



# Lufthansa Group

## **Deutsche Lufthansa Aktiengesellschaft**

Köln

We hereby invite our shareholders to attend the

### **64<sup>th</sup> Annual General Meeting on Friday, 5 May 2017 at 10:00 hrs**

to be held at  
Messe Hamburg  
Messeplatz 1  
Hall A3, Entrance West  
20357 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, including the explanatory report of the Executive Board on the statements pursuant to sections 289(4) and 315(4) of the German Commercial Code (*HGB*), each for the 2016 financial year
2. Appropriation of the distributable profit for the 2016 financial year
3. Approval of the Executive Board's acts for the 2016 financial year
4. Approval of the Supervisory Board's acts for the 2016 financial year
5. Appointment of auditors and Group auditors for the 2017 financial year, as well as auditors for any reviews of the half-year financial report for the first six months of financial year 2017, and any other financial information during the course of the 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, including the explanatory report of the Executive Board on the statements pursuant to sections 289(4) and 315(4) of the German Commercial Code (HGB), each for the financial year 2016**

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 sections 172, 173 of the German Stock Corporation Act (*AktG*) on 15 March 2017. The annual financial statements, the consolidated financial statements, the combined management report, the Supervisory Board report, the Executive Board's recommendation for the appropriation of the distributable profit and the Executive Board report with notes on takeover-law particulars are included in the publicly available annual report and on the Company's website.

### **2. Appropriation of the distributable profit from the 2016 financial year**

The Executive Board and the Supervisory Board submit a proposal to the Annual General Meeting to fully distribute the Company's distributable profit recognised in the Company's appropriated financial statements as of 31 December 2016 of €234 million by distribution of a dividend of €0.50 per dividend-bearing share.

The dividend will be paid by 6 June 2017.

Shareholders will be able to choose whether to have the dividend paid out (i) in cash only, or (ii) in cash for a portion of the dividend in order to settle the tax liability and, for the remaining portion of the dividend, in the form of shares in the Company ("Scrip Dividend"), or (iii) in cash for a portion of their shares and as Scrip Dividend for the other portion of their shares. The details of the cash pay-out and the possibility for shareholders to select the Scrip Dividend are explained in a document which will be made available to the shareholders; the document will specifically contain information on the quantity and type of shares and will describe the reasons for and details of the offer.

The dividend is subject to investment income tax (including solidarity surcharge and, if applicable, church tax). Therefore, if the Scrip Dividend is selected, an amount equal to around 30% of the dividend per share will be paid out in cash. Depending on the status of the individual

shareholder, this partial amount is intended to cover the investment income tax, including solidarity surcharge and, if applicable, church tax, payable to the tax authorities. Any remainder will be credited to the shareholder, or the entire partial amount will be credited if the shareholder is not subject to investment income tax.

### **3. Approval of the Executive Board's acts for the 2016 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 2016 financial year for this period.

### **4. Approval of the Supervisory Board's acts for the 2016 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 2016 financial year for this period.

### **5. Appointment of auditors and Group auditors for the 2017 financial year, as well as auditors for any reviews of the half-year financial report for the first six months of financial year 2017, and any other financial information during the course of the year**

Upon the recommendation of its audit committee, the Supervisory Board proposes to the Annual General meeting that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed auditors of the annual accounts and of the Group annual accounts for financial year 2017, and also be appointed as auditors for any reviews of the summary accounts and management report contained in the half-year financial report on 30 June 2017, and for any other reviews of additional financial information during the course of the year, in the meaning of section 37w(7) of the German Securities Trading Act (WpHG), provided that such review is conducted prior to the next Annual General meeting.

### **III. Further information on convening the Annual General Meeting**

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

Of the total 468,818,054 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 468,818,054.

#### **2. Prerequisites 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 **28 April 2017 (24:00 hrs)** in the German or English language 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](mailto:hauptversammlung@dlh.de)  
Internet: [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm)

Shareholders, who wish to make use of the online services under the Internet address stated above, require their shareholder number and the related 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 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 21 April 2017 (0:00 hrs). New shareholders, too, who are entered in the share register after 21 April 2017 (0:00 hrs) and up to, and including, 28 April 2017 (24:00 hrs) can register using one of the above methods. For this we request statement of the 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 28 April 2017 (24:00 hrs). Between 29 April 2017 (0:00 hrs) and 5 May 2017 (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, the shares 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, timely registration of the holding of shares concerned is always necessary pursuant to the above rules under III.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 Annual General Meeting resolutions, to ask questions or to table motions.

Any authorisation 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 of such proxies. 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 III.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 III.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 case of an authorisation of credit institutions, shareholders' associations or another similar person, institution or organisation as set forth in sec. 135(8) *AktG* or sec. 135(10) in association with sec. 125(5) *AktG*, special factors may apply. In such a case, shareholders are requested to seek review in good time with the legal entity to be authorised about

any changes they may require to the legal form. If a credit institution, shareholders' association or another similar person, institution or organisation as set forth in sec. 135(8) *AktG* or sec. 135(10) in association with sec. 125(5) *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 III.2.

**up to 4 May 2017 (15:00 hrs)** (arriving). 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 submit – also after 4 May 2017 (15:00 hrs) – **e-mail** authorisations, evidence of proxies and instructions to the proxies named by the Company at the above address under III.2. **until the beginning of the general debate.** Evidence of authorisations in text form on the day of the Annual General Meeting can still be submitted 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 (voting by mail). In the case of absentee voting, too, timely registration of the holding of shares concerned is always necessary under the above provisions of III.2.. Authorised credit institutions, shareholders' associations or another similar persons as well as institutions and companies as set forth in section 135(8) *AktG* or section 135(10) in association with section 125(5) *AktG* may also take advantage of absentee voting.

Absentee votes may be sent to the Company until 28 April 2017 (24:00 hrs) (arriving), to the addresses set forth above in III.2.. 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 above under III.2. 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 Annual General Meeting 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 section 122(2) AktG**

Shareholders whose combined shares amount to a twentieth of the share capital or a proportionate holding of € 500,000 (equivalent to 195,313 shares) in the share capital may request that items be added to the agenda and be published pursuant to section 122(2) AktG. The request must be addressed to the Company's Executive Board in writing and received no later than **4 April 2017 (24:00 hrs)**. Each new agenda item must be accompanied by reasons or a resolution proposal. Please send any such request in writing to:

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

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

**hv-service@dlh.de.**

Persons submitting amendments to the agenda must prove that they have been shareholders for at least 90 days prior to the day that the request was received, and must continue to hold the shares until the Executive Board decides on the request. In calculating these 90 days, section 70 AktG provides for certain offsetting options to which reference is made explicitly herewith. Further, in calculating the deadline, the provisions of section 121(7) AktG shall also be applicable accordingly. Any supplements to the agenda are published without undue delay – unless they were already published when the meeting was called – in the Federal Gazette upon receipt of the demand. They are also published on the Internet at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm), and shareholders are notified accordingly.

##### **b) Shareholder motions and proposals for election under sections 126(1), 127 AktG**

No later than **20 April 2017 (24:00 hrs)** (arriving) shareholders may send to the Company - stating their names - substantiated counterproposals, against a proposal by the Executive Board and/ or the Supervisory Board on a specific agenda item pursuant to section 126(1) AktG as well as – stating their names – counterproposals for the election of Supervisory Board members or external auditors pursuant to section 127 AktG. No reasons need be stated for election



proposals. Such counterproposals and/or election proposals from shareholders must be sent to only one of the following addresses:

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

Fax: +49 (0) 69696-90990

E-mail: hv-service@dlh.de

Any counterproposals and/or election proposals sent to any other address will not be considered. Any shareholder's motions and/or election proposals that must be made accessible are published without undue delay upon receipt on the Internet at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm). Election proposals shall only be made accessible if the following particulars are included: name, current profession and residence of the proposed candidate and, in case of proposals on the election of Supervisory Board members, the information pursuant to section 125(1) sentence 5 *AktG*. Any response by the management to the proposals is also made accessible at the above Internet address.

### **c) Right to information under Section 131(1) *AktG***

At the Annual General Meeting, any shareholder and shareholder representative may request 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. Here, too, however, the precondition is that the information is necessary to make a substantive assessment of the agenda.

In principle, requests for information must be made orally at the Annual General Meeting during the general debate. Under certain circumstances pursuant to section 131(3) *AktG* the Executive Board is entitled to refuse the provision of information.

## **5. Publications on the Company's website**

The content of this invitation to the Annual General Meeting, including the explanation of why no resolution is to be adopted on an agenda item, the records to be made accessible to the meeting, including 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 section 22(2) *AktG*, and much more information on the Annual General Meeting is available on the Company's website at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm). The results of the votes will be made available after the Annual General Meeting at the same Internet address.

Cologne, 24 March 2017

**Deutsche Lufthansa Aktiengesellschaft**

The Executive Board

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