrowings and Note 30 Loans and receivables due from subsidiaries</p> <p>The Company's loans and receivables due from subsidiaries are carried at amortised cost. The carrying value at March 31, 2024 amounted to €3,325 million.</p> <p>We determined this to be a key audit matter as loans and receivables due from subsidiaries are the principal assets held by the Company.</p>	<p>We obtained a sample of the intercompany agreements and confirmed the balances recorded by the Company with the amounts recorded by the counterparty Group companies to test the existence and accuracy of the loans and receivables due from subsidiaries.</p> <p>We considered the ability of the counterparty Group companies to meet payments due to the Company if demanded.</p> <p>We concluded that the amounts recorded and related disclosures were appropriate.</p>

#### *How we tailored the audit scope*

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group currently comprises five separate airlines being Ryanair DAC, Ryanair UK, Buzz, Lauda and Malta Air. The financial information for the Group that is prepared and managed at the Group's head office in Dublin has been identified as a single 'Ryanair Head Office' component.

In establishing the overall approach to the Group audit, we identified one financially significant reporting component, Ryanair Centre, which accounts for in excess of 99% of Group revenues and in our view required an audit of its complete financial information due to its size and financial significance to the Group. In addition, audit procedures over selected account balances and transactions were performed at a further component. The nature and extent of these audit procedures were determined by our risk assessment.

Taken together, the audit of financial information accounted for in excess of 99% of Consolidated revenues, Consolidated total assets and Consolidated total liabilities.

All audit procedures were performed directly by the Group team.

### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	<b>Consolidated financial statements</b>	<b>Company financial statements</b>
<b>Overall materiality</b>	€106.4 million (2023: €70 million).	€34.9 million (2023: €17.8 million).
<b>How we determined it</b>	Circa 5% of profit before tax.	Circa 1% of net assets.
<b>Rationale for benchmark applied</b>	We believe that profit before tax is the most appropriate benchmark for the Group based on the nature of its operations and because in our view this is a metric against which the performance of the Group is commonly measured by its stakeholders.	We believe that net assets is the most appropriate benchmark as the entity is a holding Company whose main activity is the management of investments in subsidiaries.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to €79.8 million (Group audit) and €26.2 million (Company audit).

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above €5.3 million (Group audit) (2023: €3.5 million) and €1.7 million (Company audit) (2023: €0.9 million) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### Conclusions relating to going concern

Our evaluation of the directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the going concern assessment performed by management for the Group and Company;
- Agreeing the underlying cash flow projections to board approved forecasts, assessing key assumptions within the forecast and how these forecasts are compiled;
- Performing our own independent sensitivities using alternative reasonably possible assumptions;
- Considering the Group's available liquidity, financing and maturity profile to assess liquidity through the going concern assessment period; and
- Assessing the appropriateness of the going concern disclosures in note 1 by evaluating its consistency with the directors' assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the Company's ability to continue as a going concern for a period of at least twelve months from the date on which the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's or the Company's ability to continue as a going concern.

In relation to the Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

We are required to report if the directors' statement relating to going concern in accordance with Rule 6.1.82 (3) (a) of the Listing Rules for Euronext Dublin is materially inconsistent with our knowledge obtained in the audit. We have nothing to report in respect of this responsibility.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the Companies Act 2014 (excluding the information included in the "Non Financial Statement" as defined by that Act on which we are not required to report) have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (Ireland) and the Companies Act 2014 require us to also report certain opinions and matters as described below.

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report (excluding the information included in the "Non Financial Statement" on which we are not required to report) for the year ended March 31, 2024 is consistent with the financial statements and has been prepared in accordance with the applicable legal requirements.
- Based on our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report (excluding the information included in the "Non Financial Statement" on which we are not required to report).
- In our opinion, based on the work undertaken in the course of the audit of the financial statements,
  - the description of the main features of the internal control and risk management systems in relation to the financial reporting process; and
  - the information required by Section 1373(2)(d) of the Companies Act 2014;included in the Corporate Governance Statement, is consistent with the financial statements and has been prepared in accordance with section 1373(2) of the Companies Act 2014.
- Based on our knowledge and understanding of the Company and its environment obtained in the course of the audit of the financial statements, we have not identified material misstatements in the description of the main features of the internal control and risk management systems in relation to the financial reporting process and the information required by section 1373(2)(d) of the Companies Act 2014 included in the Corporate Governance Statement.
- In our opinion, based on the work undertaken during the course of the audit of the financial statements, the information required by section 1373(2)(a),(b),(e) and (f) of the Companies Act 2014 and regulation 6 of the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017 is contained in the Corporate Governance Statement.



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## Corporate Governance Statement

The Listing Rules and ISAs (Ireland) require us to review the directors' statements in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code and the Irish Corporate Governance Annex (the "Code") specified for our review. Our additional responsibilities with respect to the Corporate Governance Statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the Group was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

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## Responsibilities for the financial statements and the audit

### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements set out on page 57, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view.

The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

#### *Auditors' responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of aircraft safety regulations, environmental regulations and data protection regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2014 and relevant tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results and potential management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with the Audit Committee, Chief Legal Officer, other members of senior management and internal audit, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Reading the meeting minutes of the Board of Directors, Audit, Nomination, Safety and Remuneration Committees;
- Inspection of internal audit reports and consideration of the related audit impacts;
- Evaluating whether there was evidence of management bias that represents a risk of material misstatement due to fraud, in particular challenging assumptions made by management in relation to the estimated useful lives and expected residual values of the aircraft component;
- Identifying and testing journal entries, including manual revenue entries, unusual account combinations and consolidation journals based on our risk assessment; and
- Designing audit procedures to incorporate elements of unpredictability around the nature and extent of audit procedures performed.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA website at:

[https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

This description forms part of our auditors' report.

#### *Use of this report*

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with section 391 of the Companies Act 2014 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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## Other required reporting

### **Companies Act 2014 opinions on other matters**

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the Company were sufficient to permit the Company financial statements to be readily and properly audited.
- The Company Balance Sheet is in agreement with the accounting records.

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### **Other exception reporting**

#### *Directors' remuneration and transactions*

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of that Act have not been made. We have no exceptions to report arising from this responsibility.

We are required by the Listing Rules to review the six specified elements of disclosures in the report to shareholders by the Board on directors' remuneration. We have no exceptions to report arising from this responsibility.

#### *Prior financial year Non Financial Statement*

We are required to report if the Company has not provided the information required by Regulation 5(2) to 5(7) of the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017 in respect of the prior financial year. We have nothing to report arising from this responsibility.

#### *Prior financial year Remuneration Report*

We are required to report if the Company has not provided the information required by Section 1110N of the Companies Act 2014 in respect of the prior financial year. We have nothing to report arising from this responsibility.

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### **Appointment**

We were appointed by the directors on September 19, 2022 to audit the financial statements for the year ended March 31, 2023 and subsequent financial periods. The period of total uninterrupted engagement is 2 years, covering the years ended March 31, 2023 to March 31, 2024.

Paul O'Connor

for and on behalf of PricewaterhouseCoopers  
Chartered Accountants and Statutory Audit Firm  
Dublin  
June 26, 2024

## Consolidated Balance Sheet

	Note	At March 31,		
		2024	2023	2022
		€M	€M	€M
<b>Non-current assets</b>				
Property, plant and equipment	2	10,847.0	9,908.9	9,095.1
Right of use assets	3	166.5	209.1	133.7
Intangible assets	4	146.4	146.4	146.4
Derivative financial instruments	11	3.3	54.6	185.1
Other assets	6	183.2	168.9	72.1
Deferred tax	12	2.1	6.6	42.3
<b>Total non-current assets</b>		<b>11,348.5</b>	<b>10,494.5</b>	<b>9,674.7</b>
<b>Current assets</b>				
Inventories	5	6.2	6.0	4.3
Other assets	6	1,275.4	878.6	401.1
Trade receivables	7 & 11	76.4	59.7	43.5
Derivative financial instruments	11	349.5	292.1	1,400.4
Restricted cash	8 & 11	6.4	19.5	22.7
Financial assets: cash > 3 months	11	237.8	1,056.2	934.1
Cash and cash equivalents	11	3,875.4	3,599.3	2,669.0
<b>Total current assets</b>		<b>5,827.1</b>	<b>5,911.4</b>	<b>5,475.1</b>
<b>Total assets</b>		<b>17,175.6</b>	<b>16,405.9</b>	<b>15,149.8</b>
<b>Current liabilities</b>				
Provisions	13	46.0	19.8	9.2
Trade payables	9	792.2	1,065.5	1,029.0
Accrued expenses and other liabilities	10	5,227.6	4,783.5	2,992.8
Current lease liability	3	39.4	43.2	56.9
Current maturities of debt	11	50.0	1,056.7	1,224.5
Current tax	12	66.6	66.3	47.7
Derivative financial instruments	11	178.8	386.6	38.6
<b>Total current liabilities</b>		<b>6,400.6</b>	<b>7,421.6</b>	<b>5,398.7</b>
<b>Non-current liabilities</b>				
Provisions	13	138.1	154.5	94.1
Trade payables	9	—	—	49.2
Derivative financial instruments	11	3.3	11.2	—
Deferred tax	12	362.0	159.3	266.5
Non-current lease liability	3	125.2	163.1	81.4
Non-current maturities of debt	11	2,532.2	2,853.2	3,714.6
<b>Total non-current liabilities</b>		<b>3,160.8</b>	<b>3,341.3</b>	<b>4,205.8</b>
<b>Shareholders' equity</b>				
Issued share capital	14	6.9	6.9	6.8
Share premium account	14	1,404.3	1,379.9	1,328.2
Other undenominated capital		3.5	3.5	3.5
Retained earnings		5,899.8	4,180.0	2,880.9
Other reserves	15	299.7	72.7	1,325.9
<b>Shareholders' equity</b>		<b>7,614.2</b>	<b>5,643.0</b>	<b>5,545.3</b>
<b>Total liabilities and shareholders' equity</b>		<b>17,175.6</b>	<b>16,405.9</b>	<b>15,149.8</b>

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board

**Stan McCarthy**  
Chairman  
June 26, 2024

**Michael O'Leary**  
Group CEO

## Consolidated Income Statement

	Note	Year ended March 31,		
		2024	2023	2022
		€M	€M	€M
<b>Operating revenues</b>				
Scheduled revenues	16	9,145.1	6,930.3	2,652.5
Ancillary revenues	16	4,298.7	3,844.9	2,148.4
<b>Total operating revenues</b>	16	<u>13,443.8</u>	<u>10,775.2</u>	<u>4,800.9</u>
<b>Operating expenses</b>				
Fuel and oil		(5,142.6)	(4,025.7)	(1,699.4)
Staff costs	17	(1,500.0)	(1,191.4)	(690.1)
Airport and handling charges		(1,484.5)	(1,240.5)	(813.4)
Depreciation	2 & 3	(1,059.5)	(923.2)	(719.4)
Route charges		(1,024.4)	(903.7)	(551.2)
Marketing, distribution and other		(757.2)	(674.4)	(411.3)
Maintenance, materials and repairs		(414.9)	(373.7)	(255.7)
<b>Total operating expenses</b>		<u>(11,383.1)</u>	<u>(9,332.6)</u>	<u>(5,140.5)</u>
<b>Operating profit/(loss)</b>		<u>2,060.7</u>	<u>1,442.6</u>	<u>(339.6)</u>
<b>Other income/(expense)</b>				
Finance expense	19	(83.0)	(76.8)	(91.4)
Finance income	19	144.8	42.4	—
Foreign exchange gain		5.5	34.3	1.2
<b>Total other income/(expense)</b>		<u>67.3</u>	<u>(0.1)</u>	<u>(90.2)</u>
<b>Profit/(loss) before tax</b>		<u>2,128.0</u>	<u>1,442.5</u>	<u>(429.8)</u>
Tax (expense)/credit	12	(210.9)	(128.7)	189.0
<b>Profit/(loss) for the year – all attributable to equity holders of parent</b>		<u>1,917.1</u>	<u>1,313.8</u>	<u>(240.8)</u>
Basic earnings/(loss) per ordinary share (€)	21	1.6828	1.1557	(0.2130)
Diluted earnings/(loss) per ordinary share(€)	21	1.6743	1.1529	(0.2130)
Number of weighted average ordinary shares (in Ms)	21	1,139.2	1,136.8	1,130.5
Number of weighted average diluted shares (in Ms)	21	<u>1,145.0</u>	<u>1,139.6</u>	<u>1,130.5</u>

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board

**Stan McCarthy**  
Chairman  
June 26, 2024

**Michael O'Leary**  
Group CEO



## Consolidated Statement of Comprehensive Income

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Profit/(loss) for the year</b>	1,917.1	1,313.8	(240.8)
<b>Other comprehensive income/(loss):</b>			
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Net actuarial gain	6.6	—	—
<b>Items that are or may be reclassified subsequently to profit or loss:</b>			
<b>Movements in hedging reserve, net of tax:</b>			
Effective portion of changes in fair value of cash-flow hedges	466.2	621.6	851.3
Net change in fair value of cash-flow hedges transferred to property, plant and equipment	(293.9)	(291.7)	75.4
Net other changes in fair value of cash-flow hedges transferred to profit or loss	62.2	(1,593.9)	157.4
Net movements in cash-flow hedge reserve	234.5	(1,264.0)	1,084.1
<b>Total other comprehensive income/(loss) for the year, net of income tax</b>	241.1	(1,264.0)	1,084.1
<b>Total comprehensive income for the year – all attributable to equity holders of parent</b>	2,158.2	49.8	843.3

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board

**Stan McCarthy**  
Chairman  
June 26, 2024

**Michael O'Leary**  
Group CEO

## Consolidated Statement of Changes in Shareholders' Equity

	Ordinary Shares	Issued Share Capital	Share Premium Account	Retained Earnings	Other Undenominated Capital	Other Reserves Hedging	Other Reserves	Total
	M	€M	€M	€M	€M	€M	€M	€M
<b>Balance at March 31, 2021</b>	<b>1,128.1</b>	<b>6.7</b>	<b>1,161.6</b>	<b>3,232.3</b>	<b>3.5</b>	<b>211.3</b>	<b>31.2</b>	<b>4,646.6</b>
Loss for the year	—	—	—	(240.8)	—	—	—	(240.8)
<i>Other comprehensive income</i>								
Net movements in cash-flow reserve	—	—	—	—	—	1,084.1	—	1,084.1
Total other comprehensive income	—	—	—	—	—	1,084.1	—	1,084.1
Total comprehensive (loss)/income	—	—	—	(240.8)	—	1,084.1	—	843.3
<i>Transactions with owners of the Company, recognized directly in equity</i>								
Issue of ordinary equity shares	6.5	0.1	112.2	(65.5)	—	—	—	46.8
Share-based payments	—	—	—	—	—	—	8.6	8.6
Additional share premium on the allotment of shares	—	—	54.4	(54.4)	—	—	—	—
Transfer of exercised and expired share based awards	—	—	—	9.3	—	—	(9.3)	—
<b>Balance at March 31, 2022</b>	<b>1,134.6</b>	<b>6.8</b>	<b>1,328.2</b>	<b>2,880.9</b>	<b>3.5</b>	<b>1,295.4</b>	<b>30.5</b>	<b>5,545.3</b>
Profit for the year	—	—	—	1,313.8	—	—	—	1,313.8
<i>Other comprehensive loss</i>								
Net movements in cash-flow reserve	—	—	—	—	—	(1,264.0)	—	(1,264.0)
Total other comprehensive loss	—	—	—	—	—	(1,264.0)	—	(1,264.0)
Total comprehensive income/(loss)	—	—	—	1,313.8	—	(1,264.0)	—	49.8
<i>Transactions with owners of the Company, recognized directly in equity</i>								
Issue of ordinary equity shares	4.1	0.1	51.7	(20.1)	—	—	—	31.7
Share-based payments	—	—	—	—	—	—	16.2	16.2
Transfer of exercised and expired share based awards	—	—	—	5.4	—	—	(5.4)	—
<b>Balance at March 31, 2023</b>	<b>1,138.7</b>	<b>6.9</b>	<b>1,379.9</b>	<b>4,180.0</b>	<b>3.5</b>	<b>31.4</b>	<b>41.3</b>	<b>5,643.0</b>
Profit for the year	—	—	—	1,917.1	—	—	—	1,917.1
<i>Other comprehensive income</i>								
Net actuarial gains from retirement benefits plan	—	—	—	6.6	—	—	—	6.6
Net movements in cash-flow reserve	—	—	—	—	—	234.5	—	234.5
Total other comprehensive income	—	—	—	6.6	—	234.5	—	241.1
Total comprehensive income	—	—	—	1,923.7	—	234.5	—	2,158.2
<i>Transactions with owners of the Company, recognized directly in equity</i>								
Issue of ordinary equity shares	1.4	—	24.4	(8.0)	—	—	—	16.4
Dividends paid	—	—	—	(199.5)	—	—	—	(199.5)
Share-based payments	—	—	—	—	—	—	(3.9)	(3.9)
Transfer of exercised and expired share based awards	—	—	—	3.6	—	—	(3.6)	—
<b>Balance at March 31, 2024</b>	<b>1,140.1</b>	<b>6.9</b>	<b>1,404.3</b>	<b>5,899.8</b>	<b>3.5</b>	<b>265.9</b>	<b>33.8</b>	<b>7,614.2</b>

The accompanying notes are an integral part of the consolidated financial statements.

## Consolidated Statement of Cash Flows

	Note	Year ended March 31,		
		2024 €M	2023 €M	2022 €M
<b>Operating activities</b>				
Profit/(loss) after tax		1,917.1	1,313.8	(240.8)
<b>Adjustments to reconcile profit/(loss) after tax to net cash from operating activities</b>				
Depreciation	2 & 3	1,059.5	923.2	719.4
(Increase) in inventories	5	(0.2)	(1.7)	(0.7)
Tax expense/(credit) on profit/(loss)	12	210.9	128.7	(189.0)
Share-based payments	17	(3.9)	16.2	8.6
(Increase) in trade receivables	7	(16.7)	(16.2)	(24.9)
(Increase) in other assets		(359.0)	(482.0)	(241.4)
(Decrease)/increase in trade payables		(46.4)	31.2	284.6
Increase in accrued expenses & other liabilities		449.6	1,788.9	1,722.8
(Decrease)/increase in provisions	13	(8.3)	33.7	45.5
Decrease/(increase) in finance expense		7.9	4.2	(6.6)
Increase in finance income		3.6	10.4	—
Foreign exchange and fair value		(7.1)	144.7 *	(146.5)*
Income tax (paid)/refunded	12	(49.1)	(4.1)	9.5
<b>Net cash from operating activities</b>		<u>3,157.9</u>	<u>3,891.0</u>	<u>1,940.5</u>
<b>Investing activities</b>				
Capital expenditure - purchase of property, plant and equipment		(2,391.9)	(1,914.7)	(1,181.6)
Supplier reimbursements for property, plant and equipment	2&11	—	127.5	113.9
Proceeds from sale of property, plant and equipment		—	4.9	110.5
Decrease in restricted cash	8	13.1	3.2	11.4
Decrease/(increase) in financial assets: cash > 3 months		818.4	(122.1)	(468.6)
<b>Net cash (used in) investing activities</b>		<u>(1,560.4)</u>	<u>(1,901.2)</u>	<u>(1,414.4)</u>
<b>Financing activities</b>				
Proceeds from shares issued		16.4	31.7	46.8
Dividends paid	24	(199.5)	—	—
Proceeds from borrowings		—	—	1,192.0 **
Repayments of borrowings		(1,100.5)	(1,039.4)	(1,722.3)
Lease liabilities paid		(42.7)	(46.3)	(53.0)
<b>Net cash (used in) financing activities</b>		<u>(1,326.3)</u>	<u>(1,054.0)</u>	<u>(536.5)</u>
<b>Increase/(decrease) in cash and cash equivalents</b>		<u>271.2</u>	<u>935.8</u>	<u>(10.4)</u>
Net foreign exchange differences		4.9	(5.5)	28.7
Cash and cash equivalents at beginning of year		3,599.3	2,669.0	2,650.7
<b>Cash and cash equivalents at end of year</b>	11	<u><u>3,875.4</u></u>	<u><u>3,599.3</u></u>	<u><u>2,669.0</u></u>
<b>Included in the cash flows from operating activities for the year are the following amounts:</b>				
Interest income received		148.4	52.7	—
Interest expense paid		(88.7)	(75.0)	(86.6)

\*Includes an exceptional loss of €131m in fiscal year 2023 (2022: exceptional gain of €131m), attributable to the fair value measurement of jet fuel call options.

\*\*€1.2bn bond net of transaction costs.

The accompanying notes are an integral part of the consolidated financial statements.

## Notes forming part of the Consolidated Financial Statements

### 1. Basis of preparation and material accounting policies

The accounting policies applied in the preparation of the consolidated financial statements for fiscal year 2024 are set out below. These have been applied consistently for all periods presented, except as otherwise stated.

#### *(i) Business activity*

Ryanair DAC and its subsidiaries ("Ryanair DAC") has operated as an international airline since commencing operations in 1985. On August 23, 1996, Ryanair Holdings Limited, a newly formed holding company, acquired the entire issued share capital of Ryanair DAC. On May 16, 1997, Ryanair Holdings Limited re-registered as a public limited company, Ryanair Holdings plc (the "Company"). Ryanair Holdings plc and its subsidiaries are hereafter together referred to as "Ryanair Holdings plc" (or "we", "our", "us", "Ryanair", the "Company", the "Ryanair Group", or the "Group") and currently operate a low-fares airline Group headquartered in Dublin Office, Airside Business Park, Swords, Dublin, Ireland. Ryanair Holdings plc incorporated Buzz during the year ended March 31, 2018; it acquired Lauda and set up Ryanair UK during the year ended March 31, 2019 and Malta Air during the year ended March 31, 2020. The principal trading activities of the Group are undertaken by Buzz, Lauda, Malta Air, Ryanair DAC and Ryanair UK.

#### *(ii) Statement of compliance*

In accordance with the International Accounting Standards ("IAS") Regulation (EC 1606 (2002)) which applies throughout the European Union ("EU"), the consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU ("IFRS as adopted by the EU"), which are effective for the year ended and as at March 31, 2024. In addition to complying with its legal obligation to comply with IFRS as adopted by the EU, the consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") ("IFRS as issued by the IASB"). The consolidated financial statements have also been prepared in accordance with the Companies Act 2014.

Details of legislative changes and new accounting standards or amendments to accounting standards, which are not yet effective and have not been early adopted in these consolidated financial statements, and the likely impact on future financial statements are set forth below in the prospective accounting changes section.

#### *(iii) Basis of preparation*

These consolidated financial statements are presented in euro millions, the euro being the functional currency of the parent entity and the primary Group companies. They are prepared on the historical cost basis, except for derivative financial instruments, which are stated at fair value and share-based payments, which are based on fair value determined as at the grant date of the relevant share options.

In adopting the going concern basis in preparing the financial statements, the Directors have considered Ryanair's available sources of finance including access to the capital markets, sale and leaseback transactions, secured debt structures, the Group's cash on-hand and cash generation and preservation projections, together with factors likely to affect its future performance, as well as the Group's principal risks and uncertainties.

Oil prices increased significantly following Russia's invasion of Ukraine in February 2022 and remain volatile in light of the Israel-Hamas conflict. Geopolitical events, including the escalation or expansion of hostilities in Ukraine and/or the Middle East, may lead to further trade restrictions and instability across Europe and worldwide. This has resulted in price increases of goods and services globally that may affect Ryanair which has exposure, either directly or indirectly, to certain raw materials, including steel and titanium used for aircraft it purchases and jet fuel.

The Directors have reviewed the financial forecasts across a range of scenarios. Ryanair has modeled a base case assuming the Group achieves traffic of 200m guests in fiscal year 2025. However, there remains a risk of worsening conditions resulting from the invasion of Ukraine and/or the Israel-Hamas conflict. Accordingly, Ryanair has also modeled downside scenarios that include combinations of a decrease in yield, worse than expected load factors and adverse variations in fuel price.

As at March 31, 2024, the Group had a strong liquidity position with cash of over €4.1bn and net cash of almost €1.4bn. This level of cash, together with available sources of finance, is sufficient to cover the Group's projected cash requirements for operating expenses, capital expenditure (primarily related to the acquisition of new aircraft), repayments of indebtedness and payment of corporation tax liabilities as they fall due, within at least the next 12-month period. Furthermore, as at March 31, 2024, Ryanair has 556 unencumbered, owned aircraft (100% of its owned fleet) and a BBB+ (stable outlook) credit rating from both S&P and Fitch Ratings.

Based on the assessment of the adequacy of the financial forecasts, testing various scenarios and considering the uncertainties described above, and available sources of finance outlined, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company and the Group as a whole have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements and that there were no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

#### ***(iv) New IFRS standards adopted during the year***

The following new and amended standards, have been issued by the IASB, and have also been endorsed by the EU. These standards are effective for the first time for the financial year beginning on April 1, 2023 and therefore were applied by the Group for the first time to the fiscal year 2024 consolidated financial statements:

- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (effective on or after January 1, 2023).
- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (effective on or after January 1, 2023).
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (effective on or after January 1, 2023).
- IFRS 17 Insurance Contracts; including amendments to IFRS 17 (effective on or after January 1, 2023).
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (effective on or after January 1, 2023).
- Amendments to IAS 12 Income taxes: International Tax Reform – Pillar Two Model Rules (effective on or after January 1, 2023).

The adoption of these new or amended standards did not have a material impact on the Group's financial position or results for the year ended March 31, 2024, and are not expected to have a material impact on financial periods thereafter.



## **(v) Prospective IFRS accounting changes, new standards and interpretations not yet effective**

The following new or revised IFRS standards and IFRIC interpretations will be adopted for the purposes of the preparation of future financial statements, where applicable. Those that are not, as of yet, EU endorsed are flagged. While under review, we do not anticipate that the adoption of the other new or revised standards and interpretations will have a material impact on our financial position or results from operations.

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current, Classification of Liabilities as Current or Non-current – Deferral of Effective Date, and Non-current Liabilities with Covenants (effective on or after January 1, 2024).
- Amendments to IFRS 16 Leases: Lease Liability in a Sale & Leaseback (effective on or after January 1, 2024).
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (effective on or after January 1, 2024).
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (effective on or after January 1, 2025).\*
- IFRS 18 Presentation and Disclosure in Financial Statements (effective on or after January 1, 2027).\*
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective on or after January 1, 2027).\*
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (effective on or after January 1, 2026).\*

\*These standards or amendments to standards are not as of yet EU endorsed.

## **(vi) Critical accounting policies**

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, and the results of such estimates form the basis of carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ materially from these estimates. These underlying assumptions are reviewed on an ongoing basis. A revision to an accounting estimate is recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if these are also affected. Principal sources of estimation uncertainty have been set forth below. Actual results may differ from estimates.

### **Critical estimates**

#### **Long-lived assets**

At March 31, 2024, the Group had €10.85bn of property, plant and equipment long-lived assets, of which €10.61bn were aircraft related. In accounting for long-lived assets, the Group must make estimates about the expected useful lives of the assets and the expected residual values of the assets.

In estimating the useful lives and expected residual values of the aircraft component, the Group considered a number of factors, including its own historic experience and past practices of aircraft disposals, renewal programmes, forecasted growth plans, external valuations from independent appraisers, recommendations from the aircraft supplier and manufacturer and other industry-available information.

The Group's estimate of each aircraft's residual value is 15% of market value on delivery, based on independent valuations and actual aircraft disposals during prior periods, and each aircraft's useful life is determined to be 23 years.

Revisions to these estimates could be caused by changes to maintenance programmes, changes in utilisation of the aircraft, governmental regulations on ageing aircraft, changes in new aircraft technology, changes in governmental and environmental taxes, changes in new aircraft fuel efficiency and changing market prices for new and used aircraft of the same or similar types. The Group therefore evaluates its estimates and assumptions in each reporting period, and, when warranted, adjusts these assumptions. Any adjustments are accounted for on a prospective basis through depreciation expense.

### **Critical judgements**

In the opinion of the Directors, the following significant judgements were exercised in the preparation of the financial statements:

#### ***Long-lived assets***

On acquisition a judgement is made to allocate an element of the cost of an acquired aircraft to the cost of major airframe and engine overhauls, reflecting its service potential and the maintenance condition of its engines and airframe. This cost, which can equate to a substantial element of the total aircraft cost, is amortised over the shorter of the period to the next maintenance check (usually between 8 and 12 years) or the remaining useful life of the aircraft.

#### ***(vii) Basis of consolidation***

The consolidated financial statements comprise the financial statements of Ryanair Holdings plc and its subsidiary undertakings as of March 31, 2024. Subsidiaries are entities controlled by Ryanair. Control exists when Ryanair is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

All inter-company account balances and any unrealized income or expenses arising from intra-group transactions have been eliminated in preparing the consolidated financial statements.

#### ***(viii) Summary of material accounting policies***

##### ***Accounting for subsidiaries***

Subsidiaries are all entities controlled by the Group. The Group controls an entity when it is exposed to (has rights to) variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The results of subsidiary undertakings acquired during the year are included in the consolidated income statement from the date at which control of the entity was obtained. They continue to be included in the consolidated income statement until control ceases.

##### ***Foreign currency translation***

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in euro, which is the functional currency of the parent entity and primary Group entities.

Transactions arising in foreign currencies are translated into the respective functional currencies at the rates of exchange in effect at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated to euro at the rate of exchange prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated to euro at foreign exchange rates in effect at the dates the transactions

were affected. Foreign currency differences arising on retranslation are recognized in profit or loss, except for differences arising on qualifying cash flow hedges, which are recognized in other comprehensive income.

### **Segment reporting**

The Group determines and presents operating segments based on the information that internally is provided to the Group CEO, who is the Company's Chief Operating Decision Maker (CODM).

The Group comprises five separate airlines, Buzz, Lauda Europe ("Lauda"), Malta Air, Ryanair DAC and Ryanair UK (which is consolidated within Ryanair DAC). Ryanair DAC is reported as a separate segment as it exceeds the applicable quantitative thresholds for reporting purposes. Buzz, Malta Air and Lauda do not individually exceed the quantitative thresholds and accordingly are presented on an aggregate basis as they exhibit similar economic characteristics and their services, activities and operations are sufficiently similar in nature. The results of these operations are included as 'Other Airlines.'

The CODM assesses the performance of the business based on the profit after tax of each airline for the reporting period. Resource allocation decisions for all airlines are based on airline performance for the relevant period, with the objective in making these resource allocation decisions being to optimise consolidated financial results.

### **Income statement classification and presentation**

Individual income statement captions have been presented on the face of the income statement, together with additional line items, headings, and sub-totals, where it is determined that such presentation is relevant to an understanding of our financial performance, in accordance with IAS 1, "Presentation of Financial Statements". Exceptional items are those that in management's judgment need to be separately disclosed by virtue of their size, nature or incidence to provide additional information either on a primary statement or in a footnote.

Expenses are classified and presented in accordance with the nature-of-expenses method.

### **Property, plant and equipment**

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Cost may also include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Borrowing costs directly attributable to the acquisition or construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are capitalized, until such time as the assets are substantially ready for their intended use. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Depreciation is calculated so as to write off the cost, less estimated residual value, of assets on a straight-line basis over their expected useful lives at the following annual rates:

	<b>Rate of Depreciation</b>
Hangar and buildings	3.33 to 5 %
Plant and equipment (excluding aircraft)	20 to 33.3 %
Fixtures and fittings	20 %
Motor vehicles	33.3 %

### Aircraft

An element of the cost of an acquired aircraft is attributed on acquisition to its service potential, reflecting the maintenance condition of its engines and airframe. This cost, which can equate to a substantial element of the total aircraft cost, is amortized over the shorter of the period to the next maintenance check (usually between 8 and 12 years for Boeing 737 aircraft) or the remaining life of the aircraft. The costs of subsequent major airframe and engine maintenance checks are capitalized and amortized over the shorter of the period to the next check or the estimated remaining life of the aircraft.

The remaining aircraft components are depreciated over their estimated useful lives to estimated residual values. The estimates of useful lives and residual values at year-end are:

<b>Aircraft Type</b>	<b>Number of Owned Aircraft at March 31, 2024</b>	<b>Useful Life</b>	<b>Residual Value</b>
Boeing 737s *	556	23 years from date of manufacture	15% of market value of new aircraft on delivery, determined periodically

\*Including 146 new Boeing 737-8200s

The Group's estimate of each aircraft's residual value is 15% of market value on delivery, based on independent valuations and actual aircraft disposals during prior periods.

Advance and option payments in respect of aircraft purchase commitments and options to acquire aircraft are recorded at cost and are initially recognized in Trade Payables prior to payment. On acquisition of the related aircraft, these payments are included as part of the cost of aircraft and are depreciated from that date. Where the Company receives reimbursements from the supplier in respect of aircraft purchases, they are reflected as a reduction in the cost of the asset.

Rotable spare parts held by the Company are classified as property, plant and equipment if they are expected to be used over more than one period.

Gains and losses on disposal of items of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized on a net basis within other income/(expense) in profit or loss.

The Group evaluates, at the end of each reporting period, whether there is any indication that its aircraft may be impaired. Factors that may indicate potential impairment include, but are not limited to, a significant decrease in the market value of an aircraft based on observable information, a significant change in an aircraft's physical condition and operating or cash flow losses associated with the use of the aircraft.

### ***Aircraft maintenance costs***

The accounting for the cost of providing major airframe and certain engine maintenance checks for owned aircraft is described in the accounting policy for property, plant and equipment.

For aircraft held under lease agreements, Ryanair is contractually committed to either return the aircraft in a certain condition or to compensate the lessor based on the actual condition of the airframe, engines and life-limited parts upon return. In order to fulfill such conditions of the lease, maintenance, in the form of major airframe overhaul, engine maintenance checks, and restitution of major life-limited parts, is required to be performed during the period of the lease and upon return of the aircraft to the lessor. The estimated airframe and engine maintenance costs and the costs associated with the restitution of major life-limited parts, are provided for over the lease term for this contractual obligation, based on the present value of the estimated future cost of the major airframe overhaul, engine maintenance checks, and restitution of major life-limited parts, calculated by reference to the number of hours flown or cycles operated during the year. A portion of this provision is offset against the right of use asset, which is immediately depreciated as the liability is incurred as the aircraft is flown. The remaining portion of the provision, relating to normal wear and tear, is charged directly to the income statement.

All other maintenance costs, other than major airframe overhaul, engine maintenance checks, and restitution of major life-limited parts costs associated with leased aircraft, are expensed as incurred.

### ***Intangible assets - landing rights***

Intangible assets acquired are recognized to the extent it is considered probable that expected future benefits will flow to the Company and the associated costs can be measured reliably. Landing rights acquired as part of a business combination are capitalized at fair value at that date and are not amortized, where those rights are considered to be indefinite. The carrying values of those rights are reviewed for impairment at each reporting date and are subject to impairment testing when events or changes in circumstances indicate that carrying values may not be recoverable. No impairment to the carrying values of the Company's intangible assets has been recorded to date.

### ***Financial assets: cash > 3 months***

Other financial assets comprise cash deposits of greater than three months' maturity at commencement. All amounts are categorized as amortized cost and are recognized initially at fair value and then subsequently are measured at amortized cost, using the effective interest method in the balance sheet.

### ***Derivative financial instruments***

The Group uses various derivative financial instruments to manage its exposure to market risks, including the risks relating to fluctuations in commodity prices and currency exchange rates. Ryanair uses forward swap contracts and options for the purchase of its jet fuel (jet kerosene) and forward contracts for carbon credit (Emission Trading Scheme) requirements to reduce its exposure to commodity price risk. It also uses foreign currency forward contracts to reduce its exposure to risks related to foreign currencies, principally the U.S. dollar exposure associated with the purchase of new Boeing 737-8200 aircraft and the U.S. dollar exposure associated with the purchase of jet fuel.

The Group's derivative financial instruments are measured at fair value and recognised as either assets or liabilities in its consolidated balance sheet.

All derivatives are designated as cash flow hedges on inception. With the exception of the time value of jet fuel call options, all gains and losses are taken to other reserves. The time value of jet fuel call options is excluded from the



designated hedging instrument, with movements in time value recognised in the income statement. At March 31, 2024, a net asset of €144m (2023: net asset of €231m) was recognised on balance sheet in respect of the Group's foreign currency derivative instruments associated with future jet fuel purchases and aircraft additions, and a net asset of €27m (2023: net liability of €286m) was recognised in respect of its commodity derivative instruments associated with fuel and carbon operating expenses.

In determining the hedge effectiveness of derivative instruments used to hedge Ryanair's fuel requirements, there is significant judgement involved in assessing whether the volumes of jet fuel hedged are still expected to be highly probable forecast transactions. Specifically, significant judgement is required in respect of the assumptions related to the future number of sectors and sector length. All of these assumptions impact upon forecast fuel consumption, and changes to these assumptions could have a significant effect on the assessment of hedge effectiveness.

In respect of foreign currency hedge effectiveness for future aircraft purchases, there is a high degree of judgement involved in assessing whether the future aircraft payments are still considered highly probable of occurring, and the timing of these future payments for aircraft. The timing of future payments for aircraft is dependent on the aircraft manufacturer's ability to meet forecast aircraft delivery schedules.

As at March 31, 2024 the Group had entered into jet fuel forward swap contracts covering approximately 70% of its estimated requirements for fiscal year 2025. The Group believes these hedges to be effective for hedge accounting purposes.

#### ***Trade and other receivables and payables***

Trade and other receivables and payables are stated on initial recognition at fair value plus any incremental direct costs and subsequently at amortized cost, net (in the case of receivables) of any impairment losses, which approximates fair value given the short-dated nature of these assets and liabilities.

#### ***Cash and cash equivalents***

Cash represents cash held at banks and available on demand and is categorized for measurement purposes as amortized cost.

Cash equivalents are current asset investments (other than cash) that are readily convertible into known amounts of cash, typically cash deposits of more than one day but less than three months at the date of purchase, and money market funds. Deposits with maturities greater than three months but less than one year are recognized as short-term investments, are measured at amortized cost and are carried initially at fair value and then subsequently at amortized cost, using the effective-interest method.

## **EU Emissions Trading System and UK Emissions Trading Scheme ("ETS")**

The EU Emissions Trading System and UK Emissions Trading Scheme ("ETS"), are cap-and-trade systems for CO<sub>2</sub> emissions to encourage industries to improve their CO<sub>2</sub> efficiency. On an annual basis, the Group surrenders allowances, received via a mixture of free allocations from governing bodies and carbon credits purchased in the external market, to cover carbon emissions. The Group recognizes the cost associated with the purchase of carbon credits as part of the ETS as an expense in the income statement within 'Operating expenses – fuel and oil'. This expense is recognized in line with fuel consumed during the fiscal year as the Group's carbon emissions and fuel consumptions are directly linked.

ETS allowances are recognized and measured at cost, as follows:

- a) Allowances received from governing bodies for free – a nil amount is recognized.
- b) Carbon credits purchased in the external market – are recognized at their purchase price as a prepayment and are presented within 'Other assets' on the Group's balance sheet.

A liability is recognized when carbon emissions produced exceed the allowances received from governing bodies. These excess emissions produced by the Group are measured at fair value, reflecting the expenditure required to settle the present obligation at the reporting date. The liability is presented within 'Accrued expenses and other liabilities' on the Group's balance sheet.

In the Consolidated Statement of Cash Flows, ETS allowances purchased are reflected within operating activities as an increase in other assets.

As noted on pages 202 and 203, the Group's fuel risk management policy includes hedging of ETS exposures. The Group had purchased sufficient carbon credits to satisfy the fiscal year 2024 emissions and as such, the cost of emissions is not deemed to represent a major source of estimation uncertainty.

## **Interest-bearing loans and borrowings**

All loans and borrowings are initially recorded at fair value, being the fair value of the consideration received, net of attributable transaction costs. Subsequent to initial recognition, non-current interest-bearing loans are measured at amortized cost, using the effective interest rate methodology.

## **Leases**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

Right of use assets and lease liabilities are recognized based on the present value of the future lease payments over the lease term at commencement date. In determining the net present value of lease payments, the Group uses its incremental borrowing rate based on information available at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the commencement date, plus any initial direct costs incurred.

The Group recognizes a depreciation charge for right of use assets on a straight-line basis over the lease term within depreciation expenses, and an interest expense on lease liabilities within finance expenses in the Group's consolidated income statement. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is measured at amortized cost using the effective interest method. The interest rate implicit in the lease cannot be readily determined, and therefore the incremental borrowing rate of the Group has been used. The incremental borrowing rate is determined by reference to the borrowing rate the Group would be offered if it took out a securitized loan from a third-party financial institution for a similar amount and similar period. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option, if there is a revised in-substance fixed lease payment or if there is a contract modification. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset or is recorded in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Group has lease agreements for aircraft with lease and non-lease components, which the Group has elected to account for as a single lease component.

The Group has elected to take the short-term lease exemption and, therefore, does not recognize a right of use asset or corresponding liability for lease arrangements with an original term of 12 months or less. Lease payments associated with short-term leases are recognized in the Group's consolidated income statement on a straight-line basis over the lease term.

The Group has elected to take the low value lease exemption and, therefore, does not recognize a right of use asset or corresponding liability for lease arrangements for which the underlying value is of low value. Lease payments associated with these leases are recognized in the Group's consolidated income statement on a straight-line basis over the lease term.

### ***Provisions and contingencies***

A provision is recognized in the balance sheet when there is a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefit will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future outflow at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

The Group assesses the likelihood of any adverse outcomes to contingencies, as well as probable losses. We record provisions for such contingencies when it is probable that a liability will be incurred and the amount of the loss can be reasonably estimated. A contingent liability is disclosed where the existence of the obligation will only be confirmed by future events, or where the amount of the obligation cannot be measured with reasonable reliability. Provisions are re-measured at each reporting date based on the best estimate of the settlement amount.

### ***Revenues***

Scheduled revenues relate to the sale of flight seats and associated direct flight fees, including baggage fares and change fees. Scheduled revenues are measured at the amount paid by the passenger, net of taxes, and recognized within unearned revenue at the time of booking. Scheduled revenues are recognized within the income statement at the point in time when the flight service is provided (i.e. when the flight takes place).

Ancillary revenues relate to activities connected with the flight service, including priority boarding, allocated seating and in-flight sales of merchandise. These services are recognized when the performance obligations have been satisfied which, as the majority of the ancillary services are related to passenger flight travel, is at the point in time when the flight service is provided.

The Group has determined it is an agent in relation to associated flight services including car hire, travel insurance, accommodation, airport transfer and parking and airport fast track services as the obligation is to arrange for the services to be provided by a third party and therefore revenue is mainly recognized at the point in time when the service is arranged. This is predominately at the time of booking by the passenger.

Where a flight is cancelled, a passenger is entitled to a cash refund, a voucher for a future flight, or to re-schedule the cancelled flight. Additionally, gift vouchers may be purchased by passengers. Where a voucher is issued, a liability for the amount paid by the passenger is recognized in full and held within unearned revenue until the voucher is utilized against a future flight, when it expires, or when it is probable that it will expire unexercised.

Accordingly, unearned revenue, which is presented as a contract liability within the balance sheet, represents flight seats sold but not yet flown and where a voucher for a future flight has been issued. Unearned revenue is included in accrued expenses and other liabilities.

Where the Group expects to refund some, or all, of the amount paid for a flight service, for instance where a flight is cancelled, a refund liability is recognized for the full amount payable. This is recognized within unearned revenue and included in accrued expenses and other liabilities.

### **Share-based payments**

The Company engages in equity-settled, share-based payment transactions in respect of services received from certain employees as part of the Option Plan 2013 and the LTIP 2019 (collectively "equity settled transactions"). The fair value of the services received is measured by reference to the fair value of the equity settled transactions on the date of the grant. The grant measurement date is the date that a shared understanding of the terms of the award is established between the Company and the employee. The cost of the employee services received in respect of the equity settled transactions granted is recognized in the income statement over the period that the services are received, which is the vesting period, with a corresponding increase in equity. To the extent that service is provided prior to the grant measurement date, the fair value of the equity settled transaction is initially estimated and re-measured at each reporting date until the grant measurement date is achieved. The fair value of the market conditions related to equity settled transactions granted is determined using a binomial lattice option-pricing model, which takes into account the exercise price of the equity settled transactions, the current share price, the risk-free interest rate, the expected volatility of the Ryanair Holdings plc share price over the life of the equity settled transaction, employee early exercise behavior and other relevant factors. Non-market vesting conditions are included in the assumptions about the number of equity settled transactions that are expected to vest. At each reporting date, the Company revises its estimates of the number of options/conditional shares that are likely to vest as a result of non-market conditions. Where the share-based payments give rise to the issue of new share capital, the proceeds received by the Company are credited to share capital (nominal value) and share premium (where applicable) when the share entitlements are exercised.

The Group recognizes the effect of modifications that increase the total fair value of the share-based payment arrangement. The incremental fair value granted is included in the measurement of the amount recognized for services received over the period from the modification date until the date when the modified equity-settled share-based payments transactions vest.

## **Government grants**

Grants that compensate the Company for related expenses incurred are recognized in the income statement on a systematic basis in the periods in which the related expenses are recognized in staff costs.

During recent years, many European countries in which the Ryanair Group operates made available payroll support schemes. The Ryanair Group utilized a number of these employment retention schemes to protect jobs within the Group. These schemes were a mix of short term Covid-19 specific programs and long term schemes linked to social security that existed pre Covid-19. The total amount of payroll supports received by the Group under the various schemes amounted to €nil in fiscal year 2024 (2023: €nil; 2022: €82m) and are offset against staff costs in the consolidated income statement. Such supports wound down significantly in the second half of fiscal year 2022.

In April 2020, the Group raised £600m unsecured debt for general corporate purposes under the HMT and Bank of England CCFF. The 0.44% interest rate was the prevailing rate for strong BBB rated companies. This debt was extended in March 2021 for a further 12 months at a 0.46% interest rate. In October 2021 the Group repaid the £600m HMT and Bank of England CCFF in full. There are no unfulfilled conditions attaching to government assistance at March 31, 2024.

## **Taxation**

Income tax on the profit or loss for the year comprises current and deferred tax. It is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income ("OCI"). The Group has determined that the interest and penalties related to uncertain income tax treatments do not meet the definition of income taxes, and therefore accounted for them under IAS 37 - Provisions, Contingent Liabilities and Contingent Assets.

### *Current Tax*

Current tax comprises the expected tax payable and receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

### *Deferred Tax*

Deferred income tax is provided, using the liability method, on temporary differences arising from the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and legislation enacted or substantively enacted by the reporting date and expected to apply when the temporary differences reverse. Deferred income tax is not recognized in relation to tax laws that implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development, including tax law that implements qualified domestic minimum top-up taxes under those rules.

The following temporary differences are not provided for: (i) the initial recognition of assets and liabilities that effect neither accounting nor taxable profit and (ii) differences relating to investments in subsidiaries to the extent that it is probable they will not reverse in the future.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. The carrying amounts of deferred tax assets are reviewed at each



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reporting date and reduced to the extent that it is no longer probable that a sufficient taxable profit will be available to allow all or part of the deferred tax asset to be realized.

Tax liabilities are based on the best estimate of the likely obligation at each reporting period. These estimates are subject to revision based on the outcome of tax audits and discussions with revenue authorities that can take several years to conclude.

#### *Social insurance, passenger taxes and sales taxes*

Social insurance, passenger taxes and sales taxes are recorded as a liability based on laws enacted in the jurisdictions to which they relate. Liabilities are recorded when an obligation has been incurred.

#### **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary shares and share options are recognized as a deduction from equity, net of any tax effects. When share capital recognized as equity is repurchased, the amount of consideration paid, which includes any directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity, until they are canceled.

Dividend distributions are recognized as a liability in the period in which the dividends are approved by the Company's shareholders.

## 2. Property, plant and equipment

	Aircraft €M	Hangar and Buildings €M	Plant and Equipment €M	Fixtures and Fittings €M	Motor Vehicles €M	Total €M
<b>Year ended March 31, 2024</b>						
<b>Cost</b>						
At March 31, 2023	15,124.8	155.3	148.3	92.0	5.4	15,525.8
Additions in year	2,073.6	49.3	23.9	12.3	0.1	2,159.2
Supplier Reimbursements (Note 11)*	(226.8)	—	—	—	—	(226.8)
Disposals in year	(549.5)	(0.1)	(27.3)	(10.0)	(1.9)	(588.8)
At March 31, 2024	16,422.1	204.5	144.9	94.3	3.6	16,869.4
<b>Depreciation</b>						
At March 31, 2023	5,393.0	43.2	93.8	81.5	5.4	5,616.9
Charge for year	966.3	5.5	15.4	7.0	0.1	994.3
Eliminated on disposal	(549.5)	(0.1)	(27.3)	(10.0)	(1.9)	(588.8)
At March 31, 2024	5,809.8	48.6	81.9	78.5	3.6	6,022.4
<b>Net book value</b>						
At March 31, 2024	10,612.3	155.9	63.0	15.8	—	10,847.0
<b>Year ended March 31, 2023</b>						
<b>Cost</b>						
At March 31, 2022	13,725.8	134.9	138.6	85.4	5.3	14,090.0
Additions in year	1,747.0	20.4	9.8	6.6	0.1	1,783.9
Supplier Reimbursements*	(127.5)	—	—	—	—	(127.5)
Disposals in year	(220.5)	—	(0.1)	—	—	(220.6)
At March 31, 2023	15,124.8	155.3	148.3	92.0	5.4	15,525.8
<b>Depreciation</b>						
At March 31, 2022	4,795.0	39.3	78.9	76.5	5.2	4,994.9
Charge for year	815.5	3.9	14.8	4.8	0.2	839.2
Eliminated on disposal	(217.5)	—	0.1	0.2	—	(217.2)
At March 31, 2023	5,393.0	43.2	93.8	81.5	5.4	5,616.9
<b>Net book value</b>						
At March 31, 2023	9,731.8	112.1	54.5	10.5	—	9,908.9

	Aircraft	Hangar and Buildings	Plant and Equipment	Fixtures and Fittings	Motor Vehicles	Total
	€M	€M	€M	€M	€M	€M
<b>Year ended March 31, 2022</b>						
<b>Cost</b>						
At March 31, 2021	12,595.1	124.1	131.9	85.2	5.3	12,941.6
Additions in year	1,600.5	10.8	7.3	4.8	—	1,623.4
Supplier Reimbursements*	(113.9)	—	—	—	—	(113.9)
Disposals in year	(355.9)	—	(0.6)	(4.6)	—	(361.1)
At March 31, 2022	13,725.8	134.9	138.6	85.4	5.3	14,090.0
<b>Depreciation</b>						
At March 31, 2021	4,402.2	34.0	64.9	74.5	4.9	4,580.5
Charge for year	638.2	5.3	14.5	6.5	0.3	664.8
Eliminated on disposal	(245.4)	—	(0.5)	(4.5)	—	(250.4)
At March 31, 2022	4,795.0	39.3	78.9	76.5	5.2	4,994.9
<b>Net book value</b>						
At March 31, 2022	8,930.8	95.6	59.7	8.9	0.1	9,095.1

At March 31, 2024, aircraft with a net book value of €nil (2023: €102m; 2022: €692m) were mortgaged to lenders as security for loans.

In the year ended March 31, 2024 the Group sold no Boeing 737-800NG aircraft (2023: nil; 2022: 10).

\*Reimbursements related to reasonable, and fair, compensation agreed with Boeing for the delivery delay of the Boeing 737-8200 aircraft and is recorded as a reduction in PPE above.

### 3. Right of use assets & lease liabilities

#### Leases under IFRS 16 recognized in Consolidated Income Statement

Interest on lease liabilities
Depreciation charge
<b>Lease charge for the year</b>

Year ended March 31,		
2024	2023	2022
€M	€M	€M
8.8	6.8	3.7
65.2	84.0	54.5
<b>74.0</b>	<b>90.8</b>	<b>58.2</b>

#### Right of use-assets

Balance at beginning of year
Depreciation charge for the year
Additions
Modification of leases
<b>Balance at end of year</b>

At March 31,		
2024	2023	2022
209.1	133.7	188.2
(65.2)	(84.0)	(54.5)
22.6	47.2	—
—	112.2 *	—
<b>166.5</b>	<b>209.1</b>	<b>133.7</b>

#### Lease Liabilities

Balance at beginning of year
Additions
Financing cash outflows from lease liabilities
Interest expense
Modification of leases
Exchange movements
<b>Balance at end of year</b>

At March 31,		
2024	2023	2022
206.3	138.3	183.1
—	9.9	—
(51.5)	(58.9)	(56.7)
8.8	6.8	3.7
—	112.2 *	—
1.0	(2.0)	8.2
<b>164.6</b>	<b>206.3</b>	<b>138.3</b>

#### Lease Liabilities

Current lease liability
Non-current lease liability
<b>Total lease liabilities at end of year</b>

At March 31,		
2024	2023	2022
39.4	43.2	56.9
125.2	163.1	81.4
<b>164.6</b>	<b>206.3</b>	<b>138.3</b>

A maturity analysis of our lease liabilities as at March 31, 2024 has been disclosed within Note 11.

\* Relates to the extension of 24 Airbus A320 leases during fiscal year 2023.

#### 4. Intangible assets

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Landing rights</b>			
Balance at beginning of year	146.4	146.4	146.4
Balance at end of year	146.4	146.4	146.4

Landing slots were acquired with the acquisition of Buzz Stansted Limited in April 2003 and Lauda in fiscal year 2019.

As these landing slots have no expiry date and are expected to be used in perpetuity, they are considered to be of indefinite life and accordingly are not amortized. The Company also considers that there has been no impairment of the value of these rights to date. The recoverable amount of these rights has been determined on a value-in-use basis, using discounted cash flow projections for a twenty year period for each route that has an individual landing right. The calculation of value-in-use is most sensitive to the operating margin and discount rate assumptions. Operating margins are based on the existing margins generated from these routes and adjusted for any known trading conditions. The trading environment is subject to both regulatory and competitive pressures that can have a material effect on the operating performance of the business. Foreseeable events, however, are unlikely to result in a change of projections of a significant nature so as to result in the landing rights' carrying amounts exceeding their recoverable amounts. These projections have been discounted based on the estimated discount rate applicable to the asset of 11% for 2024, 13.4% for 2023 and 11.2% for 2022.

#### 5. Inventories

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Consumables	6.2	6.0	4.3

#### 6. Other assets

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Prepayments and other assets*	1,451.9	1,037.2	473.2
Interest receivable	6.7	10.3	—
	1,458.6	1,047.5	473.2

\*Included in prepayments and other assets are amounts due after 1 year of approximately €183m (2023: €169m; 2022: €72m). Prepayments include €920m (2023: €514m; 2022: €128m) pertaining to EU ETS carbon credits to be utilized within 1 year.

## 7. Trade receivables

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Trade receivables	76.4	59.7	43.5
	76.4	59.7	43.5

All amounts fall due within one year.

There has been no change to the allowance for impairment during the year (2023: €nil; 2022: €nil). There were no bad debt write-offs in the year (2023: €nil; 2022: €nil).

At March 31, 2024, €13m (2023: €5m; 2022: €4m) of the accounts receivable balance were past due, of which €nil (2023: €nil; 2022: €nil) was impaired and €13m (2023: €5m; 2022: €4m) was considered past due but not impaired for which the expected credit loss was considered immaterial.

## 8. Restricted cash

Restricted cash consists of approximately €6m (2023: €20m; 2022: €23m) placed in escrow accounts for certain legal cases and appeals (which accounts for the majority of the balance).

## 9. Trade payables

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Trade payables - Current	792.2	1,065.5	1,029.0
Trade payables - Non-current	—	—	49.2
	792.2	1,065.5	1,078.2

Trade payables primarily relates to amounts that are payable at various dates in the three months after the end of the financial year in accordance with the creditors' usual and customary credit terms.



## 10. Accrued expenses and other liabilities

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Accruals	1,603.1	1,276.6	953.0
Indirect tax and duties	725.5	720.4	485.6
Unearned revenue (contract liabilities)	2,899.0	2,786.5	1,554.2
	<u>5,227.6</u>	<u>4,783.5</u>	<u>2,992.8</u>

Contract liabilities comprise:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Opening contract liabilities	2,786.5	1,554.2	290.9
Revenue deferred during the year	12,840.8	11,343.0	5,648.4
Revenue recognized during the year	(12,728.3)	(10,110.7)	(4,385.1)
Closing contract liabilities	<u>2,899.0</u>	<u>2,786.5</u>	<u>1,554.2</u>

Indirect tax and duties comprise:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
PAYE (payroll taxes)	31.6	22.5	13.5
Other tax (principally air passenger duty in various countries)	693.9	697.9	472.1
	<u>725.5</u>	<u>720.4</u>	<u>485.6</u>

Creditors for tax and social insurance are payable in the timeframe set out in the relevant legislation.

## 11. Financial instruments – Fair values and risk management

The Company utilizes financial instruments to reduce exposures to market risks throughout its business. Borrowings, cash and cash equivalents and liquid investments are used to finance the Company's operations. The Company uses derivative financial instruments, principally jet fuel derivatives, options and forward foreign exchange contracts to manage commodity risks, interest rate risks and currency exposures and to achieve the desired profile of fixed and variable rate borrowings and leases in appropriate currencies. It is the Company's policy that no speculative trading in financial instruments shall take place.

The main risks attaching to the Company's financial instruments, the Company's strategy and approach to managing these risks, and the details of the derivatives employed to hedge against these risks have been disclosed in this note.

### (a) Accounting classifications and fair values

The following tables show the carrying amounts and fair values of financial assets and financial liabilities, by class and category, as at March 31, 2024, 2023 and 2022. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value (including cash and cash equivalents, financial assets: cash > 3 months, restricted cash, trade receivables, trade payables (current) and accrued expenses).

The carrying value and fair value of the Company's financial assets by class and category at March 31, 2024, 2023 and 2022 were as follows:

	Assets at Amortized Cost €M	Cash- Flow Hedges €M	Fair value through Profit & Loss €M	Total Carrying Value €M	Total Fair Value €M
<b>At March 31, 2024</b>					
Cash and cash equivalents	3,875.4	—	—	3,875.4	—
Financial asset: cash > 3 months	237.8	—	—	237.8	—
Restricted cash	6.4	—	—	6.4	—
Derivative financial instruments:					
- U.S. dollar currency forward contracts	—	147.2	—	147.2	147.2
- Jet fuel & carbon derivative contracts	—	205.6	—	205.6	205.6
Trade receivables	76.4	—	—	76.4	—
Total financial assets at March 31, 2024	4,196.0	352.8	—	4,548.8	352.8
	Assets at Amortized Cost €M	Cash- Flow Hedges €M	Fair value through Profit & Loss €M	Total Carrying Value €M	Total Fair Value €M
<b>At March 31, 2023</b>					
Cash and cash equivalents	3,599.3	—	—	3,599.3	—
Financial asset: cash > 3 months	1,056.2	—	—	1,056.2	—
Restricted cash	19.5	—	—	19.5	—
Derivative financial instruments:					
- U.S. dollar currency forward contracts	—	279.4	—	279.4	279.4
- Jet fuel & carbon derivative contracts	—	49.6	—	49.6	49.6
- Jet fuel options	—	14.1	—	14.1	14.1
- Cross-currency swaps	—	3.6	—	3.6	3.6
Trade receivables	59.7	—	—	59.7	—
Total financial assets at March 31, 2023	4,734.7	346.7	—	5,081.4	346.7
	Assets at Amortized Cost €M	Cash- Flow Hedges €M	Fair value through Profit & Loss €M	Total Carrying Value €M	Total Fair Value €M
<b>At March 31, 2022</b>					
Cash and cash equivalents	2,669.0	—	—	2,669.0	—
Financial asset: cash > 3 months	934.1	—	—	934.1	—
Restricted cash	22.7	—	—	22.7	—
Derivative financial instruments:					
- U.S. dollar currency forward contracts	—	474.1	—	474.1	474.1
- Jet fuel & carbon derivative contracts	—	956.3	—	956.3	956.3
- Jet fuel options	—	—	150.5	150.5	150.5
- Cross-currency swaps	—	4.6	—	4.6	4.6
Trade receivables	43.5	—	—	43.5	—
Total financial assets at March 31, 2022	3,669.3	1,435.0	150.5	5,254.8	1,585.5

The carrying values and fair values of the Company's financial liabilities by class and category were as follows:

	Liabilities at Amortized Cost €M	Cash-Flow Hedges €M	Fair value through Profit & Loss €M	Total Carrying Value €M	Total Fair Value €M
<b>At March 31, 2024</b>					
Current maturities of debt	50.0	—	—	50.0	50.0
Non-current maturities of debt	2,532.2	—	—	2,532.2	2,460.3
Derivative financial instruments:					
-U.S. dollar currency forward contracts	—	3.3	—	3.3	3.3
-Jet fuel & carbon derivative contracts	—	178.8	—	178.8	178.8
Trade payables (Current)	792.2	—	—	792.2	—
Accrued expenses	1,603.1	—	—	1,603.1	—
Total financial liabilities at March 31, 2024	4,977.5	182.1	—	5,159.6	2,692.4
<b>At March 31, 2023</b>					
Current maturities of debt	1,056.7	—	—	1,056.7	1,051.7
Non-current maturities of debt	2,853.2	—	—	2,853.2	2,740.7
Derivative financial instruments:					
-U.S. dollar currency forward contracts	—	48.0	—	48.0	48.0
-Jet fuel & carbon derivative contracts	—	349.8	—	349.8	349.8
Trade payables (Current)	1,065.5	—	—	1,065.5	—
Accrued expenses	1,276.6	—	—	1,276.6	—
Total financial liabilities at March 31, 2023	6,252.0	397.8	—	6,649.8	4,190.2
<b>At March 31, 2022</b>					
Current maturities of debt	1,224.5	—	—	1,224.5	1,224.5
Non-current maturities of debt	3,714.6	—	—	3,714.6	3,727.7
Derivative financial instruments:					
-U.S. dollar currency forward contracts	—	—	31.0	31.0	31.0
-Jet fuel derivative contracts	—	7.6	—	7.6	7.6
Trade payables (Current)	1,029.0	—	—	1,029.0	—
Trade payables (Non-current)	49.2	—	—	49.2	49.2
Accrued expenses	953.0	—	—	953.0	—
Total financial liabilities at March 31, 2022	6,970.3	7.6	31.0	7,008.9	5,040.0

## (b) Measurement of fair values

### **Valuation techniques**

Financial instruments measured at fair value in the balance sheet are categorized by the type of valuation method used.

The different valuation levels are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for that asset or liability, either directly or indirectly.
- Level 3: Significant unobservable inputs for the asset or liability.

The following paragraphs describe the valuation techniques used in measuring Level 2 fair values for each material class of financial instruments in the consolidated balance sheet, as well as the significant unobservable inputs used.

#### *Financial instruments measured at fair value*

**Derivatives – interest rate swaps:** Discounted cash flow analyses have been used to determine their fair value, taking into account current market inputs and rates. The Group's credit risk and counterparty's credit risk is taken into account when establishing fair value (Level 2).

**Derivatives – currency forwards, jet fuel forward swap contracts and carbon contracts:** A comparison of the contracted rate to the market rate for contracts providing a similar risk profile at March 31, 2024 has been used to establish fair value. The Group's credit risk and counterparty's credit risk is taken into account when establishing fair value (Level 2).

**Derivatives – jet fuel call options:** The fair value of jet fuel call options is determined based on standard option pricing valuation models (Level 2).

#### *Financial instruments not measured at fair value*

**Long-term debt:** The repayments which Ryanair is committed to make have been discounted at the relevant market rates of interest applicable (including credit spreads) at the relevant reporting year end date to arrive at a fair value representing the amount payable to a third party to assume the obligations.

**Trade payables:** The value of trade payables has not been discounted as the effects of discounting would not be material.

	Level 1 €M	Level 2 €M	Level 3 €M	Total €M
<b>At March 31, 2024</b>				
<b>Derivative assets measured at fair value for risk management purposes</b>				
U.S. dollar currency forward contracts	—	147.2	—	147.2
Jet fuel & carbon derivative contracts	—	205.6	—	205.6
	—	352.8	—	352.8
<b>Derivative liabilities measured at fair value for risk management purposes</b>				
U.S. currency forward contracts	—	3.3	—	3.3
Jet fuel & carbon derivative contracts	—	178.8	—	178.8
	—	182.1	—	182.1
<b>Financial liabilities not measured at fair value</b>				
Debt	—	2,510.3	—	2,510.3
Non-current trade payables	—	—	—	—
	—	2,510.3	—	2,510.3
<b>Total</b>	—	3,045.2	—	3,045.2
	Level 1 €M	Level 2 €M	Level 3 €M	Total €M
<b>At March 31, 2023</b>				
<b>Derivative assets measured at fair value for risk management purposes</b>				
U.S. dollar currency forward contracts	—	279.4	—	279.4
Cross-currency swaps	—	3.6	—	3.6
Jet fuel & carbon derivative contracts	—	63.7	—	63.7
	—	346.7	—	346.7
<b>Derivative liabilities measured at fair value for risk management purposes</b>				
U.S. currency forward contracts	—	48.0	—	48.0
Jet fuel & carbon derivative contracts	—	349.8	—	349.8
	—	397.8	—	397.8
<b>Financial liabilities not measured at fair value</b>				
Debt	—	3,792.4	—	3,792.4
Non-current trade payables	—	—	—	—
	—	3,792.4	—	3,792.4
	—	4,536.9	—	4,536.9
	Level 1 €M	Level 2 €M	Level 3 €M	Total €M
<b>At March 31, 2022</b>				
<b>Derivative assets measured at fair value for risk management purposes</b>				
U.S. dollar currency forward contracts	—	474.1	—	474.1
Jet fuel derivative contracts	—	1,106.8	—	1,106.8
Cross-currency swaps	—	4.6	—	4.6
	—	1,585.5	—	1,585.5
<b>Derivative liabilities measured at fair value for risk management purposes</b>				
U.S. currency forward contracts	—	31.0	—	31.0
Jet fuel derivative contracts	—	7.6	—	7.6
	—	38.6	—	38.6
<b>Financial liabilities not measured at fair value</b>				
Debt	—	4,952.2	—	4,952.2
Non-current trade payables	—	49.2	—	49.2
	—	5,001.4	—	5,001.4
<b>Total</b>	—	6,625.5	—	6,625.5

## **Transfers between Levels 1 and 2 and transfers out of Level 3**

During the years ended March 31, 2024, 2023 and 2022 there were no transfers between Level 1 and Level 2 fair-value measurements, and no transfers into or out of Level 3 fair-value measurement.

### **(c) Financial risk management**

#### ***Risk management framework***

The Audit Committee of the Board of Directors has responsibility for monitoring the treasury policies and procedures of the Group, which include controls over the procedures used to manage the main financial risks arising from the Group's operations. Such risks comprise market risks including commodity price, foreign exchange and interest rate risks, credit risk and liquidity risk. The Group uses various derivative financial instruments to manage its exposure to market risks, including the risks relating to fluctuations in commodity prices and currency exchange rates. Ryanair uses forward swap contracts and call options for the purchase of its jet fuel (jet kerosene) and carbon credit (Emission Trading System) requirements to reduce its exposure to commodity price risk. It also uses foreign currency forward contracts to reduce its exposure to risks related to foreign currencies, principally the U.S. dollar exposure associated with the purchase of new Boeing 737 aircraft and the U.S. dollar exposure associated with the purchase of jet fuel. At March 31, 2024 all derivatives are designated as cash flow hedges. With the exception of the time value of jet fuel call options, all gains and losses are taken to other reserves. The time value of jet fuel call options is excluded from the designated hedging instrument, with movements in time value recognized in the income statement.

#### ***Market risk***

Ryanair is exposed to market risks relating to fluctuations in commodity prices, interest rates and currency exchange rates. The objective of financial risk management at Ryanair is to minimize the impact of commodity price, interest rate and foreign exchange rate fluctuations on the Company's earnings, cash flows and equity.

The Group uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the Audit Committee. Generally, the Group seeks to apply hedge accounting to manage volatility in profit or loss.

#### ***Currency risk***

The Group is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and the respective functional currencies of Group companies. The functional currencies of Group companies is the euro. The main currencies in which non-euro transactions occur giving rise to foreign currency risk are primarily denominated in U.S. dollars and UK pounds sterling.

The Company manages this risk by typically matching UK pounds sterling revenues against UK pounds sterling costs. Surplus UK pounds sterling revenues are sometimes used to fund forward foreign exchange contracts to hedge U.S. dollar currency exposures that arise in relation to fuel, maintenance, aviation insurance, and capital expenditure costs and typically UK pounds sterling are converted into euro. Additionally, the Group swaps euro for U.S. dollars using forward currency contracts to cover any expected U.S. dollar outflows for these costs. From time to time, the Company also swaps UK pounds sterling for euro using forward currency contracts to hedge expected future surplus UK pounds sterling. From time to time the Group also enters into cross-currency interest rate swaps to hedge against fluctuations in foreign exchange rates and interest rates in respect of U.S. dollar denominated borrowings.



Forward currency contracts are designated as cash flow hedges of forecasted U.S. dollar payments and have been determined to be highly effective in offsetting variability in future cash flows arising from the fluctuation in the U.S. dollar and euro exchange rates for the forecasted U.S. dollar purchases.

In these hedge relationships, the main sources of ineffectiveness are changes in the timing of the hedged transactions. The Group recorded a hedge ineffectiveness loss of €nil on ineffective currency cash flow hedges for fiscal year 2024 (2023: €nil, 2022: €nil).

#### *Exposure to currency risk*

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	At March 31,								
	2024			2023			2022		
	GBP	U.S.\$	Euro €	GBP	U.S.\$	Euro €	GBP	U.S.\$	Euro €
	£M	\$M	€M	£M	\$M	€M	£M	\$M	€M
<b>Monetary assets</b>									
UK pounds sterling cash and liquid resources	55.6	—	65.1	78.1	—	88.8	28.3	—	33.6
U.S. Dollar cash and liquid resources	—	785.5	727.8	—	671.3	619.3	—	386.8	349.6
	<u>55.6</u>	<u>785.5</u>	<u>792.9</u>	<u>78.1</u>	<u>671.3</u>	<u>708.1</u>	<u>28.3</u>	<u>386.8</u>	<u>383.2</u>
	At March 31,								
	2024			2023			2022		
	GBP	U.S.\$	Euro €	GBP	U.S.\$	Euro €	GBP	U.S.\$	Euro €
	£M	\$M	€M	£M	\$M	€M	£M	\$M	€M
<b>Monetary liabilities</b>									
U.S. dollar long term debt*	—	—	—	—	280.8	259.1	—	311.3	281.3
Pre-delivery payments due to Boeing	—	—	—	—	669.2	617.4	—	296.2	267.7
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>950.0</u>	<u>876.5</u>	<u>—</u>	<u>607.5</u>	<u>549.0</u>

\*During the year ended March 31, 2022, the Group issued non-interest-bearing promissory notes to the value of approximately €230m (U.S.\$250m) in settlement of certain aircraft trade payables. These were non-cash settled in full during the fiscal year ended March 31, 2024.

The following exchange rates have been applied:

	€	£	\$
March 31, 2022	1.0000	0.8422	1.1065
March 31, 2023	1.0000	0.8791	1.0839
March 31, 2024	1.0000	0.8548	1.0793

The notional principal amounts of forward foreign exchange contracts are as follows:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Within Year 1	4,403.6	5,873.1	4,607.7
Greater than 1 Year	447.9	1,203.5	2,097.8
Total	4,851.5	7,076.6	6,705.5

The notional principle amount of outstanding forward foreign exchange contracts at March 31, 2024 are treated as cash flow hedges to hedge jet fuel, capital expenditure and maintenance contracts in U.S. dollars. As at March 31, 2024 the hedged U.S. dollar rate was approximately U.S.\$1.12 to €1.00.

### *Sensitivity analysis*

If the rate fell by 10% outstanding foreign currency-denominated financial assets and financial liabilities at March 31, 2024 would have a positive impact of €77m on the income statement (net of tax) (2023: €46m; 2022: €26m) and a negative impact of €63m on the income statement (net of tax) (2023: €38m; 2022: €2m) if the rate increased by 10%. The same movement of 10% in foreign currency exchange rates would have a positive €501m impact (net of tax) on equity if the rate fell by 10% and a negative €410m impact (net of tax) if the rate increased by 10% (2023: €677m positive or €544m negative; 2022: €695m positive or €588m negative).

### **Interest rate risk**

The Group's objective for interest rate risk management is to reduce interest-rate risk by matching a proportion of floating rate assets with floating rate liabilities, and using financial instruments, which lock in interest rates on debt, when appropriate. Floating interest rates on financial liabilities are referenced to European interbank interest rates (EURIBOR). Secured long-term debt and interest rate swaps typically re-price on a quarterly basis. The Group uses current interest rate settings on existing floating rate debt at each year-end to calculate contractual cash flows. Fixed interest rates on financial liabilities are fixed for the duration of the underlying structures.

In previous years the Group utilized cross currency interest rate swaps to manage exposures to fluctuations in foreign exchange rates of U.S. dollar denominated floating rate borrowings, together with managing the exposures to fluctuations in interest rates on these U.S. dollar denominated floating rate borrowings. Cross currency interest rate swaps were primarily used to convert a portion of the Group's U.S. dollar denominated debt to euro and floating rate interest exposures into fixed rate exposures and are set so as to match exactly the critical terms of the underlying debt being hedged (i.e. notional principal, interest rate settings, re-pricing dates). These were all designated in cash flow hedges of the forecasted U.S. dollar variable interest payments on the Group's underlying debt and were determined to be highly effective in achieving offsetting cash flows. Accordingly, no ineffectiveness was recorded in the income statement relating to these hedges.

## Exposures to interest rate risk

The following was the maturity profile of the Group's financial liabilities (excluding aircraft provisions, trade payables and accrued expenses).

	Weighted average rate (%)	2025 €M	2026 €M	2027 €M	2028 €M	2029 - 2031 €M	Total €M
<b>At March 31, 2024</b>							
<b>Fixed rate</b>							
Secured debt							
Unsecured debt	1.67%	50.0	843.4	1,198.8	—	—	2,092.2
Debt	1.67%	50.0	843.4	1,198.8	—	—	2,092.2
Lease liabilities - right of use	4.43%	39.4	31.9	32.1	32.7	28.5	164.6
Total fixed rate debt		89.4	875.3	1,230.9	32.7	28.5	2,256.8
<b>Floating rate</b>							
Unsecured long term debt	4.30%	—	—	—	—	490.0	490.0
Total floating rate debt	4.30%	—	—	—	—	490.0	490.0
Total financial liabilities		89.4	875.3	1,230.9	32.7	518.5	2,746.8

	Weighted average rate (%)	2024 €M	2025 €M	2026 €M	2027 €M	2028 - 2031 €M	Total €M
<b>At March 31, 2023</b>							
<b>Fixed rate</b>							
Secured debt	2.43%	16.2	12.3	—	—	—	28.5
Unsecured debt	1.39%	1,040.5 *	46.0	846.1	1,198.8	—	3,131.4
Debt	1.39%	1,056.7	58.3	846.1	1,198.8	—	3,159.9
Lease liabilities - right of use	4.37%	43.2	38.4	31.8	32.2	60.7	206.3
Total fixed rate debt		1,099.9	96.7	877.9	1,231.0	60.7	3,366.2
<b>Floating rate</b>							
Unsecured long term debt	3.45%	—	750.0 **	—	—	—	750.0
Total floating rate debt	3.45%	—	750.0	—	—	—	750.0
Total financial liabilities		1,099.9	846.7	877.9	1,231.0	60.7	4,116.2

\* Includes promissory notes amounting to approx. €230m

\*\* Refinanced post year end (May 2023) with unsecured RCF at lower margin maturing May 2028

	Weighted average rate (%)	2023 €M	2024 €M	2025 €M	2026 €M	2027 - 2028 €M	Total €M
<b>At March 31, 2022</b>							
<b>Fixed rate</b>							
Secured debt	2.43%	62.9	52.2	12.0	—	—	127.1
Unsecured debt	1.31%	1,140.9 *	807.7	47.8	847.0	1,197.9	4,041.3
Debt	1.35%	1,203.8	859.9	59.8	847.0	1,197.9	4,168.4
Lease liabilities - right of use	2.33%	56.9	51.0	26.2	3.1	1.1	138.3
Total fixed rate debt		1,260.7	910.9	86.0	850.1	1,199.0	4,306.7
<b>Floating rate</b>							
Secured long term debt	0.14%	20.7	—	—	—	—	20.7
Unsecured long term debt	0.75%	—	—	750.0	—	—	750.0
Total floating rate debt	0.73%	20.7	—	750.0	—	—	770.7
Total financial liabilities		1,281.4	910.9	836.0	850.1	1,199.0	5,077.4

\* Includes promissory notes amounting to approx. €226m

The Group holds significant cash balances that are invested on a short-term basis. At March 31, 2024, all of the Group's cash and liquid resources attracted a weighted average interest rate of 4.2% (2023: 3.02%; 2022: -0.31%). Interest rates on cash and liquid resources are generally based on the appropriate EURIBOR or bank rates dependent on the principal amounts on deposit.

	At March 31,		
	2024	2023	2022
	Within 1 year	Within 1 year	Within 1 year
Financial assets	€M	€M	€M
Cash and cash equivalents	3,875.4	3,599.3	2,669.0
Cash > 3 months	237.8	1,056.2	934.1
Restricted cash	6.4	19.5	22.7
Total financial assets	4,119.6	4,675.0	3,625.8

#### *Derivative financial instruments – Interest rate risk exposure*

The Group had cross currency swaps to swap fixed rate U.S. dollar denominated debt of U.S.\$nil (2023: U.S.\$31m; 2022: U.S.\$48m) into a fixed rate euro debt of €nil (2023: €25m; 2022: €38m).

#### *Sensitivity analysis*

Based on the levels of and composition of year-end interest bearing assets and liabilities, including derivatives, at March 31, 2024, a plus one percentage point movement in interest rates would result in a respective increase of approximately €42m (net of tax) in net finance income (2023: increase in net finance expense of €92m; 2022: decrease in net finance expense of €19m) and a minus one percentage point movement in interest rates would result in a respective decrease of approximately €16m in net finance income in the income statement (2023: decrease in net finance expense of €49m; 2022: increase in net finance expense of €33m;) and a nil increase or decrease in equity (2023: nil 2022: nil).

#### ***Jet fuel and carbon credits price risk***

The Group's historical fuel risk management policy has been to hedge up to approximately 90% of the forecast fuel consumption to ensure that the future cost per gallon of fuel is locked in. This policy was adopted to prevent the Group being exposed, in the short term, to adverse movements in global jet fuel prices. However, when deemed to be in the best interests of the Group, the Group does not necessarily hedge up to this limit. At March 31, 2024, the Group had entered into forward hedging covering approximately 70% of the Group's estimated fuel exposure for fiscal year 2025.

The Group utilizes jet fuel forward swap contracts and jet fuel call options to manage exposure to jet fuel prices. These are used to hedge the Group's forecasted fuel purchases and are arranged so as to match as closely as possible against forecasted fuel delivery and payment requirements. These contracts are designated as cash flow hedges of forecasted fuel payments and have been determined to be highly effective in offsetting variability in future cash flows arising from fluctuations in jet fuel prices.

The Group has entered into jet fuel forward swap contracts with a number of counterparties to hedge jet fuel purchases over a period of up to 18 to 24 months. The notional amount of these contracts are €2.7bn (2023: €3.3bn; 2022: €1.8bn) at an average hedged rate of approximately U.S.\$795 per metric tonne. (2023: U.S.\$885; 2022: U.S.\$640).

In these hedging relationships the main sources of ineffectiveness are changes in the timing of the hedged transactions. The Group recorded a hedge ineffectiveness charge of €nil in fiscal year 2024 (2023: €nil, 2022: €nil,) in relation to jet fuel hedges (€nil in relation to jet fuel swaps, and €nil in relation currency forward contracts).

The European Union Emissions Trading System ("EU-ETS") is applicable to airlines from January 1, 2012. Ryanair recognizes the cost associated with the purchase of carbon credits as part of the EU-ETS as an expense in the income statement. This expense is recognized in line with fuel consumed during the fiscal year as the Group's carbon emissions and fuel consumptions are directly linked.

The Group's fuel risk management policy includes hedging of the Group's EU-ETS and UK-ETS (carbon) exposures. This policy was adopted to prevent the Group being exposed, in the short term, to adverse movements in carbon credit prices. However, when deemed to be in the best interests of the Group, it may deviate from this policy. At March 31, 2024, the Group had hedged approximately 100% of the Group's estimated carbon exposure for fiscal year 2025 at approximately €76 per EUA (2023: fiscal year 2024 was 54% hedged at €75 per EUA) and £66 per UKA (2023: £72) and approximately 28% for fiscal year 2026 at approximately €58 per EUA and £50 per UKA.

### *Sensitivity Analysis*

A plus or minus change of 10% in the price of jet fuel at March 31, 2024 would have a €nil impact (2023: €7m decrease) on the income statement (net of tax) if the price fell by 10% and a €nil impact (2023: €4m increase) if the price increased by 10%. The same movement of 10% in the price of jet fuel at March 31, 2024 would have a negative €254m impact (2023: negative €258m) on equity if the price fell by 10% and a positive €254m impact (2023: positive €258m) if the price increased by 10%.

A plus or minus change of 10% in the price of carbon at March 31, 2024 would have a €nil impact (2023: €nil) on the income statement (net of tax) if the price fell by 10% and a €nil impact (2023: €nil) if the price increased by 10%. The same movement of 10% in the price of carbon at March 31, 2024 would have a negative €74m impact (2023: negative €32m) on equity if the price fell by 10% and a positive €72m impact (2023: positive €32m) if the price increased by 10%.

### **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from trade receivables, cash and cash equivalents, derivatives and guarantees.

#### *Trade receivables*

The Group's revenues derive principally from airline travel on scheduled services, internet income and in-flight and related sales. Revenue is primarily derived from European routes. No individual customer accounts for a significant portion of total revenue.

At March 31, 2024, €13m (2023: €5m; 2022: €4m) of the accounts receivable balance were past due, of which €nil (2023: €nil; 2022: €nil) was impaired and €13m (2023: €5m; 2022: €4m) was considered past due but not impaired for which the expected credit loss was considered immaterial.

## *Cash and cash equivalents*

The Group holds significant cash balances, which are classified as either cash and cash equivalents or financial assets >3 months. These deposits and other financial instruments (principally certain derivatives and loans as identified above) give rise to credit risk on amounts due from counterparties. Credit risk is managed by limiting the aggregate amount and duration of exposure to any one counterparty through regular review of counterparties' market-based ratings, Tier 1 capital level and credit default swap rates and by taking into account bank counterparties' systemic importance to the financial systems of their home countries. The Group limits the concentration of risk in relation to any one institution for cash and cash equivalents. Deposits are entered into with parties that have high investment grade credit ratings from the main rating agencies, including Standard & Poor's ("S&P"), Moody's and Fitch ratings. The Group also monitors where counterparty credit default swaps are trading. The maximum exposure arising in the event of default on the part of the counterparty is the carrying value of the relevant financial instrument. The Group is authorized to place funds on deposit for periods up to 18 months.

## *Derivatives*

In line with the Group's policies and procedures, derivatives are entered into with parties that have high investment grade credit ratings from the main rating agencies, including Standard & Poor's ("S&P"), Moody's and Fitch ratings. The Group also avoids concentration of risk in relation to derivative counterparties.

## *Guarantees*

At March 31, 2024, the Group has provided approximately €2.76bn (2023: €4.12bn; 2022: €5.09bn) in letters of guarantee to secure obligations of subsidiary undertakings in respect of loans, bank advances and long dated foreign currency transactions.

In order to avail itself of the exemption contained in Section 357 of the Companies Act, 2014, the holding company, Ryanair Holdings plc, has guaranteed the liabilities and commitments of its subsidiary undertakings registered in Ireland. As a result, the subsidiary undertakings have been exempted from the requirement to annex their statutory financial statements to their annual returns.

## ***Liquidity risk and capital management***

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial activities that are settled by delivering cash or another financial asset. The Group's objective when managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they fall due and to provide adequately for contingencies.

The Group's cash and liquid resources comprise cash and cash equivalents, short-term investments and restricted cash. The Group defines the capital that it manages as the Group's long-term debt and equity. The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to maintain sufficient financial resources to mitigate against risks and unforeseen events. In addition, the Group aims to achieve the best available return on investments of surplus cash – subject to credit risk and liquidity constraints.



The Group finances its working capital requirements through a combination of cash generated from operations, bank loans and debt capital market issuances for general corporate purposes including the acquisition of aircraft. The Group had cash and liquid resources at March 31, 2024 of €4.2bn (2023: €4.7bn; 2022: €3.6bn). During the year, the Group had a net cash outflows of €2.4bn in relation to property, plant and equipment (2023: outflow of €1.8bn; 2022: outflow of €1bn). Cash generated from operations has been the principal source for these cash requirements during the year. The Group repaid a €750m 1.125% Eurobond under its EMTN programme in August 2023 and €260m under the Group's Revolving Credit Facility in November 2023.

The Board of Directors periodically reviews the capital structure of the Group, considering the cost of capital and the risks associated with each class of capital. The Board approves any material adjustments to the capital structure in terms of the relative proportions of debt and equity.

Management believes that the working capital available to the Group is sufficient for its present requirements and will be sufficient to meet its anticipated requirements for capital expenditures and other cash requirements for fiscal year 2025.

At March 31, 2024, the Group had total borrowings of €2.7bn (2023: €4.1bn; 2022: €5.1bn), including capitalized leases (under IFRS 16) of €165m (2023: €206m, 2022: €138m) from various financial institutions and the debt capital markets. Financing for the acquisition of nil Boeing 737-800NG aircraft (2023: 7; 2022: 50) was provided on the basis of guarantees granted by the Ex-Im Bank. The remaining long-term debt relates to two unsecured Eurobonds, with a cumulative amount of €2.1bn, a €490m unsecured Revolving Credit Facility, and 28 aircraft held under operating leases in right of use assets.

#### *Exposure to liquidity risk*

The following are the remaining contractual maturities of financial liabilities at the reporting date. These amounts are gross and undiscounted and include estimated contractual interest payments. The total contractual cash flows for the derivative financial instruments have been presented to reflect the gross settled amounts associated with the currency and commodity forward contracts.

**At March 31, 2024**

Long and short term debt and leases:

- Fixed rate debt: 1.67%
- Floating rate debt: 4.30%
- Lease liabilities

Derivative financial instruments

- Currency forward contracts – outflows
- Currency forward contracts – inflows
- Commodity forward contracts

Trade payables

Accrued expenses

Total at March 31, 2024

Total Carrying Value €M	Total Contractual Cash Flows €M	2025 €M	2026 €M	2027 €M	2028 €M	Thereafter €M
2,092.2	2,172.7	85.0	878.3	1,209.4	—	—
490.0	579.2	21.2	21.3	21.3	21.5	493.9
164.6	183.1	45.5	37.1	36.1	34.9	29.5
2,746.8	2,935.0	151.7	936.7	1,266.8	56.4	523.4
3.3	188.3	7.0	10.6	10.0	133.6	27.1
—	(195.0)	(7.0)	(10.7)	(10.2)	(138.5)	(28.6)
178.8	178.8	178.8	—	—	—	—
792.2	792.2	792.2	—	—	—	—
1,603.1	1,603.1	1,603.1	—	—	—	—
5,324.2	5,502.4	2,725.8	936.6	1,266.6	51.5	521.9

**At March 31, 2023**

Long and short term debt and leases:

- Fixed rate debt: 1.39%
- Floating rate debt: 3.45%
- Lease liabilities

Derivative financial instruments

- Currency forward contracts – outflows
- Currency forward contracts – inflows
- Commodity forward contracts

Trade payables

Accrued expenses

Total at March 31, 2023

Total Carrying Value €M	Total Contractual Cash Flows €M	2024 €M	2025 €M	2026 €M	2027 €M	Thereafter €M
3,159.9	3,284.4	1,100.6	93.5	881.0	1,209.3	—
750.0	782.3	25.9	756.4	—	—	—
206.3	233.4	51.1	45.0	37.0	35.9	64.4
4,116.2	4,300.1	1,177.6	894.9	918.0	1,245.2	64.4
48.0	3,658.2	3,281.4	245.1	10.6	10.0	111.1
—	(3,645.4)	(3,263.2)	(246.9)	(10.7)	(10.2)	(114.4)
349.8	349.8	341.8	8.0	—	—	—
1,065.5	1,065.5	1,065.5	—	—	—	—
1,276.6	1,276.6	1,276.6	—	—	—	—
6,856.1	7,004.8	3,879.7	901.1	917.9	1,245.0	61.1

**At March 31, 2022**

Long and short term debt and leases:

- Fixed rate debt: 1.35%
- Floating rate debt: 0.73%
- Lease liabilities

Derivative financial instruments

- Currency forward contracts – outflows
- Currency forward contracts – inflows
- Commodity forward contracts

Trade payables

Accrued expenses

Total at March 31, 2022

Total Carrying Value €M	Total Contractual Cash Flows €M	2023 €M	2024 €M	2025 €M	2026 €M	Thereafter €M
4,168.4	4,341.5	1,260.1	904.8	95.1	872.2	1,209.3
770.7	783.5	26.4	5.7	751.4	—	—
138.3	142.0	59.2	52.2	26.6	3.0	1.0
5,077.4	5,267.0	1,345.7	962.7	873.1	875.2	1,210.3
31.0	496.8	496.8	—	—	—	—
—	(463.7)	(463.7)	—	—	—	—
7.6	7.6	7.6	—	—	—	—
1,078.2	1,078.2	1,029.0	49.2	—	—	—
953.0	953.0	953.0	—	—	—	—
7,147.2	7,338.9	3,368.4	1,011.9	873.1	875.2	1,210.3

The interest payments on floating rate debt in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change. The future cash flows on derivative instruments may be different from the amount in the above table as interest rates and exchange rates change. Except for these financial liabilities, it is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or for significantly different amounts.

**(d) Derivative financial instruments – Designated as cash flow hedges**

**Derivative financial instruments:**

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Foreign currency risk</b>			
Property, plant and equipment - aircraft additions	60.3	269.6	337.5
Fuel and oil operating expenses	83.6	(38.2)	105.6
GBP currency swaps	—	—	—
<b>Interest rate risk</b>			
Variable-rate instruments	—	3.6	4.5
<b>Commodity price risk</b>			
Fuel and carbon operating expenses	26.8	(286.1)	948.7
<b>Net derivative position at year end</b>	<u>170.7</u>	<u>(51.1)</u>	<u>1,396.3</u>

**Change in gross value used for calculating hedge ineffectiveness:**

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Foreign currency risk</b>			
Property, plant and equipment - aircraft additions	515.0	407.0	(129.8)
Fuel and oil operating expenses	(117.7)	405.1	(110.5)
GBP currency swap	—	—	9.6
<b>Interest rate risk</b>			
Variable-rate instruments	—	3.8	(1.4)
<b>Commodity price risk</b>			
Fuel and carbon operating expenses	(398.8)	2,806.5	(788.8)
<b>Total</b>	<u>(1.5)</u>	<u>3,622.4</u>	<u>(1,020.9)</u>

The gross amounts at the reporting date relating to items designated as hedged items were as follows:

At March 31, 2024		
Continuing hedges	Balance remaining **	Total
€M	€M	€M
<b>Foreign currency risk</b>		
Property, plant and equipment - aircraft additions	(30.0)	(142.6)
Fuel and oil operating expenses	(83.7)	—
GBP currency swaps	—	—
<b>Interest rate risk</b>		
Variable-rate instruments	—	—
<b>Commodity price risk</b>		
Fuel and carbon operating expenses	(26.8)	—
<b>Gross cashflow hedge reserve</b>	<b>(140.5)</b>	<b>(283.1)</b>

\*Deferred taxes included in Hedge reserve were €17m

\*\* Balance remaining in the cashflow hedge reserve for which hedge accounting is no longer applied

At March 31, 2023		
Continuing hedges	Balance remaining **	Total
€M	€M	€M
<b>Foreign currency risk</b>		
Property, plant and equipment - aircraft additions	265.6	83.1
Fuel and oil operating expenses	(38.2)	—
GBP currency swaps	—	—
<b>Interest rate risk</b>		
Variable-rate instruments	(6.6)	—
<b>Commodity price risk</b>		
Fuel and carbon operating expenses	(300.1)	—
<b>Gross cashflow hedge reserve</b>	<b>(79.3)</b>	<b>83.1</b>

\*Deferred taxes included in Hedge reserve were €28m

\*\* Balance remaining in the cashflow hedge reserve for which hedge accounting is no longer applied

At March 31, 2022		
Continuing hedges	Balance remaining **	Total
€M	€M	€M
<b>Foreign currency risk</b>		
Property, plant and equipment - aircraft additions	322.5	72.6
Fuel and oil operating expenses	105.6	—
GBP currency swaps	—	—
<b>Interest rate risk</b>		
Variable-rate instruments	(4.3)	—
<b>Commodity price risk</b>		
Fuel and carbon operating expenses	948.7	—
<b>Gross cashflow hedge reserve</b>	<b>1,372.5</b>	<b>72.6</b>

\*Deferred taxes included in Hedge reserve were €150m

Movement: in derivative financial instruments designated as hedging instruments were as follows:

At March 31, 2024			
	Change in fair value recognized in OCI	Hedge ineffectiveness recognized in profit or loss*	Reclassified from hedging reserve to profit or loss**
	€M	€M	€M
<b>Foreign currency risk</b>			
Property, plant and equipment - aircraft additions	515.0	—	—
Fuel and oil operating expenses	(117.7)	—	(4.2)
GBP currency swaps	—	—	—
<b>Interest rate risk</b>			
Variable-rate instruments	—	—	3.6
<b>Commodity price risk</b>			
Fuel and carbon operating expenses	(398.8)	—	71.8
<b>Total movement in derivative instruments</b>	<b>(1.5)</b>	<b>—</b>	<b>71.2</b>

At March 31, 2023			
	Change in fair value recognized in OCI	Hedge ineffectiveness recognized in profit or loss*	Reclassified from hedging reserve to profit or loss**
	€M	€M	€M
<b>Foreign currency risk</b>			
Property, plant and equipment - aircraft additions	(407.0)	—	—
Fuel and oil operating expenses	(405.1)	—	261.2
GBP currency swaps	—	—	—
<b>Interest rate risk</b>			
Variable-rate instruments	(3.8)	—	2.9
<b>Commodity price risk</b>			
Fuel and carbon operating expenses	(2,806.5)	—	1,557.5
<b>Total movement in derivative instruments</b>	<b>(3,622.4)</b>	<b>—</b>	<b>1,821.6</b>

At March 31, 2022			
	Change in fair value recognized in OCI	Hedge ineffectiveness recognized in profit or loss*	Reclassified from hedging reserve to profit or loss**
	€M	€M	€M
<b>Foreign currency risk</b>			
Property, plant and equipment - aircraft additions	129.8	—	—
Fuel and oil operating expenses	110.5	—	3.2
GBP currency swaps	(9.6)	—	4.2
<b>Interest rate risk</b>			
Variable-rate instruments	1.4	—	0.1
<b>Commodity price risk</b>			
Fuel and carbon operating expenses	788.8	—	176.5
<b>Total movement in derivative instruments</b>	<b>1,020.9</b>	<b>—</b>	<b>184.0</b>

\* Hedge ineffectiveness is classified within "Finance Expense" on the Consolidated Income Statement

\*\* Reclassified from hedging reserve to income statement – Fuel & Oil Foreign Currency & Commodity are reclassified in Fuel and Oil; Variable rate instruments are reclassified to Finance expense

The effective (gains)/losses arising on the hedging of aircraft capital expenditure are recognized as part of the capitalized cost of aircraft additions, within property, plant and equipment. The (gains)/losses arising on the hedging of interest rate swaps, commodity forward contracts and forward currency contracts (excluding aircraft capital expenditure) are recognized in the income statement when the hedged transaction occurs.

The following table indicates the amounts that were reclassified from other comprehensive income into the income statement, analyzed by income statement category, in respect of cash flow hedges realized during the year:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Commodity forward contracts</b>			
Reclassification adjustments for losses/(gains) recognized in fuel and oil operating expenses	71.8	1,557.5	176.5
<b>Interest rate swaps</b>			
Reclassification adjustments for losses recognized in finance expense	3.6	2.9	0.1
<b>Foreign currency forward contracts</b>			
Reclassification adjustments for losses/(gains) recognized in fuel and oil operating expenses	(4.2)	261.2	7.4
	<u>71.2</u>	<u>1,821.6</u>	<u>184.0</u>

The following table indicates the amounts that were reclassified from other comprehensive income into the capitalized cost of aircraft additions within property, plant and equipment, in respect of cash flow hedges realized during the year:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Foreign currency forward contracts</b>			
Recognized in property plant and equipment – aircraft additions	(305.7)	(308.1)	78.1
	<u>(305.7)</u>	<u>(308.1)</u>	<u>78.1</u>



The following table sets out the fair values of the derivative financial instruments, as reported in the consolidated balance sheet, analyzed between those designated as continuing cash flow hedges and those where hedge accounting is no longer applied, along with the notional amounts.

	At March 31,								
	2024			2023			2022		
	Within 1 Year (current)	> 1 Year (non- current)	Total	Within 1 Year (current)	> 1 Year (non- current)	Total	Within 1 Year (current)	> 1 Year (non- current)	Total
	€M	€M	€M	€M	€M	€M	€M	€M	€M
<b>Foreign currency risk notional amounts for effective hedges</b>									
PP&E – aircraft additions	494.0	24.1	518.1	1,893.6	411.9	2,305.5	2,082.4	2,097.9	4,180.3
Fuel and oil operating expenses	3,701.7	423.7	4,125.4	3,979.4	791.6	4,771.0	2,151.8	–	2,151.8
– Within derivative financial assets	144.0	3.2	147.2	226.2	53.2	279.4	313.7	160.4	474.1
– Within derivative financial liabilities	–	(3.3)	(3.3)	(44.9)	(3.1)	(48.0)	(31.0)	–	(31.0)
	144.0	(0.1)	143.9	181.3	50.1	231.4	282.7	160.4	443.1
<b>Interest rate risk notional amounts for effective hedges</b>									
Variable–rate instruments	–	–	–	16.4	15.6	32.0	12.1	31.4	43.5
Total fair value for all interest rate risk related derivative instruments	–	–	–	–	–	–	–	–	–
– Within derivative financial assets	–	–	–	2.2	1.4	3.6	1.9	2.5	4.4
<b>Commodity price risk notional amounts for effective hedges</b>									
Fuel and carbon operating expenses	3,713.8	2.2	3,716.0	3,504.5	310.5	3,815.0	1,901.0	154.6	2,055.6
Total fair value for all commodity fuel & carbon related derivative instruments:	–	–	–	–	–	–	–	–	–
– Within derivative financial assets	205.5	0.1	205.6	63.7	–	63.7	934.1	22.2	956.3
– Within derivative financial liabilities	(178.0)	(0.8)	(178.8)	(341.7)	(8.1)	(349.8)	(7.5)	–	(7.5)
	27.5	(0.7)	26.8	(278.0)	(8.1)	(286.1)	926.6	22.2	948.8
<b>Fair values as reported in the consolidated balance sheet</b>									
Derivative financial assets	349.5	3.3	352.8	292.1	54.6	346.7	1,400.4	185.1	1,585.5
Derivative financial liabilities	(178.0)	(4.1)	(182.1)	(386.6)	(11.2)	(397.8)	(38.6)	–	(38.6)
<b>Derivative financial assets analyzed between those:</b>									
– Designated as continuing cash flow hedges	322.6	3.3	325.9	292.1	54.6	346.7	1,208.6	185.1	1,393.7
– Where hedge accounting is no longer applied	26.9	–	26.9	–	–	–	41.2	–	41.2
– Designated as fair value financial instruments	–	–	–	–	–	–	150.6	–	150.6
	349.5	3.3	352.8	292.1	54.6	346.7	1,400.4	185.1	1,585.5
<b>Derivative financial liabilities analyzed between those:</b>									
– Designated as continuing cash flow hedges	(178.0)	(4.1)	(182.1)	(386.6)	(11.2)	(397.8)	(7.5)	–	(7.5)
– Where hedge accounting is no longer applied	–	–	–	–	–	–	–	–	–
– Designated as fair value financial instruments	–	–	–	–	–	–	(31.1)	–	(31.1)
	(178.0)	(4.1)	(182.1)	(386.6)	(11.2)	(397.8)	(38.6)	–	(38.6)

## 12. Deferred and current taxation

The components of the deferred and current taxation in the balance sheet are as follows:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Current tax assets</b>			
Corporation tax assets	—	—	—
Total current tax assets	—	—	—
<b>Current tax liabilities</b>			
Corporation tax liabilities	66.6	66.3	47.7
Total current tax liabilities	66.6	66.3	47.7
<b>Deferred tax assets</b>			
Tax losses and temporary differences on plant, equipment and derivatives	(2.1)	(6.6)	(42.3)
Total deferred tax assets	(2.1)	(6.6)	(42.3)
<b>Deferred tax liabilities</b>			
Temporary differences on property, plant and equipment and derivatives	362.0	159.3	266.5
Total deferred tax liabilities	362.0	159.3	266.5
	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Reconciliation of current tax</b>			
Liability at beginning of year	66.3	47.7	48.1
Corporation tax charge/(credit) in year	49.4	22.7	(9.9)
Tax (paid)/received	(49.1)	(4.1)	9.5
Liability at end of year	66.6	66.3	47.7
	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Reconciliation of deferred tax</b>			
Net liability at beginning of year	152.7	224.2	258.4
Temporary differences on derivatives hedging instruments	45.7	(177.5)	145.0
Tax losses and temporary differences on property, plant and equipment and other non-derivative items	161.5	106.0	(179.2)
Net liability at end of year	359.9	152.7	224.2

The components of the tax expense in the income statement were as follows:

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Corporation tax charge/(credit)	49.4	22.7	(9.8)
Deferred tax charge/(credit) relating to temporary differences on property, plant and equipment, net operating losses and other non-derivative items	161.5	106.0	(179.2)
	210.9	128.7	(189.0)

The following table reconciles the statutory rate of Irish corporation tax to the Company's effective corporation tax rate:

	Year ended March 31,		
	2024	2023	2022
	%	%	%
Statutory rate of Irish corporation tax on profit/(loss)	12.5	12.5	(12.5)
Non-Irish profits and losses subject to other tax rates	(2.4)	(4.3)	(21.3)
Valuation adjustments on deferred tax assets	—	0.3	(11.1)
Other movements	(0.2)	0.4	1.0
Total effective rate of taxation on profit/(loss)	9.9	8.9	(43.9)

The Group has applied the exception required by IAS 12 to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

Many European jurisdictions (including Ireland, where the Group's ultimate parent entity is based) have enacted laws to implement Pillar Two income taxes. These laws will apply to the Group from 1 April 2024. The extent to which Pillar Two taxes will impact the Group is dependent on how Pillar Two substance-based income exclusion ('SBIE') rules will apply to aircraft and flight crew. The OECD's Inclusive Framework on Pillar Two has confirmed that it will give further consideration to SBIE rules for such assets and employees. The Group expects to be liable to Pillar Two taxes, and the extent of such liability cannot be fully estimated until further guidance on SBIE rules is published, however the impact of Pillar Two is not expected to be material.

The deferred tax movement per each type of temporary difference is detailed below:

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Property, plant and equipment	53.4	52.2	(149.7)
IFRS 15 transition adjustment	—	7.1	7.1
Net operating losses	108.0	46.7	(40.5)
Other	0.1	—	3.9
Deferred tax charge/(credit)	161.5	106.0	(179.2)

Deferred tax applicable to items charged or credited to other comprehensive income were as follows:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Effective portion of changes in fair value of cash-flow hedges	48.7	66.6	117.7
Net change in fair value of cash-flow hedges transferred to property, plant and equipment	(11.8)	(16.4)	2.7
Net other changes in fair value of cash-flow hedges transferred to profit or loss	8.8	(227.7)	24.1
Total tax charge/(credit) in other comprehensive income	45.7	(177.5)	144.5

The principal components of net deferred tax at each year-end were:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Arising on designated hedging instruments	18.2	(27.6)	149.8
Property, plant and equipment	367.1	313.8	261.7
Net operating losses	(25.4)	(133.5)	(180.2)
IFRS 15 transition adjustment	—	—	(7.1)
Total	359.9	152.7	224.2

Deferred tax assets are recognised on the basis that it is probable that sufficient future near-term profits will be available against which deductible temporary differences and losses carried forward may be utilised.

The Group continues not to recognise a deferred tax asset in respect of approx. €240m of historic trading losses accrued in LaudaMotion GmbH.

No deferred tax has been provided for unremitted earnings of overseas subsidiaries. No temporary differences arise on the carrying value of the tax base of subsidiary companies as the Group's trading subsidiaries are resident in countries with which Ireland has concluded double taxation agreements.

### 13. Provisions

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Provision for aircraft maintenance on leased aircraft (a)	184.1	169.8	98.8
Provision for pension obligation (b)	—	4.5	4.5
	184.1	174.3	103.3

	At March 31,		
	2024	2023	2022
	€M	€M	€M
<b>(a) Provision for aircraft maintenance on leased aircraft</b>			
At beginning of year	169.8	98.8	53.2
Increase in provision during the year	27.5	71.0	55.6
Utilization of provision upon the hand-back of aircraft	(13.2)	—	(10.0)
At end of year	184.1	169.8	98.8

During fiscal year 2024, the Company returned 2 Airbus A320 aircraft held under lease to the lessor (2023: 1; 2022: nil). During fiscal year 2024, the Company returned no Boeing 737 aircraft held under lease to the lessors (2023: nil; 2022: 3).

The expected timing of the outflows of economic benefits associated with the provision at March 31, 2024, 2023 and 2022 are as follows:

	Carrying Value	2025	2026	2027	2028	Thereafter
	€M	€M	€M	€M	€M	€M
<b>At March 31, 2024</b>						
Provision for leased aircraft maintenance	184.1	46.0	17.4	3.8	35.1	81.8

	Carrying Value €M	2024 €M	2025 €M	2026 €M	2027 €M	Thereafter €M
<b>At March 31, 2023</b>						
Provision for leased aircraft maintenance	169.8	19.8	30.1	10.4	5.4	104.1
	Carrying Value €M	2023 €M	2024 €M	2025 €M	2026 €M	Thereafter €M
<b>At March 31, 2022</b>						
Provision for leased aircraft maintenance	98.8	9.2	23.3	56.7	9.6	—

	At March 31,		
	2024 €M	2023 €M	2022 €M
<b>(b) Provision for pension obligation</b>			
At beginning of year	4.5	4.5	4.5
Movement during the year	(4.5)	—	—
At end of year	—	4.5	4.5

See Note 20 to the consolidated financial statements for further details.

#### 14. Issued share capital, share premium account and share options

##### (a) Share capital

	At March 31,		
	2024 €M	2023 €M	2022 €M
<b>Authorized/Share Capital reorganization</b>			
1,550,000,000 ordinary equity shares of 0.600 euro cent each	9.3	9.3	9.3
1,368,000,000 'B' Shares of 0.050 euro cent each	0.7	0.7	0.7
1,368,000,000 Deferred shares of 0.050 euro cent each	0.7	0.7	0.7
	10.7	10.7	10.7
<b>Allotted, called-up and partly paid:</b>			
1,134,528,528 ordinary equity shares of 0.600 euro cent each	—	—	6.8
1,138,674,528 ordinary equity shares of 0.600 euro cent each	—	6.9	—
1,140,045,528 ordinary equity shares of 0.600 euro cent each	6.9	—	—

Movements in the share capital balance year-on-year principally relates to 1.4m new shares issued in fiscal year 2024, following the exercise of share options, (2023: 4.1m; 2022: 6.5m). There were no share buybacks, resulting in no cancelled shares, in fiscal year 2024 (2023: nil; 2022: nil). Ordinary equity shares do not confer on the holders thereof the specific right to be paid a dividend out of profits.

**(b) Share premium account**

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Balance at beginning of year	1,379.9	1,328.2	1,161.6
Net proceeds from shares issued	16.4	31.7	46.8
Share premium receivable on shares issued	8.0	20.0	119.8
Balance at end of year	1,404.3	1,379.9	1,328.2

**(c) Share options and share purchase arrangements**

Option Plan 2013 allows employees or Directors to purchase shares in the Company up to an aggregate of approximately 5% (when aggregated with other ordinary shares over which options are granted and which have not yet been exercised) of the outstanding ordinary shares of Ryanair Holdings plc, subject to certain conditions. All grants are subject to approval by the Remuneration Committee. These are exercisable at a price equal to the market price of the ordinary shares at the time options are granted. The key terms of these option plans include the requirement that certain employees remain in employment with the Company for a specified period of time and that the Company achieves certain net profit targets and/or share price targets. At the 2019 AGM, shareholders approved LTIP 2019. LTIP 2019 replaces Option Plan 2013 for all future share based remuneration grants. There were approximately 2.4m cumulative conditional ordinary shares granted under LTIP 2019 at March 31, 2024.

Details of the share options outstanding are set out below:

	Share Options M	Weighted Avg. Exercise Price (€)
Outstanding at March 31, 2021	30.0	9.83
Granted	—	—
Forfeited	(0.7)	12.98
Exercised	(6.5)	7.23
Outstanding at March 31, 2022	22.8	10.57
Granted	—	—
Forfeited	—	—
Exercised	(4.1)	7.64
Outstanding at March 31, 2023	18.7	11.24
Granted	—	—
Forfeited	(0.7)	11.12
Exercised	(1.4)	12.00
Outstanding at March 31, 2024	16.6	11.18

The mid-market price of Ryanair Holdings plc's ordinary shares on Euronext Dublin at March 31, 2024 was €21.06 (2023: €14.95; 2022: €13.59). The highest and lowest prices at which the Company's shares traded on Euronext Dublin in fiscal year 2024 were €21.49 and €13.96 respectively (fiscal year 2023 were €15.76 and €10.09 respectively; fiscal year 2022 were €18.45 and €11.83 respectively). There were 0.2m options exercisable at March 31, 2024 (2023: 1.7m; 2022: 4.3m). The average share price for fiscal year 2024 was €17.09 (2023: €13.20; 2022: €16.08).

There were 1.4m options exercised during fiscal year 2024 (2023: 4.1m; 2022: 6.5m).



At March 31, 2024 the range of exercise prices and weighted average remaining contractual life of outstanding options are shown in the table below.

	Exercise price €	No. options outstanding M	Remaining contractual life (years)
Unvested	11.12	16.0	4.9
Vested	11.12	0.5	1.9
Vested	12.00	0.1	0.4
Weighted average	11.18	16.6	4.7

The Company has accounted for its share option and LTIP grants to employees at fair value, in accordance with IFRS 2, using a binomial lattice model to value the option grants. This has resulted in a credit of approximately €4m to the income statement (2023: charge of €16m; 2022: charge of €9m) being recognized within the income statement in accordance with employee services rendered.

A blend of the historical and implied volatilities of the Company's own ordinary shares is used to determine expected volatility for share options granted. The weighted-average volatility is determined by calculating the weighted-average of volatilities for all share options granted in a given year. The expected term of share option grants represents the weighted-average period the awards are expected to remain outstanding. The service period is five years in relation to share options and three years in relation to LTIP conditional share grants.

## 15. Other reserves

The total share-based payments reserve at March 31, 2024 was approximately €34m (2023: €41m; 2022: €31m). The total cash flow hedge reserve amounted to positive €266m at March 31, 2024 (2023: positive €31m; 2022: positive €1,295m). Further details of the Group's derivatives are set out in Note 11 of the consolidated financial statements.

## 16. Analysis of operating revenues and segmental analysis

The Group determines and presents operating segments based on the information that internally is provided to the Group CEO, who is the Company's Chief Operating Decision Maker (CODM).

The Group comprises five separate airlines, Buzz, Lauda Europe ("Lauda"), Malta Air, Ryanair DAC and Ryanair UK (which is consolidated within Ryanair DAC). Ryanair DAC is reported as a separate segment as it exceeds the applicable quantitative thresholds for reporting purposes. Buzz, Malta Air and Lauda do not individually exceed the quantitative thresholds and accordingly are presented on an aggregate basis as they exhibit similar economic characteristics and their services, activities and operations are sufficiently similar in nature. The results of these operations are included as 'Other Airlines.' Due to a change in the composition of reportable segments in fiscal year 2024, comparative tables have been updated in accordance with IFRS 8.

The CODM assesses the performance of the business based on the profit after tax of each airline for the reporting period. Resource allocation decisions for all airlines are based on airline performance for the relevant period, with the objective in making these resource allocation decisions being to optimise consolidated financial results.

Reportable segment information is presented as follows:

At March 31, 2024				
	Ryanair DAC €M	Other Airlines €M	Elimination €M	Total €M
Scheduled revenue	9,037.7	107.4	—	9,145.1
Ancillary revenue	4,298.7	—	—	4,298.7
Inter-segment revenue	744.6	1,366.1	(2,110.7)	—
<b>Segment revenue</b>	<b>14,081.0</b>	<b>1,473.5</b>	<b>(2,110.7)</b>	<b>13,443.8</b>
<b>Reportable segment profit after income tax</b>	<b>1,860.0</b>	<b>57.1</b>	<b>—</b>	<b>1,917.1</b>
<b>Other segment information:</b>				
Depreciation	(1,018.0)	(41.5)	—	(1,059.5)
Finance expense	(74.7)	(8.3)	—	(83.0)
Finance income	144.8	—	—	144.8
Capital expenditure	(1,926.6)	(42.7)	—	(1,969.3)
Reportable segment assets	16,867.5	308.1	—	17,175.6
Reportable segment liabilities	8,948.7	612.7	—	9,561.4
At March 31, 2023				
	Ryanair DAC €M	Other Airlines €M	Elimination €M	Total €M
Scheduled revenue	6,843.4	86.9	—	6,930.3
Ancillary revenue	3,844.9	—	—	3,844.9
Inter-segment revenue	759.4	1,294.5	(2,053.9)	—
<b>Segment revenue</b>	<b>11,447.7</b>	<b>1,381.4</b>	<b>(2,053.9)</b>	<b>10,775.2</b>
<b>Reportable segment profit after income tax (i)</b>	<b>1,382.3</b>	<b>45.7</b>	<b>—</b>	<b>1,428.0</b>
<b>Other segment information:</b>				
Depreciation	(876.6)	(46.6)	—	(923.2)
Finance expense	(70.2)	(6.6)	—	(76.8)
Finance income	42.4	—	—	42.4
Capital expenditure	(1,760.1)	(153.0)	—	(1,913.1)
Reportable segment assets	15,920.4	485.5	—	16,405.9
Reportable segment liabilities	9,914.7	848.2	—	10,762.9
At March 31, 2022				
	Ryanair DAC €M	Other Airlines €M	Elimination €M	Total €M
Scheduled revenue	2,616.1	36.4	—	2,652.5
Ancillary revenue	2,148.4	—	—	2,148.4
Inter-segment revenue	698.5	1,086.3	(1,784.8)	—
<b>Segment revenue</b>	<b>5,463.0</b>	<b>1,122.7</b>	<b>(1,784.8)</b>	<b>4,800.9</b>
<b>Reportable segment (loss)/profit after income tax (i)</b>	<b>(354.7)</b>	<b>(0.3)</b>	<b>—</b>	<b>(355.0)</b>
<b>Other segment information:</b>				
Depreciation	(660.1)	(59.3)	—	(719.4)
Finance expense	(87.8)	(3.6)	—	(91.4)
Finance income	—	—	—	—
Capital expenditure	(1,527.8)	(5.0)	—	(1,532.8)
Reportable segment assets	14,832.1	317.7	—	15,149.8
Reportable segment liabilities	8,879.3	725.2	—	9,604.5

(i) Reportable segment profit after income tax in the financial year ended March 31, 2023, excludes a net exceptional loss after tax of €114m, attributable to the fair value measurement of jet fuel call options. Reportable segment (loss)/profit after income tax in the financial year ended March 31, 2022, excludes a net exceptional gain after tax of €114m, attributable to the fair value measurement of jet fuel call options.

## Entity-wide disclosures:

### Disaggregation of revenues

The following table disaggregates total revenue by primary geographical market. In accordance with IFRS 8, revenue by country of origin has been provided where revenue for that country is in excess of 10% of total revenue. Ireland is presented as it represents the country of domicile. "Other" includes all other countries in which the Group has operations.

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Italy	2,853.3	2,364.5	1,188.8
Spain	2,416.2	1,883.4	873.8
United Kingdom	2,031.0	1,589.7	564.0
Ireland	791.0	640.4	229.6
Other	5,352.3	4,297.2	1,944.7
Total revenue	13,443.8	10,775.2	4,800.9

Ancillary revenues comprise revenues from non-flight scheduled operations, in-flight sales and internet-related services. Non-flight scheduled revenue arises from the sale of priority boarding, allocated seats, car hire, travel insurance, airport transfers, room reservations and other sources, including excess baggage charges and other fees, all directly attributable to the low-fares business.

The vast majority of ancillary revenue is recognized at a point in time, which is typically the flight date. The economic factors that would impact the nature, amount, timing and uncertainty of revenue and cash flows associated with the provision of passenger travel-related ancillary services are homogeneous across the various component categories within ancillary revenue. Accordingly, there is no further disaggregation of ancillary revenue required in accordance with IFRS 15.

All of the Group's operating profits/(losses) arise from lowfares airline-related activities. The major revenue earning assets of the Group are its aircraft. Since the Group's aircraft fleet is flexibly employed across its route network in Europe, there is no suitable basis of allocating such assets and related liabilities to geographical segments.

## 17. Staff numbers and costs

The average weekly number of staff, including the Executive Director, during the year, analyzed by category, was as follows:

	Year ended March 31,		
	2024	2023	2022
Flight and cabin crew	21,602	18,432	15,289
Sales, operations, management and administration	2,896	2,365	1,958
Average	24,498	20,797	17,247

At March 31, 2024 the Company had a team of 27,076 aviation professionals (2023: 22,261; 2022: 19,116).

The aggregate payroll costs of these persons were as follows:

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Staff and related costs	1,335.4	1,085.4	641.1
Social welfare costs	156.1	80.8	32.5
Other pension costs (a)	12.4	9.0	7.9
Share based payments	(3.9)	16.2	8.6
	<u>1,500.0</u>	<u>1,191.4</u>	<u>690.1</u>

(a) Costs in respect of defined-contribution benefit plans and other pension arrangements were €12m in 2024 (2023: €9m; 2022: €8m).

Staff costs capitalized into assets (and therefore excluded from the table above) during the fiscal year 2024 amounted to €58m (2023: €36m; 2022: €28m).

#### *Government grants and assistance*

During recent years, many European countries in which the Ryanair Group operates made available payroll support schemes. The Ryanair Group utilized a number of these employment retention schemes to protect jobs within the Group. These schemes were a mix of short term Covid-19 specific programs and longterm schemes linked to social security that existed pre Covid-19. The total amount of payroll supports received by the Group under the various schemes amounted to €nil in fiscal year 2024 (2023: €nil; 2022: €82m) and are offset against staff costs in the consolidated income statement. Such supports wound down significantly in the second half of fiscal year 2022.

In April 2020, the Group raised £600m unsecured debt for general corporate purposes under the HMT and Bank of England CCFF. The 0.44% interest rate was the prevailing rate for strong BBB rated companies. This debt was extended in March 2021 for a further 12 months at a 0.46% interest rate. In October 2021 the Group repaid the £600m HMT and Bank of England CCFF in full.

There are no unfulfilled conditions attaching to government assistance at March 31, 2024.

## 18. Statutory and other information

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Directors' emoluments:</b>			
-Fees	1.1	0.6	0.6
-Share based compensation	3.1	1.9	1.9
-Other emoluments	1.8	0.9	1.0
Total Directors' emoluments	6.0	3.4	3.5
<b>Auditor's remuneration (including reimbursement of outlay):</b>			
- Audit services (i)	0.9	0.8	0.6
- Audit related assurance services	0.0	0.0	0.0
- Other assurance services	0.2	0.0	0.1
- Tax advisory services (ii)	0.1	0.1	0.0
Total fees	1.2	0.9	0.7
Included within the above total fees, the following fees were payable to other PwC (2022: KPMG) firms outside of Ireland:			
- Audit services (i)	0.0	0.0	0.1
- Audit related services	0.0	0.0	0.0
- Tax advisory services (ii)	0.1	0.1	0.0
Total fees	0.1	0.1	0.1
Depreciation of owned property, plant and equipment	994.3	839.2	664.8

- (i) Audit services comprise audit work performed on the consolidated financial statements, including statutory financial statements of subsidiary entities. In fiscal year 2024 €1,000 (2023: €1,000; 2022: €1,000) of audit fees relate to the audit of the Parent Company.
- (ii) Tax services include all services, except those services specifically related to the audit of financial statements, performed by the independent auditor's tax personnel, supporting tax-related regulatory requirements, and tax compliance and reporting.

### (a) Fees and emoluments - Executive Director

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Basic salary	1.20	0.50	0.50
Bonus (performance and target-related)	0.59	0.43	0.48
	1.79	0.93	0.98
Non-cash technical accounting share based compensation charge (i)	2.89	1.78	1.78
	4.68	2.71	2.76

- (i) 2024 includes a €2.89m (2023: €1.78m; 2022: €1.78m) non-cash, technical accounting charge for 10m unvested share options granted under the Group CEO's contract in February 2019 (as extended to July 2028 in fiscal year 2023).

During the years ended March 31, 2024, 2023 and 2022 Michael O'Leary was the only Executive Director.

**(b) Fees and emoluments – Non-Executive Directors**

	Year ended March 31,		
	2024	2023	2022
	€'000	€'000	€'000
<b>Fees</b>			
Eamonn Brennan	75.0	—	—
Róisín Brennan	100.0	50.0	50.0
Michael Cawley	75.0	50.0	50.0
Emer Daly	75.0	50.0	50.0
Geoff Doherty (i)	88.7	50.0	25.0
Bertrand Grabowski (ii)	37.5	—	—
Elisabeth Köstinger	75.0	—	—
Stan McCarthy	150.0	100.0	100.0
Howard Millar	75.0	50.0	50.0
Dick Milliken (iii)	45.6	50.0	50.0
Roberta Neri (iv)	12.5	—	—
Anne Nolan (v)	75.0	16.7	—
Mike O'Brien	100.0	75.0	75.0
Julie O'Neill (vi)	—	25.0	50.0
Louise Phelan	100.0	50.0	50.0
	<u>1,084.3</u>	<u>566.7</u>	<u>550.0</u>
<b>Emoluments</b>			
Share based compensation	200.0	72.5	80.1
Total	<u>1,284.3</u>	<u>639.2</u>	<u>630.1</u>

(i) Appointed Chair of the Audit Committee in September 2023. (ii) Joined in October 2023. (iii) Retired from the Board and as Chair of the Audit Committee in September 2023. (iv) Joined in February 2024. (v) Joined in December 2022. (vi) Retired in September 2022.

In fiscal year 2024 the Company incurred total share-based (non-cash) compensation expense of €3m (2023: €2m; 2022: €2m) in relation to Directors.

**(c) Pension benefits**

From October 1, 2008, Michael O'Leary was no longer an active member of a Company defined benefit plan. The total accumulated accrued benefit for Mr. O'Leary at March 31, 2024 was €0.1m (2023: €0.1m; 2022: €0.1m). Pension benefits have been computed in accordance with Section 6.1 of the Listing Rules of Euronext Dublin. Increases in transfer values of the accrued benefits have been calculated as at the year-end in accordance with version 1.1 of Actuarial Standard of Practice PEN-11.

Mr. O'Leary is a member of a defined contribution plan. During the years ended March 31, 2024, 2023 and 2022 the Company did not make contributions to the defined contribution plan for Mr. O'Leary. No Non-Executive Directors are members of the Company pension plans or received pension contributions in fiscal years ended March 31, 2024, 2023 and 2022.

**19. Finance expense and finance income**

Finance expense of €83m (2023: €77m; 2022: €91m) primarily relates to interest on debt obligations. Finance income of €145m (2023: €42m; 2022: €nil) primarily relates to deposit interest.



## 20. Retirement benefits

### Defined contribution schemes

At March 31, 2024 the Company operates defined-contribution retirement plans in Ireland and the UK.

The costs of these plans are charged to the consolidated income statement in the period in which they are incurred. The pension cost of these defined contribution plans was €12m in fiscal year 2024 (2023: €9m; 2022: €8m).

### Defined-benefit schemes

During fiscal year 2016 the Company closed the defined benefit plan for UK employees to future accruals. The net pension asset recognized in the consolidated balance sheet for the scheme at March 31, 2024 was €3m (2023: net pension liability of €4m; 2022: net pension liability of €4m). Costs associated with the scheme during fiscal year 2024 were €nil (2023: €nil; 2022 €nil).

The amounts recognized in the consolidated balance sheet in respect of defined benefit plans are as follows:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Present value of benefit obligations	(13.3)	(14.9)	(14.9)
Fair value of plan assets	16.4	10.4	10.4
Present value of net obligations	3.1	(4.5)	(4.5)
Related deferred tax (liability)/asset	(0.4)	0.6	0.6
Net pension asset/(liability)	2.7	(3.9)	(3.9)

## 21. Earnings/(Loss) per share

	Year ended March 31,		
	2024	2023	2022
Basic earnings/(loss) per ordinary share (€)	1.6828	1.1557	(0.2130)
Diluted earnings/(loss) per ordinary share (€)	1.6743	1.1529	(0.2130)
Number of ordinary shares (in Ms) used for EPS (weighted average)			
Basic	1,139.2	1,136.8	1,130.5
Diluted	1,145.0	1,139.6	1,130.5

Details of share options in issue have been described more fully in Note 14 to the consolidated financial statements. See below for explanation of diluted number of ordinary shares.

Diluted earnings per share takes account solely of the potential future exercise of share options and conditional shares granted under the Company's share option and LTIP 2019 schemes. For fiscal year 2022, due to the loss-making position, share options are anti-dilutive in accordance with IAS 33 and therefore are not assumed to be converted. For fiscal year 2024, the weighted average number of shares in issue of 1,145m (2023: 1,140m) includes weighted average share options assumed to be converted, and equal to a total of 6m (2023: 3m) shares.

The average market value of the Company's shares for the purpose of calculating the dilutive effect of the share options was based on quoted market prices for the year during which the options were outstanding.

## 22. Commitments and contingencies

### Commitments

In September 2014, the Group agreed to purchase up to 200 Boeing 737-8200 aircraft (100 firm orders and 100 subject to option) from The Boeing Company over a five year period originally due to commence in fiscal year 2020 (the "2014 Boeing Contract"). This agreement was approved at an EGM of Ryanair Holdings plc on November 28, 2014. Subsequently, the Group agreed to purchase an additional 10 Boeing 737-8200 aircraft bringing the total number of Boeing 737-8200 aircraft on order to 210 (assuming all options are exercised). In April 2018, the Company announced that it had converted 25 Boeing 737-8200 options into firm orders bringing the Company's firm order to 135 Boeing 737-8200s with a further 75 options remaining. In December 2020, shortly after the FAA's ungrounding of the Boeing 737-MAX aircraft in the U.S., the Company announced that it had converted its remaining 75 Boeing 737-8200 options into firm orders bringing the Company's firm order to 210 Boeing 737-8200 aircraft. Following certification of the Boeing 737-8200 by the FAA in late March 2021, and EASA in early April 2021, the Group took delivery of its first Boeing 737-8200 in June 2021 and had 146 of these aircraft in its fleet at March 31, 2024. Deliveries are expected to continue until the end of fiscal year 2025.

In May 2023, the Group agreed to purchase up to 300 Boeing 737-MAX-10 aircraft (150 firm orders and 150 subject to option) from the Boeing Company for delivery between 2027 and 2033. This agreement received shareholder approval at the Company's AGM in September 2023.

The table below includes the future Purchase Obligations for firm aircraft purchases under the existing 2014 and 2023 Boeing Contracts. This table is calculated by multiplying the number of firm aircraft the Group is obligated to purchase under its agreements with Boeing during the relevant period by the standard list price of approximately U.S. \$102.5m for each Boeing 737-8200 aircraft and U.S.\$135m for each Boeing 737-MAX-10 aircraft, adjusted for (i) basic credits (approximately 60% of the standard list price); (ii) price escalation over the original scheduled delivery timeframe; and (iii) advance payments paid in prior fiscal years. The dollar-denominated obligations are converted into euro at the year-end exchange rate of U.S. \$1.0793 = €1.00. The Group is eligible for further customer specific credits, reflective, inter alia, of its longstanding partnership with Boeing, its launch customer status for both the Boeing 737-8200 aircraft and the Boeing 737-MAX-10 aircraft, its commitment to purchase 210 Boeing 737-8200 aircraft under the 2014 Boeing Contract and up to 300 Boeing 737-MAX-10 aircraft under the 2023 Boeing Contract and the delayed commencement of Boeing 737-8200 aircraft deliveries. These customer specific credits are not included in the table below but will reduce the average amount payable per aircraft, and therefore, the Group's obligations due under the 2014 Boeing Contract and 2023 Boeing Contract. The Group considers that Boeing customer specific credits are not material to the Group's cash outflows over the time horizon of the 2014 Boeing Contract or the time horizon of the 2023 Boeing Contract. Under the terms of the 2014 Boeing Contract and 2023 Boeing Contract, the Group is required to make periodic advance payments of the purchase price for aircraft it has agreed to purchase over the two-year period preceding the scheduled delivery of aircraft with the balance of the purchase price being due at the time of delivery. Purchase Obligations detailed below are based on an agreed delivery schedule as of March 31, 2024.

Purchase Obligations	Obligations Due by Period				
	Total	<1 year	1-2 years	2-5 years	After 5 years
	€M	€M	€M	€M	€M
Purchase contracts with Boeing	11,653	2,162	186	3,889	5,416

## Contingencies

The Company is engaged in litigation arising in the ordinary course of its business. Although no assurance can be given as to the outcome of any current or pending litigation, management does not believe that any such litigation will, individually or in the aggregate, have a material adverse effect on the results of operations or financial condition of the Company, except as described below. Since 2002, the European Commission has examined the agreements between Ryanair and various airports to establish whether they constituted illegal state aid. In many cases, the European Commission has concluded that the agreements did not constitute state aid. In other cases, Ryanair has successfully challenged the European Commission finding that there was state aid. In 2014, the European Commission announced findings of state aid to Ryanair in its arrangements with Pau, Nîmes, Angoulême, Altenburg and Zweibrücken airports, ordering Ryanair to repay a total of approximately €10m of alleged aid. In 2016, the European Commission announced findings of state aid to Ryanair in its arrangements with Cagliari and Klagenfurt, ordering Ryanair to repay approximately €13m of alleged aid. Ryanair appealed these “aid” decisions to the EU General Court. In 2018, the General Court upheld the Commission’s findings regarding Ryanair’s arrangements with Pau, Nîmes, Angoulême and Altenburg airports, and overturned the Commission’s finding regarding Ryanair’s arrangement with Zweibrücken airport. Ryanair appealed the negative findings to the Court of Justice of the EU but in 2019 Ryanair discontinued these appeals as the Court had refused to grant an oral hearing in any of the cases. The appeal before the General Court regarding Ryanair’s arrangements with Cagliari airport has been discontinued following the European Commission’s withdrawal of its decision in 2023 as a result of a General Court ruling in a related case. In 2021, the General Court upheld the European Commission’s finding regarding Ryanair’s arrangements with Klagenfurt airport. Ryanair appealed this negative finding to the Court of Justice of the EU in 2021 and received a ruling in 2023 where the European Commission’s finding was upheld. In 2019, the European Commission announced findings of state aid to Ryanair in its arrangements with Montpellier airport, ordering Ryanair to repay a total of approximately €9m of alleged aid. Ryanair appealed the Montpellier “aid” decision in 2021 to the EU General Court and received a judgment in 2023 upholding the European Commission’s finding. Ryanair appealed the General Court judgment to the European Court of Justice. In 2022, the European Commission announced findings of state aid to Ryanair in its arrangements with La Rochelle airport, ordering Ryanair to repay a total of approximately €8.4m of alleged aid. Ryanair has appealed this finding of state aid to the General Court. Ryanair is facing similar legal challenges with respect to agreements with certain other airports, notably Carcassonne, Girona, Reus, Târgu Mureș, Beziers and Frankfurt (Hahn). These investigations are ongoing (as is the European Commission’s re-examination of the Cagliari case following its withdrawal in March 2023 of the 2016 “aid” decision), and Ryanair currently expects that they will conclude in 2024, with any European Commission decisions appealable to the EU General Court. Ryanair is also facing an allegation in a German court case launched by Lufthansa in 2006 that it has benefited from unlawful state aid in relation to its arrangements with Frankfurt (Hahn). Adverse rulings in the above or similar cases could be used as precedents by competitors to challenge Ryanair’s agreements with other publicly owned airports and could cause Ryanair to strongly reconsider its growth strategy in relation to public or state-owned airports across Europe. This could in turn lead to a scaling back of Ryanair’s growth strategy due to the smaller number of privately owned airports available for development. No assurance can be given as to the outcome of these proceedings, nor as to whether any unfavorable outcomes may, individually or in the aggregate, have a material adverse effect on the results of operations or financial condition of the Company.

In mid-2023, the Spanish Ministry of Consumer Affairs launched sanctioning proceedings against Ryanair and several other airlines regarding cabin baggage and other customer policies. The Company filed submissions with the Ministry explaining that its policies are fair, necessary for operational and safety purposes, and fully transparent. In May 2024, the Ministry ordered the discontinuation of these policies and imposed substantial fines on Ryanair and other airlines (a cumulative total of approx. €150 million). These decisions are subject to review by the Minister of Consumer Affairs, which is expected to conclude between June and September 2024, with any final decisions appealable to courts. Ryanair intends to fully defend its position with reference to its rights under Spanish and EU law, as well as positive court rulings in similar matters, but the outcome of these proceedings cannot be guaranteed.

## 23. Note to cash flow statement

The following table outlines the changes in the carrying value of net cash/(debt):

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Net cash/(debt) at beginning of year	558.8	(1,451.6)	(2,276.5)
<b>Changes from financing cashflows</b>			
Increase in cash and cash equivalents in year, including net foreign exchange differences	276.1	930.3	18.3
(Decrease)/increase in financial assets: cash > 3 months	(818.4)	122.1	468.6
(Decrease) in restricted cash	(13.1)	(3.2)	(11.4)
Net cash flow from decrease in debt	1,143.2	1,085.7	583.3
Movement in net funds resulting from cash flows	587.8	2,134.9	1,058.8
<b>Other changes</b>			
Translation on U.S. dollar denominated debt	16.2	0.9	(4.2)
Promissory notes	213.5	—	(225.9)
Lease additions	—	(122.1)	—
Interest expense	(3.5)	(3.3)	(3.8)
Movement from other changes	226.2	(124.5)	(233.9)
Net cash/(debt) at end of year	1,372.8	558.8	(1,451.6)
Analyzed as:			
Cash and cash equivalents, cash > 3 months and restricted cash	4,119.6	4,675.0	3,625.8
Total borrowings*	(2,746.8)	(4,116.2)	(5,077.4)
Net cash/(debt)	1,372.8	558.8	(1,451.6)

\*Total borrowings include current and non-current maturities of debt and current and non-current lease liabilities.

The following table outlines the changes in the carrying value of share premium:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Balance at beginning of year	1,379.9	1,328.2	1,161.6
<b>Changes from financing cashflows</b>			
Net proceeds from shares issued	16.4	31.7	46.8
Share premium receivable on shares issued	8.0	20.0	119.8
Movement in net funds resulting from cash flows	24.4	51.7	166.6
Balance at end of year	1,404.3	1,379.9	1,328.2

The following table outlines the changes in liabilities arising from financing activities:

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Balance at beginning of year	(4,116.2)	(5,077.4)	(5,426.8)
Proceeds from borrowings	—	—	(1,192.0)
Repayments of borrowings	1,100.5	1,039.4	1,722.3
Lease liabilities paid	42.7	46.3	53.0
Lease additions	—	(122.1)	—
Interest expense	(3.5)	(3.3)	(3.8)
Foreign exchange	16.2	0.9	(4.2)
Promissory notes	213.5	—	(225.9)
Balance at end of year	<u>(2,746.8)</u>	<u>(4,116.2)</u>	<u>(5,077.4)</u>
Less than one year	(89.4)	(1,099.9)	(1,281.4)
More than one year	<u>(2,657.4)</u>	<u>(3,016.3)</u>	<u>(3,796.0)</u>
	<u>(2,746.8)</u>	<u>(4,116.2)</u>	<u>(5,077.4)</u>

## 24. Shareholder returns

An interim dividend of approx. €200m (€0.175 per share) was paid in February 2024. The Board is recommending the payment of a final dividend of approx. €200m (€0.178 per share), subject to AGM approval in September 2024.

There were no shareholder returns during the fiscal years ended March 31, 2023 or March 31, 2022.

## 25. Post-balance sheet events

In May 2024, the Company announced and launched a €700m share buyback program (including Ordinary Shares underlying ADRs).

## 26. Subsidiary undertakings and related party transactions

The following are the principal subsidiary undertakings within the Ryanair Group.

Name	% Held in ordinary shares	Registered Office	Nature of Business
Buzz (Ryanair Sun S.A.)	100	21 Cybernetyki Street, 02-677 Warsaw, Poland	Airline operator
Lauda Europe Limited	100	191, Level 3, Triq Marina, Pieta' PTA 9041, Malta	Airline operator
Malta Air Limited	100	191, Level 3, Triq Marina, Pieta' PTA 9041, Malta	Airline operator
Ryanair DAC	100	Airside Business Park, Swords, Co. Dublin, Ireland	Airline operator
Ryanair UK Limited	100	Enterprise House, 2 <sup>nd</sup> Floor, London Stansted Airport, England	Airline operator

Pursuant to Sections 314-316 of the Companies Act 2014, a full list of subsidiary undertakings will be annexed to the Company's Annual Return to be filed with the Companies Registration Office in Ireland.

In accordance with the basis of consolidation policy, as described in Note 1 of these consolidated financial statements, the subsidiary undertakings referred to above have been consolidated in the financial statements of Ryanair Holdings plc for the years ended March 31, 2024, 2023 and 2022.

The total amount of remuneration paid to senior key management (defined as the Executive team reporting to the Board of Directors, together with all Non-Executive Directors) amounted to €16.5m in the fiscal year ended March 31, 2024 (2023: €11.8m; 2022: €11.3m).

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
Basic salary and bonus	8.7	7.3	6.8
Pension contributions	0.2	0.2	0.2
Non-executive directors' fees	1.1	0.6	0.6
	10.0	8.1	7.6
Share-based compensation expense (non-cash technical accounting charge)	6.5	3.7	3.7
	16.5	11.8	11.3

## 27. Date of approval

The consolidated financial statements were approved by the Board of Directors of the Company on June 26, 2024.



## Company Balance sheet

		At March 31,		
		2024	2023	2022
	Note	€M	€M	€M
<b>Non-current assets</b>				
Investments in subsidiaries	29	193.7	197.6	175.9
<b>Current assets</b>				
Loans and receivables due from subsidiaries	30	3,325.0	1,603.0	1,557.3
Cash and cash equivalents		14.2	11.1	10.5
<b>Total assets</b>		<b>3,532.9</b>	<b>1,811.7</b>	<b>1,743.7</b>
<b>Current liabilities</b>				
Amounts due to subsidiaries	31	35.2	35.2	35.2
<b>Shareholders' equity</b>				
Issued share capital		6.9	6.9	6.8
Share premium account		1,404.3	1,379.9	1,328.2
Other undenominated capital reserve		3.5	3.5	3.5
Retained earnings		2,049.2	344.9	339.5
Other reserves		33.8	41.3	30.5
<b>Shareholders' equity</b>		<b>3,497.7</b>	<b>1,776.5</b>	<b>1,708.5</b>
<b>Total liabilities and shareholders' equity</b>		<b>3,532.9</b>	<b>1,811.7</b>	<b>1,743.7</b>

In accordance with section 304 of the Companies Act 2014, the result for fiscal year 2024 of the Company amounted to €1,900.2m (2023: €nil; 2022: loss of €0.8m).

The accompanying notes are an integral part of the financial information.

On behalf of the Board

**Stan McCarthy**  
Director  
June 26, 2024

**Michael O'Leary**  
Director

## Company Statement of Cash Flows

	Year ended March 31,		
	2024	2023	2022
	€M	€M	€M
<b>Operating activities</b>			
Result for the year	1,900.2	—	(0.8)
<b>Net cash provided by/(used in) operating activities</b>	<u>1,900.2</u>	<u>—</u>	<u>(0.8)</u>
<b>Investing activities</b>			
Decrease/(increase) in investments in subsidiaries	—	—	—
(Increase) in loans to subsidiaries	(1,714.6)	(31.1)	(46.3)
<b>Net cash (used in) investing activities</b>	<u>(1,714.6)</u>	<u>(31.1)</u>	<u>(46.3)</u>
<b>Financing activities</b>			
Shareholder returns (net of tax)	(199.5)	—	—
Net proceeds from shares issued	17.0	31.7	46.8
<b>Net cash (used in)/provided by financing activities</b>	<u>(182.5)</u>	<u>31.7</u>	<u>46.8</u>
<b>Increase/(decrease) in cash and cash equivalents</b>	<u>3.1</u>	<u>0.6</u>	<u>(0.3)</u>
<b>Cash and cash equivalents at beginning of year</b>	<u>11.1</u>	<u>10.5</u>	<u>10.8</u>
<b>Cash and cash equivalents at end of year</b>	<u>14.2</u>	<u>11.1</u>	<u>10.5</u>

The accompanying notes are an integral part of the financial information.

## Company Statement of Changes in Shareholders' Equity

	Ordinary Shares	Issued Share Capital	Share Premium Account	Retained Earnings	Other Undenom- inated Capital	Other Reserves	Total
	M	€M	€M	€M	€M	€M	€M
<b>Balance at March 31, 2021</b>	<b>1,128.1</b>	<b>6.7</b>	<b>1,161.6</b>	<b>331.0</b>	<b>3.5</b>	<b>31.2</b>	<b>1,534.0</b>
<i>Comprehensive loss</i>							
Loss for the year	—	—	—	(0.8)	—	—	(0.8)
Total comprehensive loss	—	—	—	(0.8)	—	—	(0.8)
<i>Transactions with owners of the Company, recognized directly in equity</i>							
Issue of ordinary equity shares	6.5	0.1	112.2	—	—	—	112.3
Share-based payments	—	—	—	—	—	8.6	8.6
Additional share premium on the allotment of shares	—	—	54.4	—	—	—	54.4
Transfer of exercised and expired share based awards	—	—	—	9.3	—	(9.3)	—
<b>Balance at March 31, 2022</b>	<b>1,134.6</b>	<b>6.8</b>	<b>1,328.2</b>	<b>339.5</b>	<b>3.5</b>	<b>30.5</b>	<b>1,708.5</b>
<i>Comprehensive income</i>							
Result for the year	—	—	—	—	—	—	—
Total comprehensive income	—	—	—	—	—	—	—
<i>Transactions with owners of the Company, recognized directly in equity</i>							
Issue of ordinary equity shares	4.1	0.1	51.7	—	—	—	51.8
Share-based payments	—	—	—	—	—	16.2	16.2
Transfer of exercised and expired share based awards	—	—	—	5.4	—	(5.4)	—
<b>Balance at March 31, 2023</b>	<b>1,138.7</b>	<b>6.9</b>	<b>1,379.9</b>	<b>344.9</b>	<b>3.5</b>	<b>41.3</b>	<b>1,776.5</b>
<i>Comprehensive income</i>							
Result for the year	—	—	—	1,900.2	—	—	1,900.2
Total comprehensive income	—	—	—	1,900.2	—	—	1,900.2
<i>Transactions with owners of the Company, recognized directly in equity</i>							
Issue of ordinary equity shares	1.4	—	24.4	—	—	—	24.4
Share-based payments	—	—	—	—	—	(3.9)	(3.9)
Dividend paid	—	—	—	(199.5)	—	—	(199.5)
Transfer of exercised and expired share based awards	—	—	—	3.6	—	(3.6)	—
<b>Balance at March 31, 2024</b>	<b>1,140.1</b>	<b>6.9</b>	<b>1,404.3</b>	<b>2,049.2</b>	<b>3.5</b>	<b>33.8</b>	<b>3,497.7</b>

The accompanying notes are an integral part of the financial information.

## 28. Basis of preparation and material accounting policies

The Company's financial statements have been prepared in accordance with International Accounting Standards and International Reporting Standards (collectively "IFRS") as adopted by the European Union (EU), which are effective for the year ended as at March 31, 2024. The Company financial statements comply with IFRS as adopted by the EU. The Company financial statements have also been prepared in accordance with the Companies Act, 2014. The Company financial statements are presented in euro millions, being its functional currency. They are prepared on an historical cost basis except for certain share based payment transactions, which are based on fair values determined at grant date.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates. These underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if these are also affected. Principal sources of estimation uncertainty have been set out in the critical accounting policy section in Note 1 to the consolidated financial statements. Such uncertainties may impact the carrying value of investments in subsidiaries at future dates.

### *Statement of compliance*

The Company financial statements have been prepared in accordance with IFRS as adopted by the EU. In addition to complying with its legal obligation to comply with IFRS as adopted by the EU, the Company financial statements comply with IFRS Accounting Standards as issued by the IASB. The Company financial statements have also been prepared in accordance with the Companies Act, 2014. On publishing parent entity financial statements together with Group financial statements the Company is taking advantage of the exemption contained in Section 304 of the Companies Act, 2014 not to present its individual income statement, statement of comprehensive income and related notes that form a part of these approved financial statements.

The Directors have reviewed all new or revised IFRS standards and IFRIC interpretations, effective for future financial years, as set forth in Note 1 to the consolidated financial statements, and have concluded their adoption will not have a significant impact on the parent entity financial statements.

### *Share-based payments*

The Company accounts for the fair value of share options granted to employees of a subsidiary as an increase in its investment in that subsidiary. The fair value of such options is determined in a consistent manner to that set out in the Group share-based payments accounting policy and as set out in Note 1 and 14 (c) to the consolidated financial statements. Intercompany arrangements are in place to compensate the Company for the allotment of its shares to employees of other Group companies.

### *Income taxes*

Income taxes are accounted for by the Company in a manner consistent to that set out in the Group income tax accounting policy.

### Investments in subsidiaries

The Company holds investments in subsidiary companies, which are carried at cost less any impairments. Investments in subsidiaries are reviewed for impairment if there are indications that the carrying value may not be recoverable.

### Guarantees

The Company occasionally guarantees certain liabilities of subsidiary companies. These are considered to be and are accounted for as contingent liabilities until such time as it becomes probable that the Company will be required to make a payment under the guarantee. Additional details are provided in Note 33 to these Company financial statements.

### Loans and borrowings

All loans and borrowings are initially recorded at the fair value of consideration received, net of attributable transaction costs. Subsequent to initial recognition, loans and borrowings are held at their fair value as they are repayable on demand. A loss allowance is recognised, where material, for expected credit losses on all financial assets held at the balance sheet date. Expected credit losses are the difference between the contractual cash flows due and the discounted actual cash flows that are expected to be received. Where there has been no significant increase in credit risk since initial recognition, the loss allowance is equal to 12-month expected credit losses. Where the increase in credit risk is considered significant, lifetime credit losses are provided.

## 29. Investments in subsidiaries

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Balance at start of year	197.6	175.9	167.3
Increase in investments	—	5.5	—
Movement in investments in subsidiaries by way of share option grant to subsidiary employees	(3.9)	16.2	8.6
Balance at end of year	193.7	197.6	175.9

## 30. Loans and receivables due from subsidiaries

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Due from subsidiaries	3,325.0	1,603.0	1,557.3
	3,325.0	1,603.0	1,557.3

All amounts due from subsidiaries are interest free and repayable upon demand. The expected credit loss associated with the above balances is considered to be insignificant.

### 31. Amounts due to subsidiaries

	At March 31,		
	2024	2023	2022
	€M	€M	€M
Due to subsidiaries	35.2	35.2	35.2
	35.2	35.2	35.2

At March 31, 2024 Ryanair Holdings plc had borrowings of €35.2m (2023: €35.2m; 2022: €35.2m) from subsidiaries. The loan is interest free and repayable on demand.

### 32. Financial instruments

The Company does not undertake hedging activities on behalf of itself or other companies within the Group. Financial instruments in the Company primarily take the form of loans to subsidiary undertakings. Amounts due to or from subsidiary undertakings in the form of inter-company loans are interest free and are repayable upon demand and further details of these have been given in Notes 30 and 31 of these Company financial statements. These inter-company balances are eliminated in the group consolidation.

The euro is the functional and presentation currency of the Company and all transactions entered into by the Company are euro denominated. As such, the Company does not have any significant foreign currency risk. The credit risk associated with the Company's financial assets principally relates to the credit risk of the Ryanair Group as a whole. Ryanair has received a BBB+ (stable outlook) credit rating from both Standard & Poor's and Fitch Ratings. Additionally, the Company had guaranteed certain subsidiary company liabilities. Details of these arrangements are given in Note 33 of these Company financial statements.

### 33. Contingencies

a) The Company has provided €2.76bn (2023: €4.12bn; 2022: €5.09bn) in letters of guarantee to secure obligations of subsidiary undertakings in respect of loans, bank advances and long dated foreign currency transactions.

b) In order to avail itself of the exemption contained in Section 357 of the Companies Act, 2014, the holding company, Ryanair Holdings plc, has guaranteed the liabilities of its subsidiary undertakings registered in Ireland. As a result, the subsidiary undertakings have been exempted from the requirement to annex their statutory financial statements to their annual returns.

Details of the Group's principal subsidiaries have been included at Note 26.

### 34. Shareholders' returns

Please refer to Note 24 of the Consolidated Financial Statements.

### 35. Post-balance sheet events

Please refer to Note 25 of the Consolidated Financial Statements.

### 36. Date of approval

The Company financial statements were approved by the Board of Directors of the Company on June 26, 2024.



## Directors and other information

### Directors\*

Stan McCarthy	Chairman
Róisín Brennan	Senior Independent Director
Eamonn Brennan	
Emer Daly	
Geoff Doherty	
Bertrand Grabowski	
Elisabeth Köstinger	
Jinane Laghrari Laabi (appointed July 1, 2024)	
Howard Millar	
Roberta Neri	
Anne Nolan	
Mike O'Brien	
Michael O'Leary	Group CEO
Amber Rudd (appointed July 1, 2024)	

### Secretary

Juliusz Komorek

### Registered Office

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

### Auditors

PricewaterhouseCoopers ("PwC")  
Chartered Accountants and Statutory Audit Firm  
One Spencer Dock  
North Wall Quay  
Dublin 1  
Ireland  
D01 X9R7

### 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

\*Michael Cawley and Louise Phelan retired from the Board in June 2024.

## APPENDIX A (Unaudited)

### GLOSSARY

#### **Ancillary Revenue per booked passenger**

Represents the average revenue earned per booked passenger flown from ancillary services.

#### **Available seat miles (ASM)**

Represents total seats available during the period multiplied by the average sector length.

Fiscal year ended March 31	2024	2023	2022	2021	2020
Seats available	194.3m	179.9m	117.3m	38.7m	155.7m
Average sector length (miles) – See page 66	780	766	772	776	761
<b>Available seat miles (ASM)</b>	<b>152bn</b>	<b>138bn</b>	<b>91bn</b>	<b>30bn</b>	<b>118bn</b>

#### **Average Booked Passenger Fare**

Represents the average fare paid by a fare-paying passenger who has booked a ticket.

#### **Average Daily Flight Hour Utilization**

Represents the average number of flight hours flown in service per day per aircraft for the total fleet of operated aircraft.

#### **Average Fuel Cost per U.S. Gallon**

Represents the average cost per U.S. gallon of jet fuel for the fleet (including fueling and carbon charges) after giving effect to fuel hedging arrangements.

#### **Average sector length (miles)**

Represents the average number of miles flown by a fare-paying passenger.

#### **Baggage commissions**

Represents the commissions payable to airports on the revenue collected at the airports for excess baggage and airport baggage fees.

#### **Booked passenger load factor**

Represents the total number of seats sold as a percentage of total seat capacity on all sectors flown.

#### **Break-even load factor**

Represents the average percent of seats that must be filled on an average flight at current average fares for the revenue to break even with the operating costs.

Fiscal year ended March 31	2024	2023	2022	2021	2020
Cost per Available Seat miles (ASM)	€0.0749	€0.0676	€0.0565	€0.0824	€0.0624
Yield per Revenue Passenger Mile (RPM)	€0.0933	€0.0836	€0.0640	€0.0744	€0.0752
<b>Break Even Load Factor</b>	<b>80%</b>	<b>81%</b>	<b>88%</b>	<b>108%</b>	<b>83%</b>

### **Cost per Available seat mile (ASM)**

Represents total operating costs divided by Available Seat Miles (ASM).

Fiscal year ended March 31	2024	2023	2022	2021	2020
Total operating expenses - See page 171	€11.38bn	€9.33bn	€5.14bn	€2.48bn	€7.37bn
Available Seat Miles (ASM)	152bn	138bn	91bn	30bn	118bn
<b>Cost per Available Seat Mile</b>	<b>€0.0749</b>	<b>€0.0676</b>	<b>€0.0565</b>	<b>€0.0824</b>	<b>€0.0624</b>

### **Cost per booked passenger**

Represents operating expenses divided by booked passengers flown.

Fiscal year ended March 31	2024	2023	2022	2021	2020
Total operating expenses - See page 171	€11.38bn	€9.33bn	€5.14bn	€2.48bn	€7.37bn
Revenue Passengers Booked – See page 66	184m	169m	97m	28m	149m
<b>Cost per booked passenger</b>	<b>€61.96</b>	<b>€55.37</b>	<b>€52.97</b>	<b>€89.95</b>	<b>€49.58</b>

### **Fare Savings**

FY24: Approx. €5bn fare saving is the difference between the Group's FY24 average revenue per passenger and the average revenue per passenger for our peers based on their most recent published information multiplied by the Group's FY24 passenger number.

FY25: The fare saving is the same calculation as FY24 above, multiplied by the Group's forecasted passenger numbers for FY25.

### **Fuel Movement**

Fiscal year ended March 31	2024	2023	2022	2021	2020
Fuel and oil (€'M)	5,142.6	4,025.7	n/a	n/a	n/a
Exceptional Item (€'M)	-	(130.5)			
Fuel and oil pre-exceptional item (€'M)	<b>5,142.6</b>	<b>3,895.2</b>			
Movement (%)	<b>32%</b>	n/a			

### **Fuel Saving**

Fuel saving is principally determined by the difference between the FY24 hedged rate and the FY25 hedged rate multiplied by volume hedged in FY25.

### **Gross Cash**

Represents cash and cash equivalents, cash >3 months and restricted cash.

Fiscal year ended March 31	2024	2023	2022	2021	2020
Cash and Cash Equivalents (€'M)	3,875.4	3,599.3	2,669.0	2,650.7	2,566.4
Cash > 3 months (€'M)	237.8	1,056.2	934.1	465.5	1,207.2
Restricted cash (€'M)	6.4	19.5	22.7	34.1	34.4
<b>Gross Cash (€'M)</b>	<b>4,119.6</b>	<b>4,675.0</b>	<b>3,625.8</b>	<b>3,150.3</b>	<b>3,808.0</b>

### **Net Cash/(Debt)**

Refer to Note 23 on page 226.

### **Net Margin**

Represents profit after taxation as a percentage of total revenues.

### **Number of Airports Served**

Represents the number of airports to/from which the carrier offered scheduled service at the end of the period.

### **Operating Costs (pre-exceptional)**

Represents total operating costs excluding any exceptional items.

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Operating Costs (€'M)	n/a	9,332.6	5,140.5	n/a	n/a
Exceptional Item (€'M)		(130.5)	130.5		
Operating Costs (pre-exceptional) (€'M)		<b>€9,202.1</b>	<b>€5,271.0</b>		

### **Operating Margin**

Represents operating profit as a percentage of total revenues.

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Operating profit/(loss) – See page 171 (€'M)	2,060.7	1,442.6	(339.6)	(839.4)	1,127.4
Total operating revenues - See page 171 (€'M)	13,443.8	10,775.2	4,800.9	1,635.8	8,494.8
<b>Operating Margin</b>	<b>15%</b>	<b>13%</b>	<b>(7%)</b>	<b>(51%)</b>	<b>13%</b>

### **Profit/(loss) after tax (pre-exceptional)**

Represents the profit or loss after tax excluding any exceptional items.

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Profit/(loss) after tax (€'M)	n/a	1,313.8	(240.8)	n/a	n/a
Exceptional Item (€'M)		114.2	(114.2)		
<b>Profit/(loss) after tax (pre-exceptional)</b>		<b>€1,428.0</b>	<b>(355.0)</b>		

### **Revenue Passenger Miles (RPM)**

Represents the number of booked passengers multiplied by the average sector length.

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Revenue Passengers Booked – See page 66	184m	169m	97m	28m	149m
Average sector length (miles) – See page 66	780	766	772	776	761
<b>Revenue passenger miles (RPM)</b>	<b>144bn</b>	<b>129bn</b>	<b>75bn</b>	<b>22bn</b>	<b>113bn</b>

### **Revenue Passengers Booked**

Represents the number of passengers booked.

### **Seats available**

Represents sectors flown during the period multiplied by the individual capacity of the aircraft.

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Sectors flown – See page 66	1,022,455	946,643	620,524	204,828	823,897
Average individual aircraft capacity	190	190	189	189	189
<b>Seats available</b>	<b>194.3m</b>	<b>179.9m</b>	<b>117.3m</b>	<b>38.7m</b>	<b>155.7m</b>

### **Sectors Flown**

Represents the number of passenger flight sectors flown.

### **Total Borrowings**

Refer to Note 23 on page 226.

### **Total revenue per booked passenger**

Represents the average revenue earned per booked passenger from fares and ancillary services.

### **Total Shareholder Return**

Represents capital appreciation (measured as the difference between the closing share price at the end of each period) and dividends received by the shareholder.

### **Yield per Revenue Passenger Miles (RPM)**

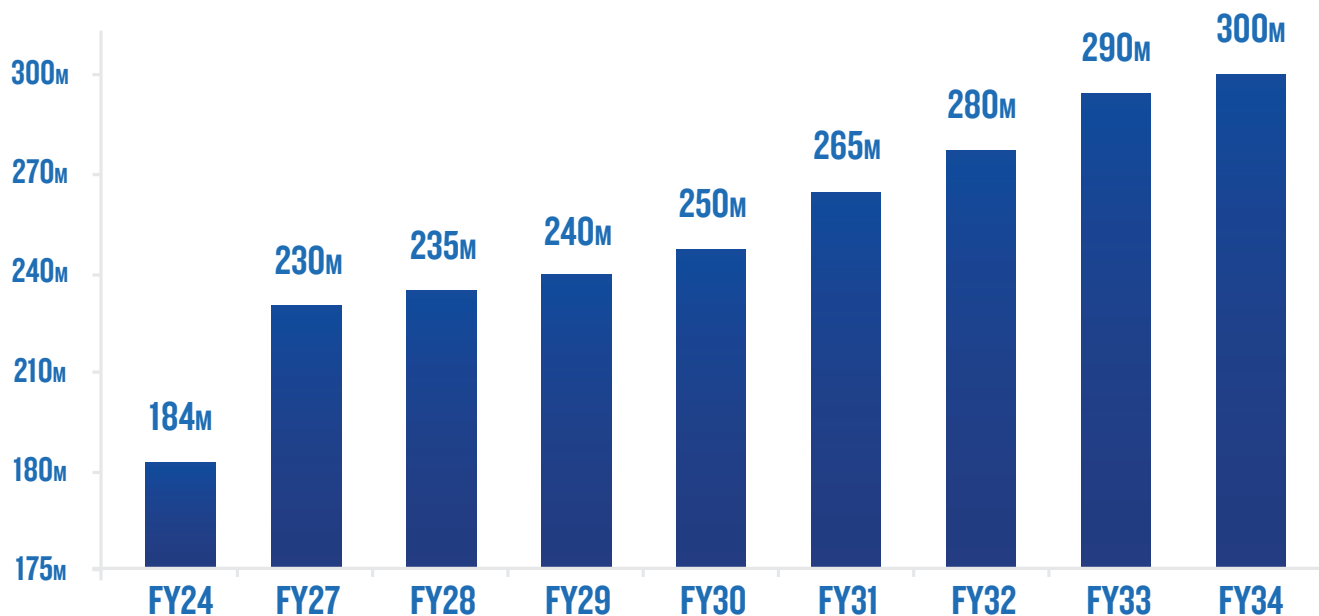
Represents total revenue divided by Revenue Passenger Miles (RPM)

<b>Fiscal year ended March 31</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Total operating revenues – See page 171	€13.44bn	€10.78bn	€4.80bn	€1.64bn	€8.49bn
Revenue passenger miles (RPM)	144bn	129bn	75bn	22bn	113bn
<b>Yield per revenue passenger mile</b>	<b>€0.0933</b>	<b>€0.0836</b>	<b>€0.0640</b>	<b>€0.0744</b>	<b>€0.0752</b>

# DECADE OF GROWTH

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**300 BOEING  
737-MAX-10  
ORDER**

- 21%** | More seats
- 20%** | Lower fuel consumption
- 20%** | Less CO<sub>2</sub> emissions
- 50%** | Lower noise emissions

**RYANAIR GROUP**



# RYANAIR GROUP



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LOW EMISSIONS



MSCI 

UPGRADED FROM



 CDP

UPGRADED FROM



**RYANAIR IS ONE OF THE MOST  
EFFICIENT MAJOR EU AIRLINES.  
WITH A YOUNG FLEET AND HIGH LOAD  
FACTORS, OUR CO<sub>2</sub> PER PASSENGER/  
KM IS ONLY 65 GRAMS.**

