Deutsche Lufthansa Aktiengesellschaft
Köln

We hereby invite our shareholders to attend the

62nd Annual General Meeting
on Wednesday, 29 April 2015 at 10:00 hrs

to be held at CCH – Congress Center Hamburg
Marseiller Straße 2
20355 Hamburg

Translation for convenience only;
In case of any discrepancy or ambiguity the German version shall prevail.

I. Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group, the report of the Supervisory Board, incl the explanatory report of the Executive Board on the statements pursuant to secs. 289(4) and (5), 315(4) of Germany's Commercial Code (*HGB*), each for the 2014 financial year

2. Approval of the Executive Board's acts for the 2014 financial year

3. Approval of the Supervisory Board's acts for the 2014 financial year

4. Supplementary election of a Supervisory Board member

5. Creation of new Authorised Capital A and corresponding amendment to the Articles of Association

6. Authorisation to purchase and utilise own shares

7. Authorisation to purchase own shares using derivatives

8. Consent to the conclusion of a new control agreement and to the amendment of the existing profit-transfer agreement, each concluded between the Company and Delvag Luftfahrtversicherungs-Aktiengesellschaft

9. Appointment of auditors, Group auditors and examiners to review interim reports for the 2015 financial year

II. Proposals for resolutions on agenda items

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group, the report of the Supervisory Board, incl the explanatory report of the Executive Board on the statements pursuant to secs. 289(4) and (5), 315(4) of Germany's Commercial Code (*HGB*), each for the 2014 financial year

In accordance with the provisions of statute, no resolution is adopted by the Annual General Meeting, since the Supervisory Board has already approved the annual financial statements and the consolidated financial statements drawn up by the Executive Board pursuant to secs. 172, 173 of Germany's Stock Corporation Act (*AktG*) on 11 March 2015. The annual financial statements are thereby adopted. The annual financial statements, the consolidated financial statements, the combined management report, the Supervisory Board report and the Executive Board report with notes, inter alia, on takeover-law particulars and on the internal control and risk management system must be made available to the Annual General Meeting.

2. Approval of the Executive Board's acts for the 2014 financial year

The Executive Board and the Supervisory Board submit a proposal to the Annual General Meeting that approval be given to the activities of the Executive Board in the 2014 financial year for this period.

3. Approval of the Supervisory Board's acts for the 2014 financial year

The Executive Board and the Supervisory Board submit a proposal to the Annual General Meeting that approval be given to the activities of the Supervisory Board in the 2014 financial year for this period.

4. Supplementary election of a Supervisory Board member

The Supervisory Board nominates the following candidate for election:

Stephan Sturm, 65719 Hofheim/Ts. (Germany)
Chief Financial Officer Fresenius Management SE

Membership of domestic supervisory boards formed by operation of law:

- FPS Beteiligungs AG, Düsseldorf*
- Fresenius Kabi AG, Bad Homburg*
- HELIOS Kliniken GmbH, Berlin*
- Wittgensteiner Kliniken GmbH, Berlin*

Membership of comparable domestic or foreign controlling bodies of commercial enterprises:

- VAMED AG, Austria*

* Fresenius Group mandate

Further information on the candidate, incl his CV, is available at www.lufthansagroup.com/agm.

Pursuant to Art. 8(1) of the Company's Articles of Association, sec. 96(1) *AktG*, and sec. 7(1), sent. 1, no. 3 of Germany's Codetermination Act (MitbestG) dated 4 May 1976, the Supervisory Board of the Company consists of 20 members, ten of which are elected by the shareholders and ten by the employees.

Supervisory Board member Jacques Aigrain has resigned his Supervisory Board mandate as per the end of the Annual General Meeting (AGM) on 29 April 2015. Hence, in accordance with Art. 8(4) of the Company's Articles of Association, a supplementary election must be held. The proposed candidate – pursuant to Art. 8(3) of the Company's Articles of Association – is to be elected for the time commencing with the end of the AGM on 29 April 2015, and extending until the end of the AGM that passes a resolution on the grant of discharge for the fourth financial year after the start of his term in office. The financial year in which the term in office commences is not counted. He is therefore to be elected until the end of the ordinary Annual General Meeting in 2020.

In the Supervisory Board's assessment, the proposed candidate has no personal or business relations with the Company or any of its Group companies, its governing bodies or any of its majority shareholders as set forth in item 5.4.1 of Germany's Corporate Governance Code.

The above proposal of the Supervisory Board is based on the recommendation of its nomination committee and takes account of the goals resolved by the Supervisory Board for its composition.

The AGM, when electing the Supervisory Board member, is not bound by nominations.

5. Creation of new Authorised Capital A and corresponding amendment to the Articles of Association

The Executive Board was authorised on 29 April 2010 by resolution of the Annual General Meeting (AGM) to increase the share capital of the Company, with the consent of the Supervisory Board, in one or more stages by up to € 561,160,092 through the issue of new no-par value registered shares for cash or non-cash contributions (Authorised Capital A). This authorisation expires on 28 April 2015. Up to the time of convening the AGM, no use had been made of this authorisation.

To enable the Company to retain the necessary flexibility for quick action on the capital market in future, new Authorised Capital A is to be created in the same amount of € 561,160,092.

The possibility of excluding subscription rights is to be limited.

The Executive Board and the Supervisory Board propose that the AGM adopt the following resolution:

a) The Executive Board be authorised until 28 April 2020, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages by up to € 561,160,092 through the issue of new no-par value registered shares for cash or non-cash contributions (Authorised Capital A). In principle, the shareholders are to be granted a subscription right. The shareholders may also be granted a subscription right indirectly pursuant to sec. 186(5) of Germany's Stock Corporation Act (*AktG*).

- The Executive Board be authorised, in the case of a capital increase for cash contributions, with the consent of the Supervisory Board, to exclude shareholders' subscription rights if the offering amount is not significantly below the market price, and the shares issued with subscription rights excluded, pursuant to sec. 186(3), sent. 4 *AktG*, are arithmetically not 10 % above the share capital at the time of the authorisation taking effect or, if this amount is lower, at the time of its exercise.

- The Executive Board be also authorised, with the consent of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights.

- Wherever it is necessary to grant holders or creditors of warrant or conversion rights under bonds with warrants attached or convertible bonds that were or are issued by the Company or its Group companies a subscription right to new shares on a scale that would be due to them after exercise of their warrant or conversion rights and/or the meeting of conversion obligations, the Executive Board be authorised to exclude the subscription rights with the consent of the Supervisory Board.

– In shares issued against non-cash contributions, specifically for the purpose of acquiring companies, business units, interests in companies or other assets or claims to the acquisition of assets, incl receivables from the Company or its Group companies, or for the purpose of mergers of companies, the Executive Board be authorised to exclude the subscription rights with the consent of the Supervisory Board.

– The Executive Board, with the consent of the Supervisory Board, in order to pay a so-called scrip dividend whereby shareholders are offered the alternative of contributing their claim to a dividend as an (either complete or partial) non-cash contribution to the Company in return for being granted new shares under the Authorised Capital A, be authorised to exclude the subscription rights.

The sum of the shares issued against cash or non-cash contributions with subscription rights excluded may not exceed 20 % of the share capital at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise.

Counting toward the 10 %-limit under the first bullet point and toward the above 20 %-limit of the sum of all subscription-right exclusions are such shares as were, or may still have to be, issued to service warrant or conversion rights or to meet conversion obligations under bonds with warrants attached or convertible bonds, provided that the bonds are issued after 29 April 2015 by analogous application of sec. 186(3), sent. 4 *AktG* with subscription rights excluded. Likewise counting toward the above limits are shares that will be issued after 29 April 2015 on the basis of an authorisation to utilise own shares pursuant to secs. 71(1), no. 8, sent. 5, 186(3), sent. 4 *AktG* with subscriptions rights excluded. Finally, shares must be counted that will be issued or sold during the term of this authorisation until it was exercised in a direct or analogous application of sec. 186(3), sent. 4 *AktG*.

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the share rights and the conditions for the issue of shares.

b) § 4(2), (3) and (4) of the Articles of Association (Authorised Capital A) are reworded as follows:

"*The Executive Board is authorised until 28 April 2020, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages by up to € 561,160,092 through the issue of new no-par value registered shares for cash or non-cash contributions (Authorised Capital A).*

In principle, the shareholders are to be granted a subscription right. The shareholders may also be granted a subscription right indirectly pursuant to sec. 186(5) of Germany's Stock Corporation Act (AktG).

– *The Executive Board is authorised, in the case of a capital increase for cash contributions, with the consent of the Supervisory Board, to exclude shareholders' subscription rights if the offering amount is not significantly below the market price, and the shares issued with subscription rights excluded, pursuant to sec. 186(3), sent. 4 AktG, do not exceed 10 % of the share capital at the time of the authorisation taking effect or, if this amount is lower, at the time of its exercise.*

– *The Executive Board is also authorised, with the consent of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights.*

– *Wherever it is necessary to grant holders or creditors of warrant or conversion rights under bonds with warrants attached or convertible bonds that were or are issued by the Company or its Group companies a subscription right to new shares on a scale that would be due to them after exercise of their warrant or conversion rights and/or the meeting of conversion obligations, the Executive Board is authorised to exclude the subscription rights with the consent of the Supervisory Board.*

– *In shares issued against non-cash contributions, specifically for the purpose of acquiring companies, business units, interests in companies or other assets or claims to the acquisition of assets, incl receivables from the Company or its Group companies, or for the purpose of mergers of companies, the Executive Board is authorised to exclude the subscription rights with the consent of the Supervisory Board.*

– *The Executive Board, with the consent of the Supervisory Board, in order to pay a so-called scrip dividend whereby shareholders are offered the alternative of contributing their claim to a dividend as an (either complete or partial) non-cash contribution to the Company in return for being granted new shares under the Authorised Capital A, is authorised to exclude the subscription rights.*

The sum of the shares issued against cash or non-cash contributions with subscription rights excluded may not exceed 20 % of the share capital at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise.

Counting toward the 10 %-limit under the first bullet point and toward the above 20 %-limit of the sum of all subscription-right exclusions are such shares as were, or may still have to be, issued to service warrant or conversion rights or to meet conversion obligations under bonds with warrants attached or convertible bonds, provided that the bonds are issued after 29 April 2015 by analogous application of sec. 186(3), sent. 4 AktG with subscription rights excluded. Likewise counting toward the above limits are shares that were issued after 29 April 2015 on the

basis of an authorisation to utilise own shares pursuant to secs. 71(1), no. 8, sent. 5, 186(3), sent. 4 AktG with subscriptions rights excluded. Finally, shares must be counted that were issued or sold during the term of this authorisation until it was exercised in a direct or analogous application of sec. 186(3), sent. 4 AktG.

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the share rights and the conditions for the issue of shares."

c) The Supervisory Board be authorised to adapt § 4 of the Articles of Association in accordance with the utilisation of Authorised Capital A in each case or upon expiry of the authorisation's term.

Report of the Executive Board to the AGM on item 5 of the agenda pursuant to secs. 203(2), sent. 2, 186(4), sent. 2 *AktG*

On agenda item 5, the Executive Board has drawn up a written report pursuant to sec. 203(2), sent. 2 *AktG* in conjunction with sec. 186(4), sent. 2 *AktG* whose wording is printed under III. in this invitation to the AGM and, from the time of convening the AGM, is accessible at the internet address www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

6. Authorisation to purchase and utilise own shares

The existing authorisation to acquire own shares resolved by the AGM on 29 April 2010 was time-limited to the admissible five-year term until 28 April 2015. Up to the time of convening the AGM, no use was made of this authorisation. To retain the option of share buy-backs, a proposal is being submitted to the AGM to give the Executive Board a renewed authorisation to purchase own shares.

The Executive Board and the Supervisory Board propose that the AGM adopt the following resolution:

a) Acquisition of own shares:

The Company be authorised pursuant to sec. 71(1), no. 8 *AktG* to acquire its own shares until 28 April 2020 in an amount not exceeding 10 % of the Company's share capital at the time of the AGM resolution or – if this value is lower – at the time of exercising the authorisation. In this regard, the shares purchased on the basis of this authorisation, together with other Company shares which the Company has already purchased and still owns or which have to be allocated to it under secs. 71d and 71e *AktG*, must at no point in time amount to more than 10 % of the share capital concerned. Moreover, a purchase is only permissible if the Company at the time of the purchase could form a reserve in the amount of the outlays for the purchase without lowering its share capital or any reserve to be formed by operation of law or the Articles of Association

which must not be used for paying shareholders, and if the issue amount on the shares to be purchased has been paid in full. The authorisation must not be used to trade own shares. The authorisation may be used, in one single amount or in part-amounts, in one or more stages, by the Company, by its Group companies or – for its own or their account – by third parties.

The shares may be purchased via the stock exchange or by means of a public offer to purchase made to all shareholders or by means of a public call for the submission of offers to sell or by granting shareholders a right to offer. The price paid for shares (without transfer costs) must not be more than 10 % higher or lower than the market price. In the case of a purchase via the stock exchange, the crucial market price is the Company's share price established on the trading day concerned at the opening auction in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system). In the event of a purchase by means of an offer to purchase made to all shareholders or by means of a call for submission of offers to sell or by granting a right to offer, the crucial market price is to be the average price of the Company's share at the closing auction in Xetra trading of the Frankfurt stock exchange (or any comparable successor system) on the last five trading days prior to publication of the decision to submit this offer.

In the event of considerable deviations in the crucial share price after publication of the offer to purchase or the public call for submission of an offer or by granting a right to offer, the offer or the call for submission of offers to sell may be adjusted accordingly. In this case, the average price on the three trading days prior to publication of any adjustment is used as basis; the 10 %-limit for a higher or lower price must be applied to this amount. The offer to purchase or the call for submission of offers to sell or the granting of a right to offer may provide for further conditions.

To the extent that the offer to purchase is oversubscribed and/or if, in a call for submission of offers to sell, not all of several, same-value offers are accepted, the purchase may be on the basis of the ratio of the shares offered ("offering quota") instead of the ratio of the shares of the offering shareholders in the Company ("participation quota"). Provision may be made for preferential acceptance of low numbers of up to 100 shares for the purchase of offered shares per shareholder and for rounding in line with commercial principles. To that extent, any further-going right to offer of the shareholders is excluded in each case.

b) Utilisation of own shares:

The Executive Board be authorised to utilise the acquired own shares, in addition to a sale via the stock exchange or by means of an offer made to all shareholders in a ratio of their participation quota, for any admissible purpose, specifically also as follows:

(1) they may be sold, with the consent of the Supervisory Board, at a price not significantly below the market price of the Company's share price at the time of the sale;

(2) they may be sold, with the consent of the Supervisory Board, wherever this is done in return for a non-cash payment, specifically within the scope of (also indirect) acquisition of companies, business units, interests in companies, for company mergers and the acquisition of assets, incl Company receivables;

(3) they may be used to meet conversion or warrant rights granted by the Company or by any direct or indirect subsidiary in which the Company holds a majority interest when issuing bonds, or to meet conversion obligations under bonds issued by the Company or by any direct or indirect subsidiary in which the Company holds a majority interest;

(4) they may be offered for purchase or transferred as staff shares, within the scope of the agreed remuneration or under separate programmes, to the Company's employees or to staff of affiliated companies (incl members of governing bodies). Wherever own shares are to be offered, committed and transferred to the Company's Executive Board members, this authorisation applies to the Supervisory Board;

(5) they may be used for payment of a so-called scrip dividend by sale against complete or partial assignment of the shareholder's claim to dividends.

The authorisation pursuant to item (1) above only applies, however, subject to the requirement that the shares sold with subscription rights excluded pursuant to sec. 186(3), sent. 4 *AktG* must not exceed 10% of the share capital, viz. neither at the time of the authorisation taking effect nor at the time of its exercise. Counting toward this 10%-limit of the share capital are shares that are issued after this authorisation becomes effective, while using an authorisation valid at the time of this authorisation taking effect and/or an authorisation taking its place to issue new shares under Authorised Capital pursuant to sec. 186(3), sent. 4 *AktG* with subscription rights excluded. Also counting toward this 10%-limit of the share capital are shares that were and/or must be issued to service convertible bonds and/or bonds with warrants attached wherever the bonds were issued after this authorisation became effective on the basis of an authorisation valid at the time of the authorisation taking effect and/or taking its place, by analogous application of sec. 186(3), sent. 4 *AktG,* while excluding the subscription right.

The shareholders' subscription rights to own shares purchased is excluded in the event of any utilisation pursuant to items (1) to (5). In addition, if the shares are sold via an offer to sell made to all shareholders, the latter's subscription right to fractional amounts is excluded.

The Executive Board be also authorised, with the consent of the Supervisory Board, to call in any or all of its own shares purchased without any further AGM resolution. Such call-in leads to a capital decrease. In a departure from this, the Executive Board may determine that the share capital remains unchanged in any call-in and, instead, that it leads to an increase in the percentage of the remaining shares in the capital pursuant to sec. 8(3) *AktG*. The Executive Board is to be authorised in this case to amend the number of shares specified in the Articles of Association.

Own shares purchased may be transferred to Group companies. The authorisations pursuant to items (1) to (5) above may also be used by Group companies or by third parties acting for Group companies' account or for the Company's account.

c) The details of the utilisation of the authorisation are specified by the Executive Board in each case.

The above authorisations may be used in each case independently of one another, either wholly or in part, once or several times, singly or jointly.

Report of the Executive Board to the AGM on item 6 of the agenda pursuant to secs. 71(1), no. 8, sent. 5, 186(4), sent. 2 *AktG*

On agenda item 6, the Executive Board has drawn up a written report pursuant to sec. 71(1), no. 8, sent. 5 *AktG* in conjunction with sec. 186(4), sent. 2 *AktG* whose wording is printed under III. in this invitation to the AGM and, from the time of convening the AGM, is accessible at the internet address www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

***7.* Authorisation to purchase own shares using derivatives**

Supplementing the authorisation to purchase own shares pursuant to agenda item 6, a further authorisation is to be issued to acquire own shares, also using derivatives and to perform corresponding derivative transactions. This authorisation is not intended to restrict the Company in any manner in deploying derivatives wherever this is permitted by law without authorisation by the AGM.

The Executive Board and the Supervisory Board propose that the AGM adopt the following resolution:

Supplementing the authorisation to be resolved by the AGM under agenda item 6 on the acquisition and utilisation of own shares, the Executive Board is to be authorised to implement the purchase of the Company's shares by deploying certain derivatives. Options may be sold that oblige the Company to purchase its shares when they are exercised (put options). Options may also be acquired and exercised that

entitle the Company to acquire its shares when the option is exercised (call options). Finally, forward-purchase contracts may be concluded in respect of the Company's shares in which more than two trading days elapse between the purchase contract and the delivery of the shares purchased ("forward purchases" and, together with put options and call options, referred to as "derivatives" or "derivative transactions"). The Company may combine the deployment of the derivatives described above.

Share purchases using derivatives are limited in this case to shares amounting to max. 5 % of the total capital, viz. relative both to the time of this authorisation taking effect and to its exercise by deploying the derivative. In addition, the share purchases also count toward the 10 %-limit of the authorisation to be resolved under agenda item 6 to acquire and utilise own shares. The term of the individual derivatives may amount to max. 18 months, must end no later than 28 April 2020 and must be chosen in such a way that the purchase of own shares involving the exercise or the settling of the derivatives occurs no later than 28 April 2020.

The derivative transactions must be concluded with a credit institution or via the stock exchange. It must be ensured that the derivatives are only serviced using shares that were previously acquired on the stock exchange at the current price when they were purchased on the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system), safeguarding the equal-treatment principle. The price agreed in the derivative (without incidental costs, though taking account of the included and/or paid option premium) for the acquisition of a share when put options are exercised and/or in fulfilling a forward purchase may not be 10 % higher and 30 % lower than the Company's share price established by the opening auction of the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system) on the day of conclusion of the derivative transaction. The purchase price per share agreed in the derivative concerned when a call option is exercised may not be 10 % higher or lower than the average closing price of the share in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system) on the fourth, third and second trading day preceding the exercise of the call option.

The purchase price paid by the Company for derivatives must not be significantly above the sales price earned by the Company for derivatives and not significantly below the theoretical market value established in line with recognised methods in financial mathematics for the option concerned, where account must be taken, inter alia, of the agreed exercise price when it is established.

If own shares are purchased using derivatives, taking account of the above arrangements, shareholders' rights to conclude such derivative transactions with the Company are excluded, by analogous application of sec. 186(3), sent. 4 *AktG*. A right of the shareholders to conclude

derivative transactions does not exist either to the extent that – when derivative transactions are concluded – provision is made for preferential offers to conclude derivative transactions based on low numbers of shares.

Shareholders have a right to offer regarding their shares held in the Company only to the extent that the Company has an obligation to them to buy the shares under the derivative transactions. Any right to offer going beyond this is excluded.

This authorisation may be utilised either complete or partial, once or in several – also different – transactions or in conjunction with otherwise permissible transactions not falling under this authorisation, by the Company, by its Group companies or – for its or their account – by third parties.

The arrangements adopted by the AGM under agenda item 6, lit. b) and c) apply to the utilisation of own shares bought using derivatives. Shareholders' subscription rights in respect of the Company's own shares are excluded to the extent that these shares are used in line with the authorisations resolved under agenda item 6, lit. b) and c).

This authorisation applies until 28 April 2020.

Report of the Executive Board to the AGM on item 7 of the agenda pursuant to secs. 71 (1), no. 8, sent. 5, 186(4), sent. 2 *AktG*

On agenda item 7, the Executive Board has drawn up a written report pursuant to sec. 71 (1), no. 8, sent. 5 *AktG* in conjunction with sec. 186(4), sent. 2 *AktG* whose wording is printed under III. in this invitation to the AGM and, from the time of convening the AGM, is accessible at the internet address www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

8. Consent to the conclusion of a new control agreement and to the amendment of the existing profit-transfer agreement, each concluded between the Company and Delvag Luftfahrtversicherungs-Aktiengesellschaft

The Executive Board and the Supervisory Board propose that the AGM give its consent to the conclusion of a new control agreement between the Company and Delvag Luftfahrtversicherungs-Aktiengesellschaft (Delvag), and to the amendment of the existing profit-transfer agreement between the Company and Delvag Luftfahrtversicherungs-Aktiengesellschaft.

Delvag is a wholly owned subsidiary of the Company. Delvag and the Company concluded a profit-transfer agreement on 1 January 1971. This profit-transfer agreement is still in force, unchanged.

The control agreement is concluded to document with legal certainty the existing consolidated tax-filing status for turnover-tax purposes between the parent company and the controlled company. Prerequisite for the consolidated tax-filing status for turnover-tax purposes is the financial, economic and organisational integration of the controlled company into the parent company. The legal interpretation further developed by court rulings was taken into account by Germany's Finance Ministry within the scope of new administrative instructions. For the formal organisational integration of a subsidiary into a fiscal unity, a partial-control agreement with restrictions under insurance supervisory law, too, must now be recognised. Any supervisory-law misgivings, as in the present case, are countered by the fact that the control may not extend to the processing of insurance claims and that neither supervisory-law requirements nor policyholders' interests may be jeopardised by the control (so-called "partial-control agreement" (*Teilbeherrschungsvertrag*)). In compliance with these stipulations, a control agreement between the Company and Delvag was drafted which *BaFin*, Germany's financial regulator, has scrutinised without any complaints.

The Company and Delvag signed this control agreement on 11.03.2015. No equal-value or better alternatives in financial and legal terms exist to the conclusion of such a control agreement, as is shown by an examination undertaken by Delvag and the Company.

In the course of the conclusion of the new control agreement, the existing profit-transfer agreement was amended, likewise on 11.03.2015, and adapted to current legal requirements and to the Lufthansa Group's standard.

The control agreement and the amended profit-transfer agreement only become effective with the consent of the Company's AGM and subsequent entry in the Commercial Register. Delvag's Annual General Meeting has given its consent to the control agreement and to the amended profit-transfer agreement.

The Executive Board and the Supervisory Board state the following as the main content of the control agreement:

– Delvag (hereinafter: the "Controlled Company") subordinates the management of its company to the Company (hereinafter: the "Parent Company"), so that the Parent Company is entitled to issue instructions to the executive board of the Controlled Company as regards its management. The Controlled Company has a duty to follow the Parent Company's instructions.

– Irrespective of this right to issue instructions, management and representation of the Controlled Company remain the responsibility of its executive board.

– Likewise irrespective of this right to issue instructions, the Controlled Company's executive board's own responsibility continues to apply as regards adherence to all statutory and supervisory-authority regulations and to the supervisory authority's administrative principles.

– The Parent Company refrains from issuing any instructions which, if followed do not, in the light of an objective assessment, sufficiently safeguard the concerns of the insureds of the Controlled Company, or jeopardize the long-term fulfilment of the Controlled Company's insurance policies. The Parent Company likewise refrains from issuing any instructions to the Controlled Company as regards the processing of insurance claims.

– For as long as the profit-transfer agreement concluded between the parties is valid, the Parent Company has a duty toward the Controlled Company, in line with Art. 2 of the profit-transfer agreement concluded between the Controlled Company and the Parent Company, to assume any losses. After effective termination of the profit-transfer agreement, the Parent Company has a duty to offset any other net loss for the year of the Controlled Company arising during the contractual term. This does not apply, however, to the extent that the deficit can be offset by withdrawing amounts from other retained earnings that were formed during the contractual term and whose withdrawal does not affect the Controlled Company's ability to meet statutory solvency-capital requirements, plus an adequate amount beyond.

– To be effective, the agreement requires the consent of the Controlled Company's Annual General Meeting and of the Parent Company's Annual General Meeting and becomes effective upon being entered in the commercial register in charge of the Controlled Company and upon receiving the approval of *BaFin*, Germany's financial regulator.

– The agreement is concluded for an indefinite period. It may be terminated by either contracting party giving three months' written notice to the end of the Controlled Company's financial year. Notwithstanding this, the agreement may be terminated for cause in writing without adhering to any notice period, also during the year. Instances of such cause are cited in the agreement by way of example, but are not exhaustive.

– Final or immediately enforceable orders of *BaFin* to terminate the agreement constitute cause as defined in Art. 3(4) of the agreement.

– If an outside shareholder acquires an interest in the Controlled Company, the shareholders, with the inclusion of the outside shareholders, may unanimously resolve the continuation of this agreement. In such a case, the term of the agreement is not interrupted.

The Executive Board and the Supervisory Board state the following as the main content of the amended profit-transfer agreement:

– Delvag (hereinafter: the "Controlled Company") undertakes to transfer its entire profit to the Company (hereinafter: the "Parent Company") during the contractual term.

– The Controlled Company may add amounts from its net profit for the year to its retained earnings (sec. 272(3) of Germany's Commercial Code (*HGB*)) – except those earnings based on provisions of statute or on its shareholders' agreement or articles of association – only to the extent that the Parent Company has given its consent and this is financially justified in a reasonable commercial assessment.

– Other retained earnings formed during the term of this agreement pursuant to sec. 272 Abs. 3 *HGB* must be reversed at the Parent Company's demand and used to offset any net loss for the year or transferred as profit. Other reserves and any profit carried forward before a profit-transfer agreement became effective may be neither transferred to the Parent Company nor used to offset any net loss for the year. The same applies to capital reserves as defined in sec. 272(2) *HGB* that were formed before or during the term of this agreement. Profit distribution from the reversal of pre-contractual other retained earnings as well as any capital reserves formed before or during the term of this agreement outside this profit-transfer agreement is permissible.

– The Parent Company may demand an advance transfer of profits – where permitted by law.

– The profit-transfer duty under Art. 1(1) to (5) of this agreement does not affect any supervisory-law provisions applying to the Controlled Company's funding, incl sufficient safeguards for the requirements of solvency-capital law. Hence, only the remainder after deducting the additions prescribed by law or ordinance or by the supervisory authorities may be transferred as profit. In addition, the Controlled Company's executive board is entitled to fulfil not only the supervisory-law minimum requirements to be met by solvency capital, but also to provide for an adequate amount beyond. For this, such amounts may be added to other retained earnings in particular as meet the statutory solvency-capital requirements, plus this adequate amount.

– The Parent Company undertakes to offset any net loss for the year in the Controlled Company arising during the contractual term.

– The profit and loss is settled with the Parent Company in such a way that it is taken into account in the Controlled Company's annual financial statements.

– The Parent Company's claim to profit transfer pursuant to Art. 1 of the agreement is due and payable upon expiry of the last day of the Controlled Company's financial year for which the claim concerned exists. The amount (incl contractual interest) must be paid to the Parent Company no later than 14 days following adoption of the various annual financial statements. Starting with the end of the Controlled Company's financial year concerned up to 14 days after the specific annual financial statements are adopted, the Parent Company may claim advance payments on the profit transfer likely to be due to it for the financial year, wherever the Controlled Company's liquidity permits such advance payments.

– The claim of the Controlled Company to the offset of any net loss for the year pursuant to Art. 2 of this agreement is due and payable upon expiry of the last day of the Controlled Company's financial year for which the claim concerned exists. The offset (incl contractual interest) must be paid to the Controlled Company no later than 14 days following adoption of the specific annual financial statements. Starting with the end of the Controlled Company's financial year concerned up to 14 days after the various annual financial statements are adopted, the Controlled Company may claim advance payments on the offset likely to be due to it for the financial year, wherever the Parent Company's liquidity permits such advance payments.

– In respect of the period between maturity and the claim to profit transfer actually being met pursuant to Art. 1 of this agreement and the claim to offset any net loss for the year pursuant to Art. 2 of this agreement, interest is owed at the statutory level concerned pursuant to secs. 352, 353 *HGB*. This does not affect claims to any default in payment.

– To be effective, the agreement requires the consent of the Controlled Company's AGM and of the Parent Company's AGM.

– The amended version of the agreement becomes effective upon entry in the commercial register in charge of the Controlled Company and subject to the approval of *BaFin* and applies retroactively with the start of the Controlled Company's financial year in which the amendment enters into force.

– This agreement is concluded for an indefinite period. However, the amended version is valid until expiry of five full years after the amendment becomes effective (minimum term) and may then be terminated by either party giving three months' written notice to the end of a financial year of the fiscal unity.

– Should the agreement not be recognised by the fiscal authorities for one or more years, the minimum term is extended by the same number of years. The new minimum term begins with the close of the Controlled Company's financial year for which the fiscal authorities have not recognised the agreement.

– Notwithstanding this, the agreement may be terminated for cause in writing without adhering to any notice period, also during the year. Instances of such cause are cited in the agreement by way of example, but are not exhaustive.

– Final or immediately enforceable orders of *BaFin* to terminate the agreement constitute cause.

– If an outside shareholder acquires an interest in the Controlled Company, the shareholders, with the inclusion of the outside shareholders, may unanimously resolve the continuation of this agreement. In such a case, the term of the agreement is not interrupted.

– In the event that this agreement ends, the Parent Company must furnish the Controlled Company's creditors with security pursuant to sec. 303 *AktG*.

Examination of the control and amended profit-transfer agreements by a contract auditor can be dispensed with, given that all business shares of Delvag are in the hands of the Company.

There being no outside shareholders in Delvag, the Company, as Parent Company, need make neither offset payments pursuant to sec. 304 *AktG* nor compensation payments pursuant to sec. 305 *AktG*.

The control and amended profit-transfer agreements are discussed in detail and explained in the joint report of the Executive Board of the Company, as Parent Company, and Delvag's executive board as Controlled Company.

Once the AGM is convened, the following records are accessible at the internet address www.lufthansagroup.com/agm in addition to further information on the AGM:

– the previous profit-transfer agreement between the Company as Parent Company and Delvag as Controlled Company dated 31.12.1970;

– the newly concluded control agreement and the amended profit-transfer agreement between the Company as Parent Company and Delvag as Controlled Company, each dated 11.03.2015;

– annual financial statements and management reports of the Company for the last three financial years;

– annual financial statements and management reports of Delvag for the last three financial years; and

– the joint reports of the Executive Board of the Company as Parent Company and Delvag as Controlled Company on (i) the control agreement and (ii) the amended profit-transfer agreement.

The above records will also be made accessible at the Company's AGM.

9. Appointment of auditors, Group auditors and examiners to review interim reports for the 2015 financial year

Upon the recommendation of its audit committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed auditors and Group auditors and examiners to review interim reports for the 2015 financial year.

III. Reports of the Executive Board on agenda items

Report of the Executive Board to the AGM on agenda item 5, pursuant to secs. 203(2), sent. 2, 186(4), sent. 2 *AktG*

On item 5 of the agenda, a proposal is being submitted to the AGM to authorise the Executive Board, with the consent of the Supervisory Board, to raise the share capital of the Company in one or more stages by up to € 561,160,092 through the issue of new no-par value registered shares for a cash or non-cash contribution (Authorised Capital A).

The Authorised Capital A is intended to replace the current Authorised Capital A, which expires as per 28 April 2015 and of which the Company has made no use to date. The Authorised Capital A is to be available both for cash and non-cash capital increases and may also be used in part-amounts. The total amount of a nominal € 561,160,092 may not be exceeded. The authorisation is to be granted for the term of five years permitted by statute, i. e. until expiry of 28.04.2020.

The amount of the Authorised Capital A of a nominal € 561,160,092 proposed under agenda item 5 is equivalent to some 47.4 % of the current share capital. The absolute amount of the new Authorised Capital A is therefore exactly equivalent to the Authorised Capital A expiring on 28 April 2015. The maximum amount of 50 % stipulated by sec. 202(3) *AktG* of the share capital existing at the time of the authorisation is not being exhausted in full – even if the currently extant Authorised Capital B (employee shares) is added. The assessment of the level of the Authorised Capital A is to ensure, e. g., that major company acquisitions, too, can be financed, be it for cash or for shares.

The Authorised Capital A is intended to enable the Company to take quick and flexible action without having to wait for the annual or an extraordinary general meeting. The availability of financing instruments independent of the timing of the AGM is of special importance, since the point in time when the required funding must be obtained cannot always be determined in advance. Moreover, any transactions to be performed in competition with other companies can often only be made successfully if there are assured financing instruments available when negotiations commence already. Legislators have done justice to companies' resulting needs and given incorporated companies the possibility of authorising management – time-limited and limited in amount – to increase their share capital without a further AGM resolution.

It should be possible to use the Authorised Capital A both for general purposes and for separate purposes not yet foreseeable in concrete terms at the time of the authorising AGM. Hence, the creation of the new Authorised Capital A is designed to retain the Company's flexibility to deploy this type of financing and to increase its share capital.

In the utilisation of the Authorised Capital A, shareholders must as a general rule be granted a subscription right. However, the Company is to be given a possibility of excluding shareholders' subscription rights when issuing new shares, specifically in the following cases:

– If the shares are issued against cash payment and at an issue price that is not significantly below the market price, provided that the increase amount does not exceed 10 % of the existing share capital neither at the time of the authorisation taking effect nor at the time of its exercise.
  This authorisation enables the Company to make quick and flexible use of any market opportunities in its various business fields and cover capital needs for this at very short notice, for instance in the issue of new shares to one or more institutional investors or in order to tap new circles of investors. By dispensing with the time-consuming and costly handling of subscription rights, any equity-capital needs in market opportunities that arise at short notice could be covered in very near-real time, higher issue proceeds could be obtained for the benefit of the Company and additional new shareholder groups won inside and outside Germany. When making use of the authorisation, the Executive Board will fix the markdown from the market price as low as is possible in the light of the market conditions prevailing at the time of placement. The markdown from the market price at the time of using the Authorised Capital must not be significant. Furthermore, the subscription-right exclusion must not exceed 10 % of the share capital at the time of the grant of the authorisation, at the time of its taking effect or at the time of its being exercised. Thanks to these stipulations, shareholders' protection needs are taken into account in harmony with the provisions of statute regarding any dilution of their shareholding. With the issue price of the new shares being close to the market price and with the limits to the volume of subscription-right-free capital increase, every shareholder can, in principle, acquire the shares necessary to maintain his percentage holding on virtually the same conditions via the stockmarket. This being so, it is ensured that – in compliance with the statutory evaluation under sec. 186(3), sent. 4 *AktG* – both the asset and the voting-right interests are adequately safeguarded in any use made of the Authorised Capital in exclusion of subscription rights, while opening up for the Company further scope for action in the interest of all shareholders.

– To exclude fractional amounts from subscription rights in the issue of shares. In this way, fractional amounts arising from the subscription ratio can be excluded to facilitate processing. This exclusion of subscription rights is general and usual, but also objectively justified, since the costs of trading subscription rights in the case of fractional amounts is in no reasonable ratio to the advantage for the shareholders, and a dilution effect is hardly noticeable owing to the limitation to such fractional amounts. The new shares excluded from shareholders' subscription rights as free fractions are either sold via the stock exchange or realised in the best-possible manner for the Company.

– In the issue of shares in favour of holders of bonds with warrant or conversion rights/obligations issued by the Company or its Group companies.
  The object in this case is to avoid having to reduce the price of the bonds with warrants attached or convertible bonds in line with the so-called dilution-protection clauses of the warrant/convertible-bond conditions. Rather, the holders of bonds with warrant or conversion rights/obligations, too, are to be granted a subscription right on the scale that would be due to them after exercising their warrant or conversion rights and/or after meeting their conversion obligations.

– In the case of shares issued against non-cash contributions, specifically to acquire companies, business units, interests in companies or other assets or claims to the acquisition of assets, incl receivables from the Company or its Group companies or for the purpose of mergers.
  This possibility of excluding subscription rights permits shares to be issued also as consideration for company acquisition projects or other assets and for mergers. National and international competition is increasingly calling for this form of financing acquisitions or mergers, all the more so since the seller is frequently also interested in receiving shares in the acquiring company as consideration, since this may be more advantageous for him. In many cases, very high consideration must be paid for such measures. Such consideration often cannot, or is not to, be made in money – especially from the standpoint of an optimal financing structure. Thus, the possibility of offering own shares as consideration creates an advantage in the competition for interesting acquisition targets and attractive assets. In addition, it may be in the Company's and, hence also the shareholders', strategic interest to win over the seller of an acquisition target as shareholder. Finally, such a financing measure may also spare the Company's liquidity.
  Hence, the proposed authorisation is intended to enable the Company to make flexible and low-cost use of opportunities for acquiring companies or other assets in the shareholders' and the Company's interest. Since a capital increase in the case of such measures must often be made at short notice, it is not usually possible to have it adopted by the Annual General Meeting. Rather, Authorised Capital for this reason is needed which the Executive Board can access quickly.

– Where shares are issued to pay a so-called scrip dividend whereby shareholders are offered the alternative of contributing their claim to a dividend as an (either complete or partial) non-cash contribution to the Company in return for being granted new shares under the Authorised Capital A.
  A scrip dividend may, of course, be paid as genuine subscription-right issue, specifically where the provisions of sec. 186(1) *AktG* (minimum subscription period of two weeks) and sec. 186(2) *AktG* (announcement of the issue amount no later than three days before expiry of the subscription period) are heeded. Here, shareholders are offered

complete shares for subscription in each case; as regards the portion of the dividend claim that does not reach the subscription price for a complete share (and/or exceeds it), shareholders are referred to the subscription of a cash dividend and cannot subscribe to shares to that extent; no offer of partial rights is envisaged, nor is the setting up of any trade in subscription rights or fractions thereof. Since shareholders receive a cash dividend to that extent instead of a subscription to new shares, this appears justified and reasonable.
In a specific case, depending on the capital-market situation, it may be preferable to offer and prepare the grant of a scrip dividend without being bound to that extent by the restrictions of sec. 186(1) *AktG* (minimum subscription period of two weeks) and sec. 186(2) *AktG* (announcement of the issue amount no later than three days before expiry of the subscription period). Hence, the Executive Board is also to be authorised to offer all shareholders eligible for dividends – while safeguarding the general equal-treatment principle (sec. 53a *AktG*) – new shares for subscription against contribution of their dividend claim, but, at the same time, to formally exclude shareholders' overall subscription right with the consent of the Supervisory Board. Paying a scrip dividend while formally excluding the subscription right enables a capital increase to be implemented under more flexible conditions. In view of the circumstance that all shareholders are offered the new shares and excess dividend part-amounts are settled by paying a cash dividend, the exclusion of the subscription right appears to that extent, too, justified and reasonable.

The sum of the shares issued against cash and non-cash contributions with subscription rights excluded may not exceed 20 % of the share capital at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise.

Counting toward the 10 %-limit in a capital increase against cash contribution with subscription rights excluded pursuant to sec. 186(3), sent. 4 *AktG* and toward the above 20 %-limit of the sum of all subscription-right exclusions are such shares as were, or may still have to be, issued to service warrant or conversion rights or to meet conversion obligations under bonds with warrants attached or convertible bonds, provided that the bonds are issued after 29 April 2015 by analogous application of sec. 186(3), sent. 4 *AktG* with subscription rights excluded. Likewise counting toward the above limits are shares that were issued after 29 April 2015 on the basis of an authorisation to utilise own shares pursuant to secs. 71(1), no. 8, sent. 5, 186(3), sent. 4 *AktG* with subscription rights excluded. Finally, shares must be counted that were issued or sold during the term of this authorisation until the time of its exercise in a direct or analogous application of sec. 186(3), sent. 4 *AktG*. This further-going restriction is in the interest of shareholders who wish to maintain their percentage holding in any capital measures wherever possible.

There are currently no concrete plans to utilise the Authorised Capital A. Corresponding anticipatory resolutions with an option to exclude subscription rights are usual nationally and internationally. The Executive Board will carefully examine in each case whether use of the Authorised Capital A and the exclusion of shareholders' subscription rights are in the interest of the Company and its shareholders. The Executive Board will report to the AGM on any utilisation of the Authorised Capital A.

Report of the Executive Board to the AGM on agenda item 6 pursuant to secs. 71 (1), no. 8, sent. 5, 186(4), sent. 2 *AktG*

On agenda item 6, the AGM is being asked to authorise the Company, pursuant to sec. 71 (1), no. 8 *AktG,* to acquire its own shares until 28 April 2020 in a pro-rated amount not exceeding 10 % of the Company's share capital at the time of the AGM resolution or – if this value is lower – at the time of exercise of this authorisation. The proposed authorisation to purchase own shares renews the previous authorisation which was granted by the AGM on 29 April 2010 for the max. permissible five-year term and which expires on 28 April 2015. The authorisation is designed to enable the Company to use the instrument of share buy-backs until 28 April 2020. In this respect, the authorisation is again to be granted for the legally permissible max. five-year term. The shares acquired on the basis of this authorisation, together with other Company shares which the Company has already purchased and still owns or which have to be allocated to it under secs. 71 d and 71 e *AktG*, must at no point in time exceed 10 % of the share capital concerned. Moreover, a purchase is only permissible if the Company at the time of the purchase could form a reserve in the amount of the outlays for the purchase without lowering its share capital or any reserve to be formed by operation of law or the Articles of Association which must not be used for paying shareholders, and if the issue amount on the shares to be purchased has been paid in full. The authorisation must not be used to trade own shares. The authorisation may be used, in one single amount or in part-amounts, in one or more stages, by the Company, by its Group companies or – for its own or their account – by third parties. Under the proposed resolution, the Company is enabled – on the basis of this authorisation – to buy its own shares while excluding any right to offer and – on the basis of this or another authorisation – to sell or issue its own shares purchased subject to a partial exclusion of shareholders' subscription rights.

Acquisition procedure and exclusion of any rights to offer

The shares may be purchased via the stock exchange or by means of a public offer to purchase made to all shareholders or by means of a public call for the submission of offers to sell or by granting shareholders a right to offer. This gives all shareholders in the same manner an opportunity to sell shares to the Company wherever it makes use of its authorisation to purchase own shares. In a public offer to purchase and the public call for submission of offers to sell, the addressees of the offer to purchase

and/or the call can decide how many shares and – where a price range is set – at what price they wish to add them to the offer to purchase and/or to offer them to the Company. Here, it may happen that the quantity of Company shares offered by the shareholders exceeds the quantity of shares required by the Company. In such a case, they must be allocated by quota, so that – wherever the offer to purchase is oversubscribed or if, in a call for submission of offers to sell, not all of several, same-value offers can be accepted – the purchase may be on the basis of the ratio of the shares offered ("offering quota") instead of the ratio of the shares in the Company of the offering shareholders ("participation quota"). In addition, provision may be made for preferential acceptance of low numbers of up to 100 shares for purchase of offered shares per shareholder. To that extent, any further-going right to offer of the shareholders is excluded in each case. This possibility serves to avoid fractional amounts when defining the quotas to be purchased and small residual holdings and, hence, to facilitate technical processing. Any de facto disadvantaging of small shareholders, too, can thus be avoided. Provision is also to be made for commercial rounding to avoid arithmetic fractions of shares. To that extent, the purchase quota and the number of shares to be purchased by the individual offering shareholders can be rounded in a way that is necessary to represent the purchase of whole shares in terms of processing technicalities. The authorisation also provides for the purchase to be implemented using the rights to offer made available to the shareholders. These rights to offer may be designed in such a way that the Company only has a duty to purchase whole shares and that the allocation of fractions of rights to offer is excluded. Wherever rights to offer cannot be exercised, they lapse. This procedure treats shareholders equally and facilitates the technical processing of the share buy-back. The Executive Board believes the exclusion of any further-going right to offer of the shareholders this procedure contains in each case to be objectively justified and justified in dealings with the shareholders.

The countervalue for the purchase of such shares (without transfer costs) must not be more than 10% higher or lower than the market price. The crucial market price is the Company's share price established on the trading day concerned at the opening auction in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system).

In the event of a purchase by means of an offer to purchase made to all shareholders or by means of a call for submission of offers to sell, or by granting a right to offer, the market price is to be the average price of the Company's share in the closing auction in Xetra trading of the Frankfurt stock exchange (or any comparable successor system) on the last five trading days prior to publication of the decision to submit this offer. In the event of substantial deviations in the crucial share price after publication of an offer to purchase or the public call for submission of offers to sell, or the grant of a right to offer, the offer or the call for submission of offers to sell may be adjusted accordingly. In this case, the average price on the three trading days prior to publication of any adjustment is used as

basis; the 10 %-limit for a higher or lower price must be applied to this amount. The offer to purchase or the call for submission of offers to sell or the grant of a right to offer may provide for further conditions.

Utilisation of acquired shares and exclusion of subscription rights

Own shares purchased by the Company may be resold on the stock exchange or by means of a public offer made to all shareholders. This safeguards shareholders' right to equal treatment when shares purchased on the basis of the authorisation are sold.

In addition, the proposed resolution provides for the Company to be enabled to sell own shares purchased on the basis of the authorisation in another manner as well than on the stock exchange or by means of an offer made to all shareholders, if its own shares are sold at a price which is not significantly below the market price of the Company's share. This authorisation, which is equivalent to an exclusion of subscription rights, makes use of the possibility permitted by sec. 71(1), no. 8 *AktG*, by analogous application of sec. 186(3), sent. 4 *AktG*, of easier exclusion of subscription rights. In the Company's interest, the object is specifically to permit an offer of the Company's shares to institutional investors and/or to expand the circle of shareholders. The object is to enable the Company to respond quickly and flexibly to favourable stockmarket situations. Compared with selling the shares on the stockmarket spread over time, this approach translates into an immediate inflow of funds and avoids the uncertainty of future developments in the stockmarket for the whole purchase price obtained. Shareholder interests are taken into account by providing that the shares may only be sold at a price which is not significantly below the market price for the Company share when they are sold. When making use of the authorisation, the Executive Board will set the markdown from the share price as low as is possible in accordance with the predominant market conditions at the time of placement. Interested shareholders may maintain their participation quota by making additional purchases subject to largely equal conditions.

The authorisation for this form of sale only applies, however, where the shares sold with subscription rights excluded pursuant to sec. 186(3), sent. 4 *AktG* must not exceed a total of 10 % of the share capital, viz. neither at the time of the authorisation taking effect nor at the time of its exercise. Counting toward this 10 %-limit of the share capital are shares that are issued after the legal effect of this authorisation, while utilising an authorisation valid at the time of this authorisation taking effect and/or an authorisation taking its place to issue new shares under Authorised Capital pursuant to sec. 186(3), sent. 4 *AktG* with subscription rights excluded. Also counting toward this 10 %-limit of the share capital are shares that were and/or must be issued to service convertible bonds and/or bonds with warrants attached wherever the bonds were issued after the legal effect of this authorisation on the basis of an authorisation valid at the time of the authorisation taking effect and/or taking its place,

by analogous application of sec. 186(3), sent. 4 *AktG* with subscription rights excluded. Counting this way, it is ensured that own shares purchased are not sold with subscription rights excluded pursuant to sec. 186(3), sent. 4 *AktG* if this means that the shareholders' subscription rights in respect of more than 10 % of the share capital would be excluded without any factual reason by direct or indirect application of sec. 186(3), sent. 4 *AktG*. This further-going restriction is in the interest of shareholders who wish to maintain their percentage holding wherever possible.

The Company is also to be authorised to utilise own shares purchased on the basis of the proposed authorisation as consideration specifically within the scope of (also indirect) purchases of companies, business units, or interests in companies, for company mergers and the purchase of assets, incl receivables from the Company. National and international competition is increasingly calling for this form of financing acquisitions or mergers, all the more so since the seller is frequently also interested in receiving shares in the acquiring company as consideration, since this may be more advantageous for him. In many cases, very high consideration must be paid for such measures. Such consideration often cannot, or is not to, be made in money – especially from the standpoint of an optimal financing structure. Thus, the possibility of offering own shares as consideration creates an advantage in the competition for interesting acquisition targets and attractive assets. In addition, it may be in the Company's and, hence also the shareholders', strategic interest to win over the seller of an acquisition target as shareholder. Finally, such a financing measure may also spare the Company's liquidity. The proposed authorisation is intended to give the Company the necessary leeway for taking action to make quick and flexible use of any market opportunities. The proposed exclusion of subscription rights takes this into account. In defining the valuation ratios, the Executive Board will ensure that shareholders' interests are adequately safeguarded. In this respect, the Executive Board will take account of the market price of Company's share. However, planning does not call for a rigid link-up to a market price since, in particular, it should be ensured that any negotiation results once obtained cannot be called into question again owing to fluctuations in the market price. The Company will also have at its disposal the Authorised Capital A for the acquisition of companies, business units, or interests in companies, for company mergers and for the purchase of assets, incl Company receivables. If corresponding projects begin to take shape, the Executive Board will make a careful check of whether it should make use of the authorisation to grant own shares or of the Authorised Capital A. In the decision on the form of share purchase or a combination of different forms of share purchase, the Executive Board will be guided solely by the interests of the Company and the shareholders. The additionally envisaged possibility of using available own Company shares instead of resorting to a capital increase or a cash payment may make sense in business terms and, to that extent, the purpose of the authorisation is to increase flexibility.

In addition, the Company is to have the option of using own shares purchased on the basis of the proposed authorisation to meet rights of holders and/or creditors and to meet conversion obligations under conversion or warrant rights and/or conversion obligations granted and/or established by the Company or by the Company's direct or indirect majority interest when issuing bonds. To the extent that the Company makes use of this option, no conditional capital increase need be made, so that the shareholders' interests are not affected by the additional option.

The Company is to be authorised to offer its own shares purchased as employee shares to the Company's and affiliated companies' workforce (incl members of governing bodies) for purchase. This is to enable the Company to offer shares to such employees even without needing to have recourse to Authorised Capital B. In the decision on the form of share purchase for issuing staff shares, the Executive Board will be guided solely by the interests of the Company and the shareholders. The additionally envisaged possibility of using own available Company shares instead of resorting to a capital increase or a cash payment may make sense in business terms and, to that extent, the purpose of the authorisation is to increase flexibility. Issuing own shares to employees, usually subject to the specification of a reasonable lock-up period of several years, is in the interest of the Company and of the shareholders, because this enhances identification with the Company and, hence, the Company value. In calculating the purchase price payable by staff, a discount may be granted that is customary in the case of staff shares and is a reasonable amount geared to the Company's success. To the extent that the issue of own shares to executives requires the consent of the supervisory board of the company concerned, own shares are only offered for purchase with the prior consent of the supervisory boards concerned. The Company's Executive Board members, too, are to be given an option of being offered a share-based remuneration by the Supervisory Board using own shares. The decision on this is taken exclusively by the Company's Supervisory Board as the governing body in charge of defining the remuneration of the Executive Board, taking account of the provisions of statute, in particular as regards the appropriateness of the overall remuneration of Executive Board members (sec. 87 *AktG*).

Finally, the Company is to be enabled to use the shares purchased in any payment of a so-called scrip dividend whereby shareholders are offered the alternative of contributing their claim to a dividend as an (either complete or partial) non-cash contribution to the Company in return for a grant of new shares under Authorised Capital A. A scrip dividend using own shares may be implemented, e. g., in the form of an offer made to all shareholders while safeguarding their subscription rights and safeguarding the equal-treatment principle (sec. 53a *AktG*). Here, the shareholders are only offered whole shares in each case; as regards that part in the claim to a dividend that does not reach the subscription price for a whole share (and/or exceeds same), the shareholders are referred to the purchase of the cash dividend and cannot receive shares

to that extent; no offer of partial rights is envisaged, nor the set-up of trading in subscription rights or fractions thereof. Since the shareholders receive a pro-rated cash dividend instead of a purchase of own shares, this appears justified and reasonable. It is also feasible that some foreign investors, owing to capital-market stipulations, are not offered a scrip dividend, but merely receive a cash dividend. In a specific case, it may be preferable, depending on the capital-market situation, to design the implementation of a scrip dividend using own shares in such a way that the Executive Board, though offering all shareholders who are entitled to a dividend own shares for purchase in return for assigning their dividend claim, while safeguarding the general equal-treatment principle (sec. 53a *AktG*), it formally excludes shareholders' subscription right overall, however. Implementing a scrip dividend while formally excluding the subscription right enables the scrip dividend to be implemented under more flexible conditions. In view of the circumstance that all shareholders are offered own shares and excess dividend part-amounts are settled by paying a cash dividend, the subscription-right exclusion to that extent as well appears justified and reasonable. In addition, the Company will also have at its disposal Authorised Capital A for this purpose. In the decision on the form of share purchase or a combination of different forms of share purchase to finance such measures, the Executive Board will be guided solely by the interests of the Company and the shareholders. The additionally envisaged possibility of using available own Company shares instead of resorting to a capital increase or a cash payment may make sense in business terms and, to that extent, the purpose of the authorisation is to increase flexibility.

Shareholders' subscription rights to own shares purchased is excluded in any utilisation set forth in the paragraphs above. In addition, if the shares are sold via an offer to sell made to all shareholders, shareholders' subscription rights are excluded for fractional amounts. This exclusion of subscription rights is necessary in order to implement the permissible utilisation options and to restrict the outlays incurred by the Company in the case of fractional amounts to a meaningful degree.

Finally, the Executive Board is to be authorised, with the consent of the Supervisory Board, to call in own shares acquired on the basis of this authorisation even without a renewed AGM resolution. As a general rule, this involves a decrease in the share capital. In a departure from this, however, the Executive Board is also to be authorised to implement the call-in pursuant to sec. 237(3), no. 3 *AktG* without a change in the share capital. In such a case, the call-in leads to an increase in the percentage of the remaining shares in the capital pursuant to sec. 8(3) *AktG*. The Company is also to be authorised in this case to amend the number of shares specified in the Articles of Association.

The Executive Board will report on any use made of the authorisation to purchase own shares at the next AGM in each case.

Report of the Executive Board to the AGM on item 7 of the agenda pursuant to secs. 71(1), no. 8, sent. 5, 186(4), sent. 2 *AktG*

Supplementing agenda item 6, on item 7 of the agenda the AGM is requested to authorise the Company, to acquire its own shares, also using derivatives, and to perform corresponding derivative transactions.

For the Company, it may be an advantage to sell put options, to acquire call options or to conclude forward purchases (each a "derivative" or "derivative transaction"), rather than directly buying the Company's shares. More flexibility is opened up for the Company in designing its buy-back strategy. This authorisation is not only to be used by the Company itself, but also by Group companies and by third parties acting for the account of the Company or of a Group company. These possibilities merely supplement the authorisation proposed under agenda item 6, so that this additional authorisation is not associated with any expansion of the overall scope of the buy-back possibility.

In a sale of put options, the Company grants the buyer the right to sell shares to the Company at a price defined in the put option (the strike) during the contractual term. As consideration, the Company receives an option premium which corresponds to the value of the put option, taking account of the strike, the term of the option and the volatility of the share. If the put option is exercised, the option premium paid by the buyer of the put option reduces the overall countervalue spent by the Company on acquiring the share. Exercising the put option makes sense in business terms for the option owner wherever the share price at the time of exercise is below the preferential price because he can then sell the share at a higher preferential price. From the Company's standpoint, share buy-backs using put options have the advantage that the strike is defined upon conclusion of the option transaction already, while a liquidity outflow only takes place on the day of the exercise. In addition, the purchase price of the shares for the Company, taking account of the option premium earned, is always below the share price upon conclusion of the option transaction. If the option owner does not exercise the option, because the share price on the exercise day is above the strike, the Company cannot purchase its own shares in this way, but the option premium earned does remain with the Company.

In the acquisition of a call option, the Company receives the right against payment of an option premium to buy a pre-defined number of shares at a pre-defined price (the strike) from the seller of the option, the writer, during the agreed contractual term. Exercising the call option makes sense in business terms for the Company wherever the share price is above the strike since it can then buy the shares at a lower strike from the writer. In this way, the Company hedges its risk of having to buy its own shares at a higher price. In addition, the Company's liquidity is initially spared since the defined purchase price need only be paid when the call options are exercised.

In forward purchases, the Company acquires the shares pursuant to the agreement with the forward seller at a purchase price, defined when the forward purchase was concluded, on a certain date in the future. Concluding forward purchases may make sense for the Company if it wishes to underpin its need for own shares on the date at a certain price level.

The Company may combine the deployment of derivatives, i. e. it is not confined to making use of only one of the types of derivatives described.

The stipulations contained in the authorisation for the design of the derivatives are to ensure that the equal-treatment principle is preserved also when derivative transactions are used in the purchase of own shares, and shareholders sustain no financial disadvantage.

The price agreed in the derivative (without transfer costs, though taking account of the included and/or paid option premium) for the acquisition of a share when put options are exercised and/or in meeting a forward purchase may not be 10 % higher and 30 % lower than the Company's share price established by the opening auction in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system) on the day of conclusion of the derivative transaction. The purchase price per share agreed in the derivative concerned when a call option is exercised may not be 10 % higher or lower than the average closing price of the share in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system) on the fourth, third and second trading day preceding the exercise of the call option.

Thanks to the determination of option premium and exercise and/or purchase price made in the derivative conditions and to the obligation to be included in the derivative conditions to service options and forward purchases with shares that were purchased on the stockmarket only while preserving the equal-treatment principle, it can be ruled out that shareholders are financially disadvantaged by such share buy-backs. Since the Company earns and/or pays a fair market price, the shareholders not involved in the derivative transactions do not sustain any material disadvantage in terms of value. This is equivalent, to that extent, to the shareholders' position when shares are bought back via the stockmarket in which, again, not all shareholders can, in fact, sell shares to the Company. Both the stipulations for the design of the derivatives and the stipulations for the delivery of suitable shares ensure that comprehensive justice is done to the equal-treatment principle of shareholders in this purchase form as well. To that extent, also in line with the legal concept underlying sec. 186(3), sent. 4 *AktG*, it is justified that the shareholders are not to be entitled to conclude such derivative transactions with the Company. Nor does a right of shareholders exist to conclude derivative transactions wherever – in any purchase of own shares using derivatives – a preferential offer for the conclusion of derivative transactions based on the low number of shares is envisaged. For the rest, without the exclusion of any subscription right and a right to offer, it would hardly be possible to conclude financially meaningful derivative transactions

with counterparties suitable for such derivatives or at short notice. In the purchase of own shares using derivatives, shareholders are only to have a right to offer their shares to the extent that the Company has a duty under the derivatives to purchase their shares. Otherwise, the use of derivatives within the scope of buying back own shares would not be possible and, hence, the associated advantages would not be attainable for the Company. The Executive Board believes the non-grant and/or the restriction of the right to offer is justified following careful weighing of the interests of the shareholders and the interests of the Company thanks to the advantages that the Company may enjoy from using derivatives.

The term of the derivatives must be chosen in such a manner that the shares, as set forth in the derivative conditions, are not purchased after 28 April 2020. This ensures that the Company, after expiry of the authorisation to purchase own shares valid until 28 April 2020, no longer buys back own shares based on this authorisation. In addition, the term of the various derivatives is limited to max. 18 months. The entire purchase volume via derivatives is limited to max. 5 % of the share capital, viz. relative both to this authorisation taking effect and to its exercise by using derivatives. Moreover, the share purchases must also count toward the 10 %-limit of the authorisation to be resolved in accordance with agenda item 6 to purchase and utilise own shares.

The Executive Board will report on any use made of the authorisation to purchase own shares and also on the utilisation of derivatives.

IV. Further information on convening the Annual General Meeting

1. Total number of shares and voting rights at the time of convening

Of the total 462.772.266 no-par value registered shares issued by the Company, all are entitled to vote at the time this Annual General Meeting is convened. Each no-par value registered share grants one vote at the Annual General Meeting. Different classes of shares do not exist. Hence, the total number of shares and voting rights at the time of convening the AGM amounts to 462.772.266.

2. Precondition for attending the Annual General Meeting and for exercising voting rights

Only those shareholders are entitled to attend the Annual General Meeting and to cast votes (incl exercising their voting right by absentee vote) whose names are entered in the Company's share register on the day of the Annual General Meeting and whose registration for the Annual General Meeting is received by the Company no later than **22 April 2015 (24:00 hrs)** at one of the following addresses

Postal address:	Hauptversammlung Deutsche Lufthansa Aktiengesellschaft c/o ADEUS Aktienregister-Service-GmbH D-20797 Hamburg
Fax:	+49 (0) 69 25 62-7049
E-mail:	hauptversammlung@dlh.de
Internet:	www.lufthansagroup.com/agm

in the German or English language.

Shareholders who wish to make use of the online services under the Internet address stated above, require their shareholder number and the pertinent access password. Those shareholders who have already registered for e-mail delivery of the invitations to the Annual General Meeting will receive their shareholder number with the invitation e-mail and must use the access password they have selected when registering. All other shareholders entered in the Company's share register receive their shareholder number and access password along with the invitation letter to the Annual General Meeting by post.

The Company will send the registration records as well as the agenda for the Annual General Meeting to the postal addresses entered in the Company's share register by 15 April 2015 (00:00 hrs). New shareholders, too, who are entered in the share register after 15 April 2015 (00:00 hrs) and up to, and including, 22 April 2015

(24:00 hrs) can register using one of the above methods. Here, we request statement of shareholder number, name, address and date of birth.

The crucial cut-off date (also referred to as the technical record date) for participation and exercising voting rights is 22 April 2015 (24:00 hrs). Between 23 April 2015 (00:00 hrs) and 29 April 2015 (24:00 hrs) inclusive no changes in shareholder entries will be made in the Company's share register. Upon notification of attendance at the Annual General Meeting, shareholders' stock will not be blocked from trading, i. e. even after giving notification of attendance shareholders are free to dispose of their shares.

3. Voting through a proxy or by absentee vote

a) Voting through a proxy

Shareholders may also have their voting rights and other rights exercised at the Annual General Meeting by an authorised party after issuing a corresponding proxy. In the case of a proxy, too, timely registration of the holding of shares concerned is always necessary pursuant to the above rules under IV.2.

The Company also offers its shareholders the option of authorising proxies named by the Company. If authorised, the proxies named by the Company exercise voting rights according to instructions. Without specific shareholder instructions, proxies named by the Company are not entitled to vote. Nor do proxies named by the Company accept instructions on requests to speak, to raise objections to AGM resolutions, to ask questions or to table motions.

Any issuance of a proxy, its revocation and its evidence in dealings with the Company require text form. If a shareholder authorises more than one proxy, the Company may reject one or more. Shareholders may also use the registration form for the Annual General Meeting to issue proxies and instructions. This form is sent to shareholders duly entered in the share register along with the invitation. The form can also be requested under the above (see IV.2.) registration addresses by post, fax or e-mail. Shareholders are asked to use this form for issuing proxies and instructions, wherever possible.

Shareholders can issue authorisations to third parties and to the proxies named by the Company via the Internet address stated above under IV.2. using the online services. Any instructions issued to the proxies named by the Company via the online services may be amended using the online services right up to the start of the general debate.

In any authorisation of credit institutions, shareholders' associations or another similar person as set forth in sec. 135(8) *AktG*, special factors may apply. In such a case, shareholders are requested to seek review in good time with the legal entity to be authorized regarding the type of proxy they require. If a credit institution, shareholders' association or another similar person under sec. 135(8) *AktG* is entered in the share register, they may cast votes in respect of the shares they do not own only if they possess the shareholder's authorisation.

Any authorisations, evidence of proxies and the issuance of instructions to the proxies named by the Company may be **posted or faxed** prior to the Annual General Meeting to the above addresses under IV.2. **up to and including 28 April 2015 (15:00 hrs)**. Any posted or faxed authorisations, evidence of proxies and instructions to the proxies named by the Company received after this time cannot be considered. Shareholders can also – after 28 April 2015 (15:00 hrs) as well – **e-mail** authorisations, evidence of proxies and instructions to the proxies named by the Company at the above address under IV.2. **until the beginning of the general debate**. One can still submit evidence of authorisations in text form on the day of the Annual General Meeting at the entrance and exit check point.

b) Voting by absentee vote

Shareholders may also exercise their voting rights at the Annual General Meeting by absentee vote. In the case of absentee voting, too, timely registration of the holding of shares concerned is always necessary under the provisions of IV.2. above.

Absentee votes may be sent to the Company until 22 April 2015 (24:00 hrs) inclusive, to the addresses set forth in IV.2. above. Shareholders may use the registration form for the Annual General Meeting for absentee voting as well. This form is sent to the shareholders duly entered in the share register, along with the invitation to the Annual General Meeting. The form may also be ordered from the registration addresses under IV.2. above by post, facsimile or e-mail. Shareholders are asked to use this form for absentee voting wherever possible. Absentee voting does not preclude attendance at the Annual General Meeting. The personal attendance of a shareholder or an authorised third party at the AGM is deemed to be a revocation of a previously given absentee vote.

4. Shareholder rights

a) Amendments to the agenda at the request of a minority pursuant to sec. 122(2) *AktG*

Shareholders whose shares, taken together, amount to a twentieth of the share capital or a pro-rated portion of Euro 500,000 (equivalent to 195,313 shares) in the share capital may demand pursuant to sec. 122(2) *AktG* that items be added to the agenda and that they be published. The demand must be addressed to the Company's Executive Board in writing and must reach it no later than **29 March 2015 (24:00 hrs)**. Each new agenda item must be accompanied by a reason or a draft resolution. Please send any such request in writing to

Deutsche Lufthansa Aktiengesellschaft
– Vorstand –
z. Hd. Investor Relations (HV)
Lufthansa Aviation Center
Airportring
D-60546 Frankfurt

or by email, adding the name(s) of the requesting shareholder(s) with a qualified digital signature, to

hv-service@dlh.de.

Persons submitting motions must prove that they have been shareholders for at least three months prior to the day of the Annual General Meeting, i. e. at least since 29. January 2015 (00:00 hrs). In calculating these three months, sec. 70 *AktG* provides for certain offsetting options to which reference is made explicitly herewith. Any supplements to the agenda are published at once – unless they were already published when the meeting was called – in the Federal Gazette throughout the European Union upon receipt of the demand. They are also published at the Internet address www.lufthansagroup.com/agm, and shareholders are notified accordingly.

b) Shareholder motions and proposals for elections under secs. 126(1), 127 *AktG*

No later than **14 April 2015 (24:00 hrs)** (arriving here), shareholders may send the Company reasoned motions, stating their names, against a proposal by the Executive Board and/or the Supervisory Board on a specific agenda item pursuant to sec. 126(1) *AktG* and, stating their names, proposals on the election of Supervisory Board members or auditors pursuant to sec. 127 *AktG*. No reasons need be stated for election proposals. Such motions and/or election proposals from shareholders must be sent to, and only to, one of the following addresses:

Postal address:	Deutsche Lufthansa Aktiengesellschaft – Vorstand – z. Hd. Investor Relations (HV) Lufthansa Aviation Center Airportring D-60546 Frankfurt
Fax:	+49 (0) 69 696-90990
E-Mail:	hv-service@dlh.de

Any motions and/or election proposals sent to any other address will not be considered. Any shareholder motions and/or election proposals that must be made accessible are published immediately upon receipt in the Internet at www.lufthansagroup.com/agm. Election proposals by shareholders need not be made known and accessible if the following particulars are missing: name, practised profession and residence of the proposed candidate and, in case of proposals on the election of the Supervisory Board member, the information pursuant to sec. 125(1), sent. 5 *AktG*. Any opinions of the management are likewise made accessible at the above Internet address.

c) Right to information under sec. 131(1) *AktG*

At the Annual General Meeting, any shareholder and shareholder representative may demand from the Executive Board information on the Company's affairs, provided that the information is necessary for a substantive assessment of the agenda. The duty to provide information in principle also extends to the legal and business relations of the Company with affiliated companies, to the Group situation and that of the companies included in the consolidated financial statements and to matters of the other contractual party that were of significance for the conclusion of the agreements. Here, too, however, the precondition is that the information is necessary to make a substantive assessment of the agenda.

In principle, demands for information must be submitted orally at the Annual General Meeting within the scope of the general debate. The Executive Board is entitled to refuse to provide information in certain cases set forth in sec. 131(3) *AktG*.

5. Publications on the Company's Internet page

The content of this invitation to the Annual General Meeting, incl the explanation of why no resolution is to be adopted on an agenda item, the records to be made accessible to the meeting, incl the annual report, the reports of the Executive Board, the total number of shares at the time of convening the Annual General Meeting, any shareholder demands for additions to the agenda that must be made accessible to the Annual General Meeting without delay as set forth in sec. 122(2) *AktG*, and much more information on the Annual General Meeting is available under the internet address www.lufthansagroup.com/agm.

This invitation was published in the Federal Gazette on 17 March 2015 throughout the European Union.

Cologne, 17 March 2015

Deutsche Lufthansa Aktiengesellschaft

The Executive Board

Corporate Headquarters: Köln
Registration: Amtsgericht Köln HRB 2168
Chairman of the Supervisory Board: Wolfgang Mayrhuber
Executive Board: Carsten Spohr (Chairman),
Karl Ulrich Garnadt, Harry Hohmeister, Simone Menne,
Dr. Bettina Volkens