



LUFTHANSA GROUP

DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT
COLOGNE

We invite our shareholders to attend the

65th Annual General Meeting
on Tuesday, 8 May 2018 at 10:00 hrs,

at Jahrhunderthalle Frankfurt,
Pfaffenwiese 301,
65929 Frankfurt am Main, Germany.

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 289a(1), 315a(1) of the German Commercial Code (HGB), each for financial year 2017
2. Use of net profit from the financial year 2017
3. Approval of the Executive Board's actions for the financial year 2017
4. Approval of the Supervisory Board's actions for the financial year 2017
5. Election of Supervisory Board members
6. Appointment of auditors and Group auditors for the financial year 2018, as well as auditors for any audit reviews of the half-year financial report for the first six months of financial year 2018, and any other financial information during the course of the year
7. Amendment to the Articles of Association of Deutsche Lufthansa Aktiengesellschaft

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 289a(1), 315a(1) of the German Commercial Code (HGB), each for financial year 2017

In accordance with statutory provisions, no resolution is to be 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 14 March 2018. The annual financial statements, the consolidated financial statements, the combined management report, the combined separate non-financial report for the Company and the Group, the report of the Supervisory Board, the Executive Board's proposal for the appropriation of net profit as well as the report of the Executive Board with explanatory notes on the statements required by takeover law are included in the publicly available annual report and accessible on the Company's website.

2. Use of net profit from the financial year 2017

The Executive Board and the Supervisory Board propose to the Annual General Meeting that the net profit of 1,227,427,940.13 Euro reported in the Company's approved annual financial statements as at 31 December 2017 be used as follows:

- Payment of a dividend of EUR 0.80 per dividend-bearing share:
EUR 377,007,715.20
- Allocation to retained earnings: EUR 850,420,224.93

The dividend is payable on 8 June 2018.

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 (also referred to below as "Scrip Dividend"), or (iii) in cash for a portion of their shares and as a Scrip Dividend for the other portion of their shares. The details of the cash distribution and the option available to shareholders to choose the Scrip Dividend will be published in a separate document pursuant to Sections 4(1) number 4, (2)

number 5 of the German Securities Prospectus Act (WpPG), which is made available to shareholders on the Company's website at www.lufthansagroup.com/agm and in particular contains information on the number and features of the shares as well as details of the offer and tax treatment.

3. Approval of the Executive Board's actions for the financial year 2017

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 financial year 2017 for this period.

4. Approval of the Supervisory Board's actions for the financial year 2017

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 financial year 2017 for this period.

5. Election of Supervisory Board members

On conclusion of the Annual General Meeting on 8 May 2018, the terms of office of Dr Karl Ludwig Kley, Herbert Hainer, Dr h.c. Robert M. Kimmitt, Carsten Knobel, Martin Koehler, Ambassador Miriam Sapiro and Matthias Wissmann will end.

Pursuant to Section 8(1) of the Company's Articles of Association, the Supervisory Board consists of 20 members and, pursuant to Sections 96(1), 101(1) of the German Stock Corporation Act (AktG) and 7(1) sentence 1 number 3 of the German Codetermination Act, is composed of ten shareholders and ten employees. Pursuant to Section 96(2) sentence 1 of the German Stock Corporation Act (AktG), at least 30% of the members of the Supervisory Board must be men and at least 30% of the members must be women. Employee representatives have declared to the Chairman of the Supervisory Board in accordance with Section 96(2) sentence 3 of the German Stock Corporation Act (AktG) that they object to overall compliance with this figure. The minimum proportion of 30% women and 30% men must therefore be complied with separately on the part of the shareholders and on the part of the employees. Therefore, the Supervisory Board must be composed of at least three women and at least three men, both on the part of the shareholders and on the part of the employees, in order to comply with the minimum share requirement pursuant to Section 96(2) sentence 1 of the German Stock Corporation Act (AktG). With the election of the candidates proposed by the Supervisory Board, the Supervisory Board would consist of three women and seven men on the part of the shareholders, with the result that the minimum share requirement would be complied with on the part of the shareholders.

The Supervisory Board proposes that

- a) Herbert Hainer, Herzogenaurach, former Chairman of the Executive Board, adidas AG,
- b) Dr Karl-Ludwig Kley, Cologne, Chairman of the Supervisory Board, E.ON SE,
- c) Carsten Knobel, Hilden, member of the Executive Board and CFO, Henkel AG & Co. KGaA,
- d) Martin Koehler, Berlin, independent business consultant and former Head of the "Aviation" Competence Centre, Boston Consulting Group,
- e) Michael Nilles, Bergisch Gladbach, Chief Digital Officer, Schindler Group,
- f) Ambassador Miriam Sapiro, Washington DC, USA, Managing Director, Sard Verbinen & Co, and
- g) Matthias Wissmann, Ludwigsburg, President of the International Organization of Motor Vehicle Manufacturers (OICA)

each be elected to the Supervisory Board as a member representing the shareholders with effect from the conclusion of the Annual General Meeting on 8 May 2018. It is intended that elections for the Supervisory Board will be held as a single election.

Members are appointed for the period until the end of the Annual General Meeting that resolves on the approval of the actions of the members for the fourth financial year after the commencement of their term of office. The financial year in which the term of office commences is not included.

The aforementioned proposals of the Supervisory Board are based on the recommendation of the Nomination Committee, and take into account the requirement profile developed by the Supervisory Board for its composition. This was resolved by the Supervisory Board on 5 December 2017 and is published, including the implementation status, in the corporate governance statement on the website <https://investor-relations.lufthansagroup.com/en/corporate-governance/corporate-governance-declaration-section-289f-hgb.html>.

Michael Nilles is a member of the Supervisory Board of Lufthansa Technik AG, a Group company of the Company. Beyond this, in the Supervisory Board's assessment, the proposed candidates do not have any 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 the German Corporate Governance Code. The Supervisory Board has checked with the proposed candidates that they will be able to provide the time expected for the position.

In accordance with Section 5.4.3 of the German Corporate Governance Code, it is noted that Dr Karl-Ludwig Kley should be proposed for the position of Chairman of the Supervisory Board in the event of his election to the Supervisory Board.

In **Section IV** of this invitation, CVs describing the relevant knowledge, skills and experience of the proposed candidates are provided for these nominations under “Information on the Supervisory Board candidates proposed for election under agenda item 5”. The CVs also indicate which memberships the proposed candidates hold on other supervisory boards formed by operation of law and on comparable domestic and foreign regulatory bodies of commercial enterprises.

A presentation of selected corporate governance aspects, including detailed information on the composition of the Supervisory Board of Deutsche Lufthansa AG, is available on the website <https://investor-relations.lufthansagroup.com/en/corporate-governance.html>

6. Appointment of auditors and Group auditors for the financial year 2018, as well as auditors for any audit reviews of the half-year financial report for the first six months of financial year 2018, and any other financial information during the course of the year

At the recommendation of its audit committee, the Supervisory Board proposes to the Annual General meeting that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as auditor of the annual accounts and of the Group annual accounts for the financial year 2018, and also as auditor for any audit reviews of the summary accounts and management report contained in the half-year financial report as at 30 June 2018, and for any other audit reviews of additional financial information to be carried out during the course of the year, in the meaning of Section 115(7) of the German Securities Trading Act (WpHG), provided said audit review occurs prior to the next Annual General Meeting.

7. Amendment to the Articles of Association of Deutsche Lufthansa Aktiengesellschaft

The Articles of Association should be adapted to the changed legal and economic conditions, updated editorially and in terms of content and likewise made clearer. **Section V** of this invitation contains a comparison of the current version of the Articles of Association and the proposed new version of the Articles of Association.

The Executive Board and Supervisory Board propose that the Articles of Association of Deutsche Lufthansa Aktiengesellschaft be redrafted in their entirety as described

in **Section V** of this invitation. The wording of the revised version of the Articles of Association proposed by the Executive Board and Supervisory Board is **in the right-hand column** of the comparison.

The current Articles of Association and the comparison are also available on our website at <https://investor-relations.lufthansagroup.com/en/corporate-governance/articles-of-association.html> and at the Annual General Meeting.

III. FURTHER INFORMATION AND INSTRUCTIONS FOR CONVENING

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

Of the total 471,259,644 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 Annual General Meeting amounts to 471,259,644.

2. Preconditions 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 (including 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 **1 May 2018 (24:00 hrs)** at one of the following addresses

Postal address: Hauptversammlung Deutsche Lufthansa Aktiengesellschaft
c/o ADEUS Aktienregister-Service-GmbH
20797 Hamburg, Germany
Fax: +49 (0) 89 20 70-37951
Email: hauptversammlung@dlh.de
Website: www.lufthansagroup.com/agm

in 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 respective access password. Those shareholders who have already registered for email delivery of

the invitations to the Annual General Meeting will receive their shareholder number with the invitation email and must use the access password they have chosen 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 24 April 2018 (0:00 hrs). New shareholders who are entered in the share register after 24 April 2018 (0:00 hrs) and up to and including 1 May 2018 (24:00 hrs) can also register using one of the above methods. The shareholder number, name, address, and date of birth must be provided for this purpose.

The cut-off date (also referred to as the TECHNICAL RECORD DATE) for participation and the exercise of voting rights is 1 May 2018 (24:00 hrs). Between 2 May 2018 (0:00 hrs) and 8 May 2018 (24:00 hrs) inclusive no changes in shareholder entries will be made in the Company's share register. Shares are not blocked by a registration for the Annual General Meeting. Shareholders may continue to freely dispose of their shares even after registration.

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. These proxies shall exercise voting rights as instructed in the event of their authorisation and are not authorised to exercise voting rights without a specific instruction from the shareholder. Nor do proxies named by the Company accept instructions to speak, to raise objections to AGM resolutions, to ask questions or to table motions.

Any issuance of a proxy, its revocation and evidence thereof in dealings with the Company must be in writing. 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 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 III.2. above by post, facsimile or email. Shareholders are asked to use this form as far as possible to grant proxies and to issue instructions.

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 until the end of the registration period. Any instructions issued to the proxies named by the Company via the online services may be amended using the online services until the beginning of the General Debate of the Annual General Meeting.

Specific requirements may apply to the authorisation of a financial institution, a shareholders' association or equivalent persons, institutes or companies pursuant to Section 135(8) of the German Stock Corporation Act (AktG) or Section 135(10) in conjunction with Section 125(5) of the German Stock Corporation Act (AktG). In such a case, shareholders are requested to seek review in good time with the legal entity to be authorised regarding the type of proxy they require. If a financial institution, a shareholders' association or persons, institutes or companies equivalent to them pursuant to Section 135(8) of the German Stock Corporation Act (AktG) or Section 135(10) in conjunction with Section 125(5) of the German Stock Corporation Act (AktG) is entered in the share register, they may cast votes in respect of the shares that 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. **by 7 May 2018 (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 – after 7 May 2018 (15:00 hrs) – **email** authorisations, evidence of proxies and instructions to the proxies named by the Company at the above address under III.2. **until the start of the General Debate.** Evidence of authorisations can still be submitted in writing 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 III.2. above. Authorised financial institutions, shareholders' associations or equivalent

persons, institutions or companies pursuant to Section 135(8) of the German Stock Corporation Act (AktG) or Section 135(10) in conjunction with Section 125(5) of the German Stock Corporation Act (AktG) may also vote by absentee vote.

Absentee votes may be sent to the Company by 1 May 2018 (24:00 hrs) (arriving) to the addresses mentioned above under 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 under III.2. above by post, facsimile or email. 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 shall be 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) of the AktG

Shareholders whose shares, taken together, amount to a twentieth of the share capital or a pro-rated portion of EUR 500,000 (equivalent to 195,313 shares) in the share capital may demand pursuant to Section 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 **7 April 2018 (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
– Executive Board –
Attn: Investor Relations (HV) FRA CW
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 90 days prior to the day that the request was received, and must continue to hold the shares until the ruling by the Executive Board on this motion. In calculating these 90 days, Section 70 AktG provides for certain offsetting options to which explicit reference is made herewith. In calculating the deadline, the provisions of Section 121(7) AktG shall also apply as relevant. Any supplements to the agenda are published immediately – unless they were already published when the meeting was called – in the Federal Gazette (Bundesanzeiger) 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 Sections 126(1), 127 AktG

No later than **23 April 2018 (24:00 hrs)** (arriving), 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 Section 126(1) AktG and, stating their names, proposals on the election of Supervisory Board members or auditors pursuant to Section 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
– Executive Board –
Attn: Investor Relations (HV) FRA CW
Lufthansa Aviation Center
Airportring
60546 Frankfurt, Germany
Fax: +49 (0) 69 696-90 990
Email: 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 on the Internet at www.lufthansagroup.com/agm. Election proposals from shareholders do not need to be made accessible if the proposal does not contain the following information: Name, practised profession, place of residence of the proposed candidate and, in the case of proposals for the election of members of the Supervisory Board, information pursuant to Section 125(1) sentence 5 of the German Stock Corporation Act (AktG). Any opinions of the management are likewise 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 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. Here, too, however, the precondition is that the information is necessary to make a substantive assessment of the agenda.

As a matter of 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 Section 131(3) AktG.

5. Publications on the Company's Internet page

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, and 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 122(2) AktG are available at www.lufthansagroup.com/agm. After the Annual General Meeting, the voting results will be made available at the same website address.

IV. INFORMATION ON THE SUPERVISORY BOARD CANDIDATES PROPOSED FOR ELECTION UNDER AGENDA ITEM 5

Below are CVs for the nominations in accordance with agenda item 5, which provide information on the relevant knowledge, skills and experience of the proposed candidates. The CVs also indicate which memberships the proposed candidates hold on other supervisory boards formed by operation of law and on comparable domestic and foreign regulatory bodies of commercial enterprises.

Herbert Hainer

Herzogenaurach

* 03/07/1954

Nationality: German

Former Chairman of the Executive Board, adidas AG

EDUCATION

Studies in Business Administration

PROFESSIONAL EXPERIENCE

- 1979 to 1987 Procter & Gamble GmbH, Sales Manager Germany
- 1987 to 1989 adidas Deutschland, Sales Director Hardware
- 1989 to 1991 Sales Director Field
- 1991 to 1993 adidas Deutschland, Overall Sales Director
- 1993 to 1995 adidas Deutschland, Managing Director (Sales and Logistics)
- 1996 to 1997 adidas AG, Senior Vice President Europe, Africa, Middle East (Sales and Logistics)
- Since 1997 adidas AG, Member of the Executive Board
- 2000 to 2001 adidas-Salomon AG, Deputy Chairman of the Executive Board
- 2001 to September 2016, adidas AG, Chairman of the Executive Board
- Since 29/04/2010 Member of the Lufthansa Supervisory Board, elected until the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- Allianz Deutschland AG
- FC Bayern München AG (Deputy Chairman)

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

- Accenture plc. Dublin (Ireland)
- Sportradar AG, St. Gallen (Switzerland) (Chairman)

Dr Karl-Ludwig Kley

Cologne

*11/06/1951

Nationality: German

Chairman of the Supervisory Board, E.ON SE

EDUCATION

- Training as an industrial clerk, then law studies at Ludwig Maximilian University of Munich
- 1979 to 1982 Trainee lawyer in Hamburg and Johannesburg (South Africa)
- 1986 Doctorate in law (Dr. jur.) in Munich

PROFESSIONAL EXPERIENCE

- 1982 Started at Bayer AG. He initially worked in Group finance and then as an assistant to the Chairman of the Executive Board. After a period abroad as CFO in Japan, he held various senior positions in the pharma business segment.
- 1991 to 1994 He worked in sales and then until 1997 as head of the pharma business segment of the Italian Bayer subsidiary. He was then Head of Finance and Investor Relations at Bayer's headquarters.
- 1998 to 2006 Member of the Executive Board of Deutsche Lufthansa AG, Finance department
- 2006 Deputy Chairman, from 2007 to 2016 Chairman of the Board of Directors of Merck KGaA
- Since 07/05/2013 Member of the Lufthansa Supervisory Board, elected until the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- BMW AG (Deputy Chairman)
- E.ON SE (Chairman)

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

- Verizon Communications Inc.

The mandate at Verizon Communications Inc. expires at the end of the Annual General Meeting on 3 May 2018; Dr Karl-Ludwig Kley will not stand again for election. At BMW AG, Dr Karl-Ludwig Kley will apply for a further three years on the Supervisory Board at the Annual General Meeting in May 2018.

Carsten Knobel

Hilden

*11/01/1969

Nationality: German

Member of the Executive Board and CFO, Henkel AG & Co. KGaA

EDUCATION

- 1990 to 1995 Studies in Business Administration and Technical Chemicals at the Technical University of Berlin

PROFESSIONAL EXPERIENCE

- 1998 to 2012 Various management positions at Henkel in the fields of marketing and controlling, most recently as Corporate Senior Vice President of Finance
- Since 2012 Member of the Executive Board and CFO of Henkel AG & Co. KGaA, responsible for Finance & Purchasing
- Since 09/01/2018 Member of the Lufthansa Supervisory Board, appointed by court order until the end of the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- None

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

- Henkel Central Eastern Europe GmbH (Chairman), Austria*
- Henkel (China) Investment Co. Ltd., China*
- Henkel & Cie. AG, Switzerland*
- Henkel Consumer Goods, Inc. (Chairman), USA*
- Henkel Ltd., UK*
- Henkel of America Inc. (Chairman), USA*

* Intragroup mandates

Martin Koehler

Berlin

*24/09/1957

Nationality: German

Independent business consultant and former Head of the “Aviation” Competence Centre, Boston Consulting Group

EDUCATION

- Industrial engineer at the Technical University of Berlin
- Industrial Psychology, Cornell University, New York
- MBA, Stanford University, Palo Alto

PROFESSIONAL EXPERIENCE

- 1986 Started work at BCG
- 1989 to 1993 Building up presence in Scandinavia
- 1993 Partner 2000 to 2011 Senior Partner and Managing Director
- Since 2000 Member of the operational executive committee responsible for Germany, Austria, Eastern Europe and the Middle East
- Since 2001 Responsible throughout Europe and 2006 to 2010 Globally responsible for BCG activities in Travel, Tourism and Transportation
- 2008 Elected to the Global Partnership Committee
- 2011 to 2013 Senior Advisor, in this role organiser of the “BCG Strategy Circle” and Head of the “Kronberg Strategy Conference”
- Since 02/03/2010 Member of the Lufthansa Supervisory Board, elected until the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- Delton AG

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

- American Funds investment fund, managed by the Capital Group
- FlixBus GmbH

Michael Nilles

Bergisch Gladbach

*17/07/1973

Nationality: German

Member of the Group management and Chief Digital Officer (CDO) of the Schindler Group

CEO of Schindler Digital Business AG

EDUCATION

- Studies in Information Systems at the University of Cologne graduating as a business IT specialist
- Various executive education programmes (Kellogg Northwestern, Stanford, Carnegie Mellon)

PROFESSIONAL EXPERIENCE

- 1996 to 1997 Software Engineer and Consultant, SAP China, Shanghai/China
- 1998 to 1999 IT Director Greater China, Mannesmann/Bosch Rexroth (China) Ltd., Hong Kong
- 1999 to 2005 Program Director Global Business Transformation & SAP Template, Bosch Rexroth AG, Chicago, IL/USA
- 2001 to 2005 CIO Americas, Bosch Rexroth Corp., Chicago, IL/USA
- 2006 to 2008 CIO, Bosch Rexroth AG, Lohr am Main/Germany
- 2008 to 2009 CIO, Schaeffler AG, Herzogenaurach/Germany
- 2009 to 2015 CIO, Schindler Group, Ebikon/Switzerland
- Since 2013 CEO, Schindler Digital Business AG, Ebikon/Switzerland
- Since 2016 Member of the Group management and Chief Digital Officer (CDO), Schindler Group, Ebikon/Switzerland

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- Lufthansa Technik AG

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

- None

Miriam Sapiro

Washington DC, USA

*23/08/1960

Nationality: US

Managing Director, Sard Verbinnen & Co.

EDUCATION

- Bachelor of Arts, Williams College
- Juris Doctor, NYU School of Law
- Rotary Fellow, Oxford University

PROFESSIONAL EXPERIENCE

- 1988 to 1995 – Various roles at the Department of State as Attorney-Advisor and on the Secretary of State's Policy Planning Staff
- 1997 to 1999 – Director for European Affairs at the National Security Council and Special Assistant to the President
- 2000 to 2009 – Worked in the private sector, running international affairs for a technology company and starting a consulting firm, Summit Strategies International
- 2009 to 2014 – Returned to the U.S. Government and served, upon confirmation by the Senate as Ambassador, as Deputy U.S. Trade Representative and as Acting U.S. Trade Representative
- 2014 to February 2018 – After government service, joined the Brookings Institution as a Non-Resident Senior Fellow before returning to the private sector and serving as Principal, Summit Strategies International, and as Partner at Finsbury and Head of its DC office
- Since March 2018 Managing Director, Sard Verbinnen & Co.
- Since 24/10/2017 Member of the Lufthansa Supervisory Board, appointed by court order until the end of the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- None

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

- Board of Directors, Project HOPE (Finance & Communications Committees) (USA)

Matthias Wissmann

Ludwigsburg

*15/04/1949

Nationality: German

President of the International Organization of Motor Vehicle Manufacturers (OICA)

EDUCATION

- Studies in law, economics and politics in Tübingen and Bonn
- 1978 Final university examination

PROFESSIONAL EXPERIENCE

- 1973 to 1983 National Chairman of the Junge Union
- 1976 to 2007 Member of the German Bundestag
- 1983 to 1993 Economic Policy Spokesperson of the CDU/CSU parliamentary group
- January to May 1993 Federal Minister for Research and Technology
- 1993 to 1998 Federal Minister for Transport
- 1998 to 2001 Chairman of the Bundestag Committee for Economy and Technology
- 2002 to 2007 Chairman of the Bundestag Committee for European Union Affairs
- Since 1999 Lawyer at the international law firm Wilmer Cutler Pickering Hale & Dorr LLP
- 2007 to 2018 President of the Verband der Automobilindustrie (VDA)
- Since 2016 President of the International Organization of Motor Vehicle Manufacturers (OICA)
- Since 29/04/2008 Member of the Lufthansa Supervisory Board, elected until the Annual General Meeting 2018

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- None

Membership of comparable domestic and foreign regulatory bodies of commercial enterprises:

- None

V. COMPARISON OF THE CURRENT VERSION AND THE PROPOSED NEW VERSION OF THE ARTICLES OF ASSOCIATION OF DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT

The wording of the new version of the Articles of Association proposed by the Executive Board and Supervisory Board under agenda item 7 is in the right-hand column of the following comparison.

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
I. General Provisions	I. General Provisions
§ 1	§ 1
The Company is a stock corporation with the name “Deutsche Lufthansa Aktiengesellschaft”.	(1) The Company is a stock corporation with the name “Deutsche Lufthansa Aktiengesellschaft”.
The Company’s registered office is in Cologne.	(2) The Company’s registered office is in Cologne.
§ 2	§ 2
The corporate purpose of the Company is national and international air traffic and the operation of all commercial activities and facilities connected with and relating to civil aviation and its promotion.	(1) The corporate purpose of the Company is national and international air traffic and the operation of all commercial activities and facilities connected directly or indirectly with and relating to civil aviation and its promotion.
For the furtherance of its business purpose, the Company shall be entitled to establish domestic and foreign branches and agencies, to acquire participating interests in other domestic and foreign enterprises, to acquire outright or set up such enterprises and to conclude all manner of business contracts, including pooling agreements. It can devolve its activities completely or partially to such business ventures.	(2) For the furtherance of its business purpose, the Company shall be entitled to establish domestic and foreign branches and agencies, to acquire participating interests in other domestic and foreign enterprises, to acquire outright or set up such enterprises and to conclude all manner of business contracts, including pooling agreements. It can devolve its activities completely or partially to such business ventures.
§ 3	§ 3
Public announcements of the Company shall be published in the German Federal Gazette (Bundesanzeiger), if no other mandatory form of notice is required.	(1) Public announcements of the Company shall be published in the German Federal Gazette (Bundesanzeiger), if no other mandatory form of notice is required.
The Company is authorised to convey information to shareholders by way of remote data transmission subject to their consent.	(2) The Company is authorised to convey information to shareholders by way of remote data transmission subject to their consent.
II. Nominal Capital and Shares	II. Nominal Capital and Shares
§ 4	§ 4
The Company’s nominal capital amounts to EUR 1,206,424,688.64. It is divided into 471,259,644 no-par value registered shares (i.e. shares without nominal value and registered in the name of the holder).	(1) The Company’s nominal capital amounts to EUR 1,206,424,688.64. It is divided into 471,259,644 no-par value registered shares (i.e. shares without nominal value and registered in the name of the holder).

ARTICLES OF ASSOCIATION

(current version, as at: October 2017)

The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times until 28 April 2020, by up to EUR 553,310,730.08 through the issue of new no-par value registered shares for cash or contributions in kind (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 the German 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 contributions in kind, specifically for the purpose of acquiring companies, business units, interests in companies or other assets or claims to the acquisition of assets, including 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.

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(Proposed new version, resolution of the Annual General Meeting: 8 May 2018)

(2) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times until 28 April 2020, by up to EUR 553,310,730.08 through the issue of new no-par value registered shares for cash or contributions in kind (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 the German Stock Corporation Act (AktG).

- a) 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.
- b) The Executive Board is also authorised, with the consent of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights.
- c) 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.
- d) In shares issued against contributions in kind, specifically for the purpose of acquiring companies, business units, interests in companies or other assets or claims to the acquisition of assets, including 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.

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
<p>– The Executive Board, with the consent of the Supervisory Board, is authorised to exclude the subscription rights 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) contribution in kind to the Company in return for being granted new shares under the Authorised Capital A.</p> <p>The sum of the shares issued against cash or contributions in kind 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.</p> <p>The 10% limit in accordance with the first bullet point and the above 20% limit of the sum of all subscription-right exclusions includes 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 the above limits include 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 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 are included.</p> <p>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.</p>	<p>e) The Executive Board, with the consent of the Supervisory Board, is authorised to exclude the subscription rights 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) contribution in kind to the Company in return for being granted new shares under the Authorised Capital A.</p> <p>The sum of the shares issued against cash or contributions in kind 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.</p> <p>The 10% limit in accordance with a) and the above 20% limit of the sum of all subscription-right exclusions includes 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 the above limits include 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 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 are included.</p> <p>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.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
<p>The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages until 28 April 2019 by up to EUR 10,776,673.28 through the issue of new no-par value registered shares for cash contributions (Authorised Capital B). The new shares will be offered for purchase solely to employees of Deutsche Lufthansa AG and of associated companies. The subscription rights of shareholders shall be excluded. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the utilisation of the Authorised Capital B, specifically the conditions for the issue of the new no-par value registered shares, the issue amount and the further particulars of shareholder rights, and the implementation of capital increases. The profit participation of the new no-par value registered shares may be determined in a departure from sec. 60(2) AktG.</p>	<p>(3) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages until 28 April 2019 by up to EUR 10,776,673.28 through the issue of new no-par value registered shares for cash contributions (Authorised Capital B). The new shares will be offered for purchase solely to employees of Deutsche Lufthansa AG and of associated companies. The subscription rights of shareholders shall be excluded. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the utilisation of the Authorised Capital B, specifically the conditions for the issue of the new no-par value registered shares, the issue amount and the further particulars of shareholder rights, and the implementation of capital increases. The profit participation of the new no-par value registered shares may be determined in a departure from sec. 60(2) AktG.</p>
<p>In the event that the circumstances described in section 4 (3) of the Aviation Compliance Documenting Act (Luftverkehrsnachweissicherungsgesetz) occur, the Executive Board shall be authorised, after obtaining the consent of the Supervisory Board, to increase the Company's nominal capital by issuing new shares against a contribution in cash and to rule that existing shareholders have no automatic right to subscribe to the new shares. The issue price for the new shares shall be fixed in agreement with the Supervisory Board but must not fall short of the current stock market price by a material margin. A capital increase pursuant to this provision must not exceed 10 per cent of the Company's total nominal capital at the time the measure is taken.</p>	<p>In the event that the circumstances described in section 4 (3) of the Aviation Compliance Documenting Act (Luftverkehrsnachweissicherungsgesetz) occur, the Executive Board shall be authorised, after obtaining the consent of the Supervisory Board, to increase the Company's nominal capital by issuing new shares against a contribution in cash and to rule that existing shareholders have no automatic right to subscribe to the new shares. The issue price for the new shares shall be fixed in agreement with the Supervisory Board but must not fall short of the current stock market price by a material margin. A capital increase pursuant to this provision must not exceed 10 per cent of the Company's total nominal capital at the time the measure is taken.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
<p>In the event that the circumstances described in section 5 (2) of the Aviation Compliance Documenting Act occur, the Executive Board shall be authorised, after obtaining the consent of the Supervisory Board, to demand shareholders to sell all or part of the shares held by them and to furnish evidence to the Company that they have done so without undue delay. Shareholders will be called upon to take such action to the extent necessary to ensure that the Company meets the requirements for retaining its licences, rights and prerogatives under aviation laws and agreements and in the order stipulated in section 5 (3) of the Aviation Compliance Documenting Act. They shall be given an appropriate period of time to comply with this demand and shall be concurrently warned that their failure to comply may incur the legal consequence set out in section 5 (7) of the Aviation Compliance Documenting Act, under which their entitlement to own the shares can be rescinded. The demand to the shareholders, together with the warning that they may forfeit their ownership of the shares as a possible legal consequence of their failure to comply, must allow a compliance period of at least four weeks. Instead of a public announcement, an individual call addressed to the correspondent shareholders may be made; in this case, a compliance period of at least two weeks from the date of receipt of the individual call must be granted.</p>	<p>In the event that the circumstances described in section 5 (2) of the Aviation Compliance Documenting Act occur, the Executive Board shall be authorised, after obtaining the consent of the Supervisory Board, to demand shareholders to sell all or part of the shares held by them and to furnish evidence to the Company that they have done so without undue delay. Shareholders will be called upon to take such action to the extent necessary to ensure that the Company meets the requirements for retaining its licences, rights and prerogatives under aviation laws and agreements and in the order stipulated in section 5 (3) of the Aviation Compliance Documenting Act. They shall be given an appropriate period of time to comply with this demand and shall be concurrently warned that their failure to comply may incur the legal consequence set out in section 5 (7) of the Aviation Compliance Documenting Act, under which their entitlement to own the shares can be rescinded. The demand to the shareholders, together with the warning that they may forfeit their ownership of the shares as a possible legal consequence of their failure to comply, must allow a compliance period of at least four weeks. Instead of a public announcement, an individual call addressed to the correspondent shareholders may be made; in this case, a compliance period of at least two weeks from the date of receipt of the individual call must be granted.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
<p>The share capital is conditionally increased to EUR 237,843,840 by the creation of contingent capital through the issuing of up to 92,907,750 new non-par value registered shares. The contingent capital increase will only be carried out to the extent that bearers or debtholders of the conversion and/or option rights from conversion bonds, warrant bonds, profit participation rights or participating bonds (or a combination of these instruments) that were issued by the Company or by one of its Group companies by 27 April 2021 based on the authorisation approved by the Annual General Meeting of 28 April 2016 against a cash consideration, exercise their conversion or option rights, or that the bearers or debtholders of the conversion bonds issued by the company or by one of its Group companies by 27 April 2021 on the basis of the authorisation approved by the Annual General Meeting of 28 April 2016 (or of profit participation rights or of participating bonds with a conversion obligation) who have a conversion obligation to settle their obligation or tender options of shares are exercised and provided that neither treasury shares nor other forms of performance are used to settle these obligations. The new shares will participate in the profits from the start of the financial year in which they are created through exercising conversion or option rights, through discharging conversion obligations or through exercising tender options.</p> <p>The Executive Board is authorised to determine further details of the conditional capital increase.</p>	<p>(4) The share capital is conditionally increased to EUR 237,843,840 by the creation of contingent capital through the issuing of up to 92,907,750 new non-par value registered shares. The contingent capital increase will only be carried out to the extent that bearers or debtholders of the conversion and/or option rights from conversion bonds, warrant bonds, profit participation rights or participating bonds (or a combination of these instruments) that were issued by the Company or by one of its Group companies by 27 April 2021 based on the authorisation approved by the Annual General Meeting of 28 April 2016 against a cash consideration, exercise their conversion or option rights, or that the bearers or debtholders of the conversion bonds issued by the company or by one of its Group companies by 27 April 2021 on the basis of the authorisation approved by the Annual General Meeting of 28 April 2016 (or of profit participation rights or of participating bonds with a conversion obligation) who have a conversion obligation to settle their obligation or tender options of shares are exercised and provided that neither treasury shares nor other forms of performance are used to settle these obligations. The new shares will participate in the profits from the start of the financial year in which they are created through exercising conversion or option rights, through discharging conversion obligations or through exercising tender options.</p> <p>The Executive Board is authorised to determine further details of the conditional capital increase.</p>
<p>§ 5</p> <p>The shares are registered shares; the shareholder's name, address, date of birth, number of shares owned and nationality (natural persons) or national identity (legal persons) must be entered into the shareholders' register kept by the Company. In the case of individuals or institutions subject to reporting requirements within the meaning of sections 21 ff. of the German Securities Trading Act (Wertpapierhandelsgesetz), the details listed under section 80 (1) AktG have to be made in addition. Transfer of the shares is subject to the Company's assent (Vinkulierung). The Company may only withhold its assent to the transfer of its shares if it has grounds to believe that the registration of the would-be shareholder could jeopardise the Company's licences, rights and prerogatives under aviation laws and agreements.</p>	<p>§ 5</p> <p>(1) The shares are registered shares; the shareholder's name, address, date of birth, number of shares owned and nationality (natural persons) or national identity (legal persons) must be entered into the shareholders' register kept by the Company. Transfer of the shares is subject to the Company's assent (Vinkulierung). The Company may only withhold its assent to the transfer of its shares if it has grounds to believe that the registration of the would-be shareholder could jeopardise the Company's licences, rights and prerogatives under aviation laws and agreements.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
Shares issued by way of an increase in the nominal capital shall likewise be registered shares.	(2) Shares issued by way of an increase in the nominal capital shall likewise be registered shares.
The right of shareholders to individual certificates evidencing their shares is excluded.	(3) The right of shareholders to individual certificates evidencing their shares is excluded.
III. Statutes	III. Statutes
1. Executive Board	1. Executive Board
§ 6	§ 6
The Executive Board shall consist of at least two persons.	(1) The Executive Board shall consist of at least two persons.
The Supervisory Board shall appoint the members of the Executive Board and determine their number; it may appoint deputy members of the Executive Board. The Supervisory Board may appoint a member of the Executive Board as its Chairman and another member as his/her deputy.	(2) The Supervisory Board shall appoint the members of the Executive Board and determine their number; it may appoint deputy members of the Executive Board. The Supervisory Board may appoint a member of the Executive Board as its Chairman and another member as his/her deputy.
Executive Board decisions shall be taken on the basis of a majority of the votes cast, except in cases in which prevailing law dictates otherwise. In the standing rules for the Executive Board, the Supervisory Board shall nominate the member of the Executive Board with the casting vote in the event of a tied vote.	(3) Executive Board decisions shall be taken on the basis of a majority of the votes cast, except in cases in which prevailing law dictates otherwise. In the standing rules for the Executive Board, the Supervisory Board shall nominate the member of the Executive Board with the casting vote in the event of a tied vote.
§ 7	§ 7
The Company shall be legally represented by two members of the Executive Board or by one member of the Executive Board jointly with an authorised representative (Prokurist).	The Company shall be legally represented by two members of the Executive Board or by one member of the Executive Board jointly with an authorised representative (Prokurist). Otherwise, the Company shall be represented by authorised representatives (Prokuristen) or other duly authorised signatories subject to further specification by the Executive Board.
2. Supervisory Board	2. Supervisory Board
§ 8	§ 8
The Supervisory Board shall be composed of 20 members.	(1) The Supervisory Board shall be composed of 20 members.
In elections to the Supervisory Board, no persons should be proposed who have already completed their 70th year of life.	
Their election will be effective until the conclusion of the Annual General Meeting, which is responsible for relieving them from office after the fourth consecutive business year, not counting the business year in which their term of office begins. If any member of the Supervisory Board who is elected by the Annual General Meeting resigns before the end of his/her term of office, a supplementary election shall be held to replace that member.	(2) Their election will generally be effective until the conclusion of the Annual General Meeting, which is responsible for relieving them from office after the fourth consecutive business year, not counting the business year in which their term of office begins. A shorter term of office may be determined for one or more shareholder representatives.

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
Members of the Supervisory Board may resign at any time by submitting their resignation in writing to the Chairman of the Supervisory Board or to the Executive Board.	(3) Members of the Supervisory Board may resign at any time by submitting their resignation in writing to the Chairman of the Supervisory Board or to the Executive Board.
§ 9	§ 9
Directly after the Annual General Meeting at which all Supervisory Board members who are to be elected by the Annual General Meeting are newly elected, a Supervisory Board shall be held that does not require a special invitation. At this meeting the Supervisory Board shall elect a Chairman and a Deputy from among its members for the duration of its term of office in accordance with Section 27 (1) and (2) of the German Codetermination Act. The election shall be chaired by the oldest member of the Supervisory Board in terms of age.	(1) After the Annual General Meeting where the term of office of the Chairman of the Supervisory Board ends, but in any case at least every five years, the Supervisory Board shall elect a Chairman and a Deputy from among its members in a Supervisory Board meeting that does not require a special invitation in accordance with Section 27 (1) and (2) of the German Codetermination Act. The election shall be chaired by the oldest member of the Supervisory Board in terms of age.
If the Chairman or Deputy Chairman lays down his/her office before the end of the term, the Supervisory Board shall elect a successor without delay.	(2) If the Chairman or Deputy Chairman lays down his/her office before the end of the term, the Supervisory Board shall elect a successor without delay.
Immediately after the Chairman and Deputy Chairman of the Supervisory Board have been elected, the Supervisory Board shall constitute the Board as stipulated in section 27 (3) German Codetermination Act.	(3) Immediately after the Chairman and Deputy Chairman of the Supervisory Board have been elected, the Supervisory Board shall constitute the Board as stipulated in section 27 (3) German Codetermination Act.
§ 10	§ 10
The Supervisory Board shall be convened by its Chairman or, if the latter is prevented from doing so, by its Deputy Chairman. Section 110 of the German Stock Corporation Act shall apply.	(1) The Supervisory Board shall be convened by its Chairman or, if the latter is prevented from doing so, by its Deputy Chairman. Section 110 of the German Stock Corporation Act shall apply.
The Supervisory Board shall have a quorum if the members have been invited by letter, telephone or electronic communication sent to their last known address at least one week in advance, and if at least one half of the members are present or represented for voting purposes pursuant to section 108 (3) of the German Stock Corporation Act.	(2) The Supervisory Board shall have a quorum if the members have been invited by letter, telephone or electronic communication sent to their last known address at least one week in advance, and if at least one half of the members are present or represented for voting purposes pursuant to section 108 (3) of the German Stock Corporation Act. Members of the Supervisory Board who are connected by telephone or video conference shall be deemed to be present. In urgent cases, the one-week period can be shortened as appropriate.
Decisions of the Supervisory Board shall be taken by a simple majority of the votes cast. In the event of a tied vote, the same item must be put to a second vote; if it, too, results in a tie, the Chairman of the Supervisory Board shall have a casting vote. The Deputy Chairman shall have no casting vote.	(3) Decisions of the Supervisory Board shall be taken by a simple majority of the votes cast. In the event of a tied vote, the same item must be put to a second vote; if it, too, results in a tie, the Chairman of the Supervisory Board shall have a casting vote. The Deputy Chairman shall have no casting vote.
The Chairman shall determine the form in which voting is to be conducted.	(4) The Chairman shall determine the course of the meeting and the form in which voting is to be conducted.

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
§ 11	§ 11
The Supervisory Board shall be entitled to appoint committees from its members and, to draw up rules of procedure defining their duties and powers.	(1) The Supervisory Board shall be entitled to appoint committees from its members and, to the extent legally permissible, to draw up rules of procedure defining their composition, duties and powers.
The composition of the committees with decision-making powers must be such that the members of the Supervisory Board elected by the Annual General Meeting and those elected by the employees are equally represented. Such committees shall only have a quorum if at least three of their members are involved in the taking of decision.	
Minutes must be taken at each meeting of the Supervisory Board and its committees and must be signed by the Chairman. The minutes must specify the place and date of the meeting, the participants, the items on the agenda, the substance of the discussions and the decisions taken.	(2) Minutes must be taken at each meeting of the Supervisory Board and its committees and must be signed by the Chairman of the relevant meeting. The minutes must specify the place and date of the meeting, the participants, the items on the agenda, the substance of the discussions and the decisions taken.
Decisions of the Supervisory Board and its committees that have been passed in writing or telephone in accordance with section 10 paragraph 3 above shall be included in the minutes of the next meeting of the Supervisory Board or its committees.	(3) Decisions of the Supervisory Board and its committees that have been passed in writing, by telephone or by other means of electronic communication shall be included in the minutes of the next meeting of the Supervisory Board or its committees.
The Supervisory Board is also empowered to change the wording but not the spirit of the Articles of Association.	(4) The Supervisory Board is also empowered to change the wording but not the spirit of the Articles of Association.
	(5) The Supervisory Board sets its own rules of procedure.
§ 12	§ 12
The Supervisory Board shall draw up a set of standing rules for the Executive Board in which inter alia it stipulates that certain specified types of business require its consent.	(1) The Supervisory Board shall draw up a set of standing rules for the Executive Board in which inter alia it stipulates that certain specified types of business require its consent.
The approval of the Supervisory Board shall not be a condition for the legal validity of the transaction to be performed.	(2) The approval of the Supervisory Board shall not be a condition for the legal validity of the transaction to be performed.
	§ 13
	The members of the Supervisory Board must maintain secrecy regarding confidential deliberations and votes, as well as the Company's confidential information and secrets, in particular business and trade secrets that have become known to them through their work. This obligation applies even after they have retired from office. Persons present at meetings of the Supervisory Board who are not members of the Supervisory Board must be explicitly bound to secrecy.

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
§ 13	§ 14
<p>The members of the Supervisory Board shall receive remuneration of EUR 80,000 for each financial year. The Chairperson shall receive EUR 240,000, the Deputy Chairperson EUR 120,000. The chairperson of the audit committee shall receive an additional EUR 60,000, other members of the audit committee an additional EUR 30,000. Chairpersons of other committees shall receive an additional EUR 40,000, other members of other committees shall receive an additional EUR 20,000. Remuneration for committee activities are subject to the proviso that the committee has met at least once in a financial year.</p>	<p>(1) The members of the Supervisory Board shall receive remuneration of EUR 80,000 for each financial year. The Chairperson shall receive EUR 240,000, the Deputy Chairperson EUR 120,000. The chairperson of the audit committee shall receive an additional EUR 60,000, other members of the audit committee an additional EUR 30,000. Chairpersons of other committees shall receive an additional EUR 40,000, other members of other committees shall receive an additional EUR 20,000. Remuneration for committee activities are subject to the proviso that the committee has met at least once in a financial year.</p>
<p>In addition, the members of the Supervisory Board shall receive reimbursement of their out-of-pocket expenses (in particular travel expenses) and an attendance fee of EUR 500 for each meeting. The Company also refunds the premium for group accident insurance and the turnover tax on their remuneration.</p>	<p>(2) In addition, the members of the Supervisory Board shall receive reimbursement of their expenses (in particular travel expenses) and an attendance fee of EUR 500 for each personal participation in a face-to-face meeting. The Company also refunds the premium for group accident insurance and the turnover tax on their remuneration. In addition, any employer's social security contributions arising in accordance with foreign laws relating to the work of the Supervisory Board are paid or reimbursed to the member of the Supervisory Board.</p>
<p>If members of the Supervisory Board withdraw from the Supervisory Board in the course of a financial year or from an activity in one of its committees that is associated with additional remuneration, they shall receive pro rata temporis remuneration. The pro rata temporis remuneration is subject to the proviso that the committee concerned has met at least once.</p>	<p>(3) If members of the Supervisory Board withdraw from the Supervisory Board in the course of a financial year or from an activity in one of its committees that is associated with additional remuneration, they shall receive pro rata temporis remuneration. The pro rata temporis remuneration is subject to the proviso that the committee concerned has met at least once.</p>
3. Annual General Meeting	3. Annual General Meeting
§ 14	§ 15
<p>The Annual General Meeting shall be convened by the Executive Board or the Supervisory Board.</p>	<p>(1) The Annual General Meeting shall be convened by the Executive Board or the Supervisory Board.</p>
<p>It can be held in the city in which the Company's registered office is situated or in a German city with a population upward of 250,000.</p>	<p>(2) It can be held in the city in which the Company's registered office is situated or in a German city with a population upward of 100,000.</p>
§ 15	§ 16
<p>Entitled to attend the Annual General Meeting and to exercise voting rights are those shareholders who are entered in the Company's share register on the day of the Annual General Meeting and who have registered with the Company in the German or English language in good time prior to the Annual General Meeting.</p>	<p>(1) Entitled to attend the Annual General Meeting and to exercise voting rights are those shareholders who are entered in the Company's share register on the day of the Annual General Meeting and who have registered with the Company in the German or English language in good time prior to the Annual General Meeting.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
The Company must receive this registration at the address stated for this purpose in the invitation no later than six days prior to the Annual General Meeting. The invitation to the Annual General Meeting may provide for a shorter period to be measured in days.	(2) The Company must receive this registration at the address stated for this purpose in the invitation no later than six days prior to the Annual General Meeting, where the date of the Annual General Meeting and the date of receipt shall not be counted. The invitation to the Annual General Meeting may provide for a shorter period to be measured in days.
	(3) The Executive Board is authorised to provide for shareholders to attend the Annual General Meeting without being present at the venue and without an authorised representative and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The Executive Board is authorised to make provisions on the scope and process of participation and the exercise of rights pursuant to sentence 1. These will be disclosed when the Annual General Meeting is convened.
The Executive Board is authorised to make provision for shareholders to be able to cast their votes in writing or by way of electronic communication without attending the Annual General Meeting (postal vote). The Executive Board is also authorised to make arrangements for such a procedure. Details are to be published with the invitation to the Annual General Meeting.	(4) The Executive Board is authorised to make provision for shareholders to be able to cast their votes in writing or by way of electronic communication without attending the Annual General Meeting (postal vote). The Executive Board is also authorised to make arrangements for such a procedure. Details are to be published with the invitation to the Annual General Meeting.
Any issuance of a proxy, its revocation and evidence of authorisation in dealings with the Company shall require text form. Details for the issuance of such proxies, their revocation and evidence of authorisation in dealings with the Company shall be published in the invitation to the Annual General Meeting, which may also provide for simplifications. This shall not affect sec. 135 AktG.	(5) The shareholders can be represented at the Annual General Meeting. Any issuance of a proxy, its revocation and evidence of authorisation in dealings with the Company shall require text form. Details for the issuance of such proxies, their revocation and evidence of authorisation in dealings with the Company shall be published in the invitation to the Annual General Meeting, which may also provide for simplifications. This shall not affect sec. 135 AktG.
§ 16	§ 17
The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or, if he is prevented from doing so, by the Deputy Chairman of the Supervisory Board. If neither is able to chair the Annual General Meeting, this task shall be assigned to another member of the Supervisory Board present. Should no member of the Supervisory Board take the chair, a Chairman shall be elected by the Annual General Meeting under the direction of the oldest shareholder present.	(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or, if he is prevented from doing so, by the Deputy Chairman of the Supervisory Board. The members of the Supervisory Board may under certain circumstances determine a different Member of the Supervisory Board or a third party as Chairman of the Annual General Meeting.
The Chairman shall steer the meeting, determine the order of the items on the agenda and the manner of voting.	(2) The Chairman shall steer the meeting, determine the order of the items on the agenda and the manner of voting.

<p>ARTICLES OF ASSOCIATION (current version, as at: October 2017)</p>	<p>ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)</p>
<p>The Chairman may reasonably limit the time allowed for shareholders' right to ask questions and their right to speak. Specifically, at the very outset or in the course of the Annual General Meeting, he may within reason set the temporal framework for the entire course of the Annual General Meeting, for the discussion of the various agenda items and for the various contributions as regards questions and speakers.</p>	<p>(3) The Chairman may reasonably limit the time allowed for shareholders' right to ask questions and their right to speak. Specifically, at the very outset or in the course of the Annual General Meeting, he may within reason set the temporal framework for the entire course of the Annual General Meeting, for the discussion of the various agenda items and for the various contributions as regards questions and speakers.</p>
<p>The Chairman is authorised to permit complete or partial video or audio broadcasts of the Annual General Meeting in a manner to be detailed by him.</p>	<p>(4) The Chairman is authorised to permit complete or partial video or audio broadcasts of the Annual General Meeting in a manner to be detailed by him.</p>
<p>§ 17</p>	<p>§ 18</p>
<p>The Annual General Meeting shall take decisions by a simple majority of the votes cast unless the Articles of Association or mandatory provisions of the German Stock Corporation Act determine otherwise. Where the German Stock Corporation Act requires that a majority of the nominal capital represented at the Annual General Meeting must be cast in order to carry the vote, a simple majority of the nominal capital represented shall suffice as long as that is legally permissible. In the event of a tied vote, the proposition shall be deemed to be rejected.</p>	<p>(1) The Annual General Meeting shall take decisions by a simple majority of the votes cast unless the Articles of Association or mandatory provisions of the German Stock Corporation Act determine otherwise. Where the German Stock Corporation Act requires that a majority of the nominal capital represented at the Annual General Meeting must be cast in order to carry the vote, a simple majority of the nominal capital represented shall suffice as long as that is legally permissible. In the event of a tied vote, the proposition shall be deemed to be rejected.</p>
<p>If there is no majority in the first ballot of an election, a second ballot shall be held between the two candidates who have received the largest number of votes. If the vote is tied, a decision will be reached by drawing lots.</p>	<p>(2) If there is no majority in the first ballot of an election, a second ballot shall be held between the two candidates who have received the largest number of votes. If the vote is tied, a decision will be reached by drawing lots.</p>
<p>Each registered share shall give entitlement to one vote.</p>	<p>(3) Each registered share shall give entitlement to one vote.</p>
<p>IV. Financial Statements and Appropriation of Earnings</p>	<p>IV. Financial Statements and Appropriation of Earnings</p>
<p>§ 18</p>	<p>§ 19</p>
<p>The financial year is the calendar year.</p>	<p>The financial year is the calendar year.</p>
<p>§ 19</p>	<p>§ 20</p>
<p>In the first three months of the new financial year, the Executive Board shall draw up the financial statements and management report for the preceding financial year and submit these documents to the auditors of the financial statements. In the first four months of the financial year it shall, in addition, draw up the Group accounts and Group management report and submit them to the auditors of the Group financial statements.</p>	<p>(1) In the first three months of the new financial year, the Executive Board shall draw up the financial statements and management report for the preceding financial year and submit these documents to the auditors of the financial statements. In the first four months of the financial year it shall, in addition, draw up the Group accounts and Group management report and submit them to the auditors of the Group financial statements.</p>

ARTICLES OF ASSOCIATION (current version, as at: October 2017)	ARTICLES OF ASSOCIATION (Proposed new version, resolution of the Annual General Meeting: 8 May 2018)
The financial statements, the management report and the auditor's report shall be submitted to the Supervisory Board immediately after receipt of the auditor's report and, if possible, within the first five months of the new financial year. The same applies to the Group financial statements, the Group management report and the Group auditor's report. The Executive Board and the Supervisory Board shall be entitled to appropriate more than half of the net profit for the year to other retained earnings if the distributed portion of the profit suffices to pay a dividend of at least 10 per cent on the nominal capital.	(2) The financial statements, the management report and the auditor's report shall be submitted to the Supervisory Board immediately after receipt of the auditor's report and, if possible, within the first five months of the new financial year. The same applies to the Group financial statements, the Group management report and the Group auditor's report. The Executive Board and the Supervisory Board shall be entitled to appropriate more than half of the net profit for the year to other retained earnings if the distributed portion of the profit suffices to pay a dividend of at least 10 per cent on the nominal capital.
§ 20	§ 21
Within the first eight months of each financial year the Annual General Meeting shall resolve whether to formally relieve the Executive and Supervisory Boards (i.e. to rule that they acquitted themselves adequately during the past financial year) and vote on the proposed appropriation of the distributable portion of the profit and, where required by law, on the approval of the financial statements. The Annual General Meeting shall also appoint the auditors of the financial statements and of the Group financial statements for the current financial year.	(1) Within the first eight months of each financial year the Annual General Meeting shall resolve whether to formally relieve the Executive and Supervisory Boards (i.e. to rule that they acquitted themselves adequately during the past financial year) and vote on the proposed appropriation of the distributable portion of the profit and, where required by law, on the approval of the financial statements. The Annual General Meeting shall also appoint the auditors of the financial statements and of the Group financial statements for the current financial year.
The General Meeting may resolve a distribution in kind in addition to or in place of a cash distribution.	(2) The General Meeting may resolve a distribution in kind in addition to or in place of a cash distribution.
§ 21	§ 22
Different dividend entitlement rights may be defined for an issue of new shares.	Different dividend entitlement rights may be defined for an issue of new shares.

Apart from editorial changes, the main proposed amendments to the Articles of Association of Deutsche Lufthansa Aktiengesellschaft relate, in particular, to the following provisions:

- Due to the increasing digitisation of services offered, as well as investment projects with third parties in the field of e-mobility, the Company's purpose is to be expanded slightly in order to allow the necessary flexibility of action for the Executive Board for the future development of the Group (§ 2).
- As part of the requirements profile for members of the Supervisory Board, the age limit was confirmed at the time of the election proposal as 70 years old and is published in the corporate governance statement on the website. The relevant passage in the Articles of Association should therefore be deleted (§ 8).

- To facilitate the execution of Supervisory Board meetings, members of the Supervisory Board who are connected by telephone or video conference shall be deemed to be present at Supervisory Board meetings (§ 10 (2)).
- With regard to the composition of the Supervisory Board committees, the current requirement for parity in the committees should be deleted, since the composition of the committee should be subject to the regulations of the standing rules as an expression of the organisational autonomy of the Supervisory Board, to the extent permitted by law (§ 11 (1)).
- The confidentiality obligation regulated in the standing rules of the Supervisory Board shall now also be included in the Articles of Association (§ 13).
- In connection with the remuneration of the members of the Supervisory Board, it should be specified that attendance fees shall only be paid for personal participation at a face-to-face meeting. On the other hand, it should be clarified that any employer's social security contributions payable under foreign laws are compensated (§ 14 (2)).
- To increase flexibility when selecting a suitable meeting place, Annual General Meetings will in future be held in German cities with more than 100,000 inhabitants instead of German cities with more than 250,000 inhabitants, as was previously required (§ 15 (2)).
- Furthermore, the Executive Board is to be authorised to make the Annual General Meeting more flexible in that shareholders will be able to attend the Annual General Meeting online (§ 16 (3)).
- Finally, the rules governing the appointment of the Chairman of the Annual General Meeting are to be made more flexible (§ 17 (1)).

Cologne, 23 March 2018

Deutsche Lufthansa Aktiengesellschaft

The Executive Board

Corporate Seat: Köln

Registration: Amtsgericht Köln, HRB 2168

Chairman of the Supervisory Board: Dr Karl-Ludwig Kley

Executive Board: Carsten Spohr (Chairman), Thorsten Dirks,
Harry Hohmeister, Ulrik Svensson, Dr Bettina Volkens

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