

RYANAIR

Ryanair Holdings plc

Extraordinary General Meeting

April 19, 2012

Form of Proxy

I/We being (a) member(s) of the above named Company hereby appoint* the Chairman of the Meeting

or

of

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 9.00 a.m. at the Radisson Blu Hotel, Dublin Airport, Co. Dublin, Ireland on April 19, 2012 and at any adjournment thereof.

This Form of Proxy is given in respect of** ORDINARY SHARES

* If it is desired to appoint any person other than the Chairman of the Meeting, insert here the name and address of such person and delete the "Chairman of the Meeting". A proxy need not be a Member of the Company, but must attend the meeting in person to represent you. If you are appointing a proxy other than the Chairman or any other Officer of Ryanair Holdings plc, please provide him/her with the ATTENDANCE CARD attached hereto to facilitate his/her attendance.

** Insert the number of Ordinary Shares in respect of which the Form of Proxy is given. If the number is not inserted, the Proxy will be taken to have been given in respect of all the Ordinary Shares held by the appointer(s).

Please indicate with an "X" in the spaces below how you wish the Proxy to vote in respect of each of the resolutions detailed in the notice convening the meeting. You may direct your proxy to vote "For", "Against", to "Withhold" your vote or give him/her "Discretion" to vote as he/she wishes by marking as appropriate. If no such specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" the resolutions.

RESOLUTIONS				
	For	Against	Discretion	Vote Withheld
1. Authority to repurchase Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of re-classification of UK listing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTES

- 1 Any Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a Member of the Company. A member may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. If you wish to appoint more than one proxy please contact the Registrars of the Company, Capita Registrars (Ireland) Limited on +353 (1) 8102400.
- 2 To be effective, this Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially must be deposited at the offices of the Company's Registrar, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Dublin 7, Ireland, or by post to P.O. Box 7117, Dublin 2, Ireland, in either case not less than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.
- 3 In addition to note 2 above and subject to the Articles of Association of the Company and provided that it is received not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof, this Form of Proxy may also:
 - (i) be submitted by fax to +353 (1) 8102422, provided it is received in legible form; or
 - (ii) be submitted electronically, via the internet by accessing the Company's Registrar's website www.capitaregistrars.ie, selecting <Log on to Shareholder Portal> from the Online Services Menu, and following the instructions thereon; or
 - (iii) be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be completed in accordance with the procedures specified in the CREST Manual and received by the Registrar under CREST Participant ID 7RA08.
- 4 This Form of Proxy must (i) in the case of an individual member be signed or sent electronically by the member or his/her attorney, or (ii) in the case of a body corporate be given either under the common seal or be signed on its behalf by its duly authorised officer or attorney.
- 5 In the case of joint holders, the signature of any of them will suffice, but the names of all joint holders should be shown. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 6 Unless otherwise directed the Proxy will vote (or abstain from voting) as he/she thinks fit. The proxy will act at his/her discretion on any other business arising at the meeting.
- 7 Completion and return of this Form of Proxy will not preclude a Member from attending the meeting and voting in person if the Member so wishes.
- 8 Only persons registered in the Register of Members of the Company (or their duly appointed proxies or representatives), at 6.00 p.m. on April 17, 2012 or, if the Extraordinary General Meeting is adjourned, 48 hours (occurring on working days only) before the time appointed for the adjournment (the "record date"), shall be entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at the record date.
- 9 Information regarding the Extraordinary General Meeting, including information required by section 133A(4) of the Companies Act 1963 (as amended) is available on the Company's website, www.ryanair.com.
- 10 Resolutions 1 and 2 are inter-conditional and therefore neither will become effective unless the other is passed by the requisite majority of shareholders.

Signature

Date

Detach here

Detach here

ATTENDANCE CARD

Please bring this card with you to the meeting you will be asked for it when you arrive

Ryanair Holdings plc

Extraordinary General Meeting on April 19, 2012
at 9.00 a.m. at the Radisson Blu Hotel, Dublin Airport,
Co. Dublin, Ireland

Signature of Shareholder

If you are a proxy

Name of proxy (Block Letters)

Signature