



LUFTHANSA GROUP

DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT
COLOGNE

We invite our shareholders to attend the

66th Annual General Meeting
on Tuesday, 7 May 2019 at 10.00 hrs,

at the World Conference Center,
Platz der Vereinten Nationen 2,
53113 Bonn, 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 disclosures pursuant to Sections 289a(1), 315a(1) of the German Commercial Code (HGB), each for financial year 2018
2. Appropriation of the net profit from financial year 2018
3. Approval of the Executive Board's actions for financial year 2018
4. Approval of the Supervisory Board's actions for financial year 2018
5. Election of a member of the Supervisory Board
6. Approval of the remuneration system for members of the Executive Board
7. Cancellation of the current Authorised Capital A, creation of a new Authorised Capital A with the possibility of excluding subscription rights of shareholders and corresponding amendment to the Articles of Association
8. Creation of a new Authorised Capital B for the issue of staff shares excluding subscription rights of shareholders and corresponding amendment to the Articles of Association
9. Cancellation of the current authorisation and creation of a new authorisation to purchase treasury shares in accordance with Section 71(1) no. 8 AktG and to use them with the possibility of excluding the subscription rights of shareholders
10. Cancellation of the current authorisation and creation of a new authorisation to purchase treasury shares using derivatives with the possibility of excluding the tender and subscription rights of the shareholders
11. Appointment of auditor of the financial statements and the consolidated financial statements for the financial year 2019, as well as auditor for any audit reviews of the half-year financial report for the first six months of financial year 2019, 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 disclosures pursuant to Sections 289a(1), 315a(1) of the German Commercial Code (HGB), each for financial year 2018

In accordance with statutory provisions, 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 and 173 of the German Stock Corporation Act (AktG) on 13 March 2019. Annual financial statements, consolidated financial statements, combined management report, combined separate non-financial report for the Company and the Group, 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 disclosures required by takeover law are included in the publicly available annual report and accessible at the internet address www.lufthansagroup.com/agm.

2. Appropriation of the net profit from financial year 2018

The Executive Board and the Supervisory Board propose to the Annual General Meeting that the net profit of EUR 380,168,583.20 reported in the Company's approved annual financial statements as of 31 December 2018 be used for the distribution of a dividend of EUR 0.80 per dividend-bearing share.

Pursuant to Section 58(4), sentence 2 AktG, the shareholders' claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, consequently 10 May 2019. The dividend will be paid exclusively in cash.

3. Approval of the Executive Board's actions for financial year 2018

The Executive Board and the Supervisory Board propose to the Annual General Meeting that approval be given to the activities of the Executive Board in financial year 2018 for this period.

4. Approval of the Supervisory Board's actions for financial year 2018

The Executive Board and the Supervisory Board propose to the Annual General Meeting that approval be given to the activities of the Supervisory Board in financial year 2018 for this period.

5. Election of a member of the Supervisory Board

With the conclusion of the Annual General Meeting on 7 May 2019, Monika Ribar's term of office as a member of the Supervisory Board will end pursuant to Section 102(1) AktG and Section 8(2) of the Company's Articles of Association.

The Supervisory Board proposes that the Annual General Meeting elect Mrs. Monika Ribar, Rüschtikon (Switzerland), Chair of the Board of Directors, SBB Swiss Federal Rail, as a Shareholder Representative back onto the Supervisory Board effective from the conclusion of the Annual General Meeting on 7 May 2019.

The election will be effective until the conclusion of the Annual General Meeting approving the activities of the member in office for the fourth consecutive financial year after starting their term of office. The financial year in which the term of office commences is not counted.

Pursuant to Section 8(1) of the Company's Articles of Association, Sections 96(1) and 101(1) AktG, and Section 7(1) sentence 1 no. 3 of Germany's Codetermination Act (MitbestG) dated 4 May 1976, the Supervisory Board of the Company consists of 20 members, ten of whom are elected by the shareholders and ten by the employees. Pursuant to Section 96(2) sentence 1 AktG, at least 30% of the members of the Supervisory Board must be women and at least 30% of the members must be men. Neither the Shareholder Representatives nor the Employee Representatives have objected, by a majority resolution, to the Chair of the Supervisory Board to an overall fulfilment of this minimum percentage, so the minimum percentage is to be met by the Supervisory Board as a whole. The Supervisory Board of the Company must therefore have at least six seats occupied by women and at least six seats occupied by men in order to meet the minimum percentage pursuant to Section 96(2) sentence 1 AktG. There are currently seven women and thirteen men on the Supervisory Board, meaning that the minimum percentage is currently met and would continue to be met after the election of the proposed candidate.

At the time of convening the Annual General Meeting, Monika Ribar is not a member of any other legally mandated German Supervisory Board.

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

- Chain IQ Group AG
- SBB Schweizerische Bundesbahnen
(Chair of the Board of Directors, SBB Swiss Federal Rail)
- Sika AG

In the Supervisory Board's assessment, the proposed candidate does 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 out in item 5.4.1 of the German Corporate Governance Code.

The above proposal of the Supervisory Board is based on the recommendation of its nomination committee and takes into account the concrete objectives determined by the Supervisory Board for its composition and also aims to meet the profile of skills and expertise for the entire Board as prepared by the Supervisory Board.

The Supervisory Board has ascertained in selecting the proposed candidate that she is able to dedicate the amount of time expected to be necessary to perform the duties of the Supervisory Board.

In Section V. of this invitation, a current CV describing the relevant knowledge, skills and experience of the proposed candidate is attached to this election proposal under "Disclosures about the Supervisory Board candidate proposed for election under agenda item 5".

6. Approval of the remuneration system for members of the Executive Board

The Supervisory Board has resolved to make changes to the remuneration system for members of the Executive Board taking effect from 1 January 2019. The new remuneration system will be submitted to the Annual General Meeting for approval in accordance with Section 120(4) AktG. The Executive Board and the Supervisory Board propose that the Annual General Meeting approve of the new remuneration system for members of the Executive Board applicable since 1 January 2019, which is available in full on the website at www.lufthansagroup.com/agm. Reference is made to these statements for the adoption of this resolution.

7. Cancellation of the current Authorised Capital A, creation of a new Authorised Capital A with the possibility of excluding the subscription rights of shareholders and corresponding amendment to the Articles of Association

The Executive Board was authorised on 29 April 2015 by resolution of the Annual General Meeting (AGM) to increase the share capital of the Company, with the consent of the Supervisory Board, in one or more stages by up to nominal EUR 561,160,092 through the issue of new no-par value shares for cash or non-cash contributions (Authorised Capital A). This authorisation expires on 28 April 2020. Until the convening of this Annual General Meeting, the authorisation has been used in the amount of EUR 13,979,389.44.

The Company should retain the flexibility necessary to take quick action on the capital market in the future. For this reason, the current Authorised Capital A should be cancelled and a new Authorised Capital A in the amount of EUR 450,000,000 should be created in its place.

The possibility of excluding subscription rights shall be limited.

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

- a) The authorisation pursuant to Section 4(2) of the Articles of Association to increase the share capital of the Company with the approval of the Supervisory Board until 28 April 2020 by up to EUR 547,180,702.56 (Authorised Capital A), is cancelled effective from the point in time at which the change to the Articles of Association in accordance with lit. c) below is entered into the commercial register.
- b) The Executive Board is authorised until the end of 6 May 2024, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages by up to EUR 450,000,000 through the issue of new no-par value 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 Section 186(5) AktG.

- aa) 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 Section 186(3) sentence 4 AktG, do not exceed 10% of the share capital (10% limit) at the time of the authorisation taking effect or, if this amount is lower, at the time of its exercise. If during the term of the Authorised Capital A before it is utilised, other authorisations to issue or sell shares or to issue rights that enable or oblige to the purchase of shares of the Company are exercised and for which subscription rights are excluded in direct or analogous application of Section 186(3) sentence 4 AktG, this is subject to the 10% limit stated in the above sentence.
- bb) 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 of shareholders with the consent of the Supervisory Board.
- cc) In capital increases in return for 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 of the shareholders with the consent of the Supervisory Board.
- dd) The Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription rights of the shareholders 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.

As far as the Executive Board does not make use of the aforementioned authorisations to exclude subscription rights, the Executive Board may, with the consent of the Supervisory Board, exclude the subscription rights of shareholders for fractional amounts only.

The sum of the shares issued in return for cash or contributions in kind with subscription rights of the shareholders excluded may not during the term of the Authorised Capital A exceed 10% of the share capital (10% limit) at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise. If during the term of the Authorised Capital A before it is utilised, other authorisations to issue or sell shares in the Company or to issue rights that enable or oblige to the subscription of shares in the Company are exercised for which subscription rights are excluded, this is subject to the 10% limit stated in the above sentence.

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. The Supervisory Board is authorised to modify Section 4(2) of the Articles of Association in accordance with the utilisation of Authorised Capital A in each case or upon expiry of the authorisation's term.

c) Section 4(2) of the Articles of Association will be rewritten as follows:

“The Executive Board is authorised until the end of 6 May 2024, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages by up to € 450,000,000 through the issue of new no-par value 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 Section 186(5) 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 Section 186(3), sentence 4 AktG, do not exceed 10% of the share capital (10% limit) at the time of the authorisation taking effect or, if this amount is lower, at the time of its exercise. If during the term of the Authorised Capital A before it is utilised, other authorisations to issue or sell shares or to issue rights that enable or oblige to the purchase of shares of the Company are exercised and for which subscription rights are excluded in direct or analogous application of Section 186(3) sentence 4 AktG, this is subject to the 10% limit stated in the above sentence.*

- b) *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 of shareholders with the consent of the Supervisory Board.*
- c) *In shares issued in return for 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 the Company or its Group companies, or for the purpose of mergers of companies, the Executive Board is authorised to exclude the subscription rights of the shareholders with the consent of the Supervisory Board.*
- d) *The Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription rights of the shareholders 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.*

As far as the Executive Board does not make use of the aforementioned authorisations to exclude subscription rights, the Executive Board may, with the consent of the Supervisory Board, exclude the subscription rights of shareholders for fractional amounts only.

The sum of the shares issued in return for cash or contributions in kind with subscription rights of the shareholders excluded may not during the term of the Authorised Capital A exceed 10% of the share capital (10% limit) at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise. If during the term of the Authorised Capital A before it is utilised, other authorisations to issue or sell shares in the Company or to issue rights that enable or oblige to the subscription of shares in the Company are exercised for which subscription rights are excluded, this is subject to the 10% limit stated in the above sentence.

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. The Supervisory Board is authorised to adapt Section 4(2) of the Articles of Association in accordance with the utilisation of Authorised Capital A in each case or upon expiry of the authorisation's term."

Report of the Executive Board on agenda item 7 pursuant to Section 203(2), sentence 2 AktG in conjunction with Section 186(4), sentence 2 AktG

For agenda item 7, the Executive Board has drawn up a written report pursuant to Section 203(2) sentence 2 AktG in conjunction with Section 186(4) sentence 2 AktG which is attached under section III. of this invitation to the AGM and, from the time of convening the AGM, is accessible online at www.lufthansagroup.com/agm and will also be made accessible during the Company's AGM.

8. Creation of new Authorised Capital B for the issue of staff shares excluding subscription rights of shareholders and corresponding amendment to the Articles of Association

The authorisation granted to the Executive Board by the AGM on 29 April 2014 pursuant to Section 4(3), sentences 1-5 of the Articles of Association, to increase the share capital (Authorised Capital B) with the consent of the Supervisory Board expires on 28 April 2019. Until the convening of this AGM, EUR 22,208,076.80 of the originally authorised EUR 29,000,000 have been used. In order for the Company to continue being capable of issuing staff shares, a new Authorised Capital B should be created. The nominal value of the new Authorised Capital B should amount to EUR 30,000,000, in order to ensure the required flexibility to service the participation programme with new shares over the entire authorisation term.

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

- a) 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 6 May 2024 by up to EUR 30,000,000 through the issue of new no-par value shares for cash (Authorised Capital B). The new shares will be offered for purchase solely to employees of the Company 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 shares, the issue amount and the further details of shareholder rights, and the implementation of capital increases. The profit participation of the new no-par value shares may be determined otherwise than set forth in Section 60(2) AktG. The Supervisory Board is authorised to adapt Section 4(3) sentences 1–6 of the Articles of Association in accordance with the utilisation of Authorised Capital B in each case or upon expiry of the authorisation's term.

- b) Section 4(3) sentences 1–5 of the Articles of Association will be rewritten as follows and the following sentence 6 added, meaning that the current sentences 6–11 will become sentences 7–12:

“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 6 May 2024 by up to € 30,000,000 through the issue of new no-par value shares for cash contributions (Authorised Capital B). The new shares will be offered for purchase solely to employees of the Company 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 shares, the issue amount and the further details of shareholder rights, and the implementation of capital increases. The profit participation of the new no-par value shares may be determined otherwise than set forth in Section 60(2) AktG. The Supervisory Board is authorised to adapt Section 4(3) sentences 1–6 of the Articles of Association in accordance with the utilisation of Authorised Capital B in each case or upon expiry of the authorisation's term.”

Report of the Executive Board on agenda item 8 pursuant to Section 203(1) sentence 1 AktG in conjunction with Section 186(4) sentence 2 AktG

For agenda item 8, the Executive Board has drawn up a written report pursuant to Section 203(1) sentence 1 AktG in conjunction with Section 186(4) sentence 2 AktG which is published under section III. of this invitation to the AGM and, from the time of convening the AGM, is accessible online at www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

9. Cancellation of the current authorisation and creation of a new authorisation to purchase treasury shares in accordance with Section 71(1), no. 8 AktG and their use with the possibility of excluding subscription rights of shareholders

The existing authorisation to acquire treasury shares resolved by the AGM on 29 April 2015 is time-limited to 28 April 2020. Up to the time of convening the AGM, no use was made of this authorisation. To keep the option of share buy-backs, the Company should, upon cancellation of the current authorisation, create a new authorisation to purchase the Company's treasury shares.

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

- a) The authorisation to purchase and use the Company's treasury shares as granted by the Annual General Meeting of 29 April 2015 under agenda item 6 and time-limited to 28 April 2020 shall be cancelled upon the new authorisation coming into effect.
- b) The Company is authorised to purchase, until 6 May 2024 its treasury shares up to 10% altogether of the existing share capital at the point of the present authorisation coming into effect (i.e. up to 47,521,072 shares) or – if this value is lower – of the existing share capital at the point of the authorisation being exercised. In this regard, the shares purchased on the basis of this authorisation, together with other Company shares which the Company has already purchased and still owns or which have to be allocated to it under Sections 71 et seq. AktG, must at no point in time amount to more than 10% of the share capital concerned of the Company.

The authorisation must not be used by the Company for the purpose of trading in its treasury shares; otherwise, the purpose of purchasing the shares is at the discretion of the Executive Board. The authorisation may be exercised as a whole or in instalments, once or several times, including by Group companies or on behalf of the Company or of any third parties acting for its Group companies. The restricting provisions of Section 71(2) AktG are to be observed.

- c) The purchase of shares may take place, at the discretion of the Executive Board, via the stock exchange, by means of a public offer to purchase addressed to all the Company's shareholders or by means of a public call to shareholders for the submission of offers to sell.

- aa) When purchasing treasury shares via the stock exchange, the countervalue paid by the Company per share (excluding purchase costs) may not be more than 10% higher or lower than the price determined by the opening auction on the exchange trading day in the Xetra trading system of the Frankfurt Stock Exchange (or any comparable successor system).

- bb) If the acquisition takes place via a public offer to purchase addressed to all shareholders or via a public call to shareholders for the submission of offers to sell, the offered purchase price or the limit values of a purchase price range per share (excluding purchase costs) determined in connection with a call for submission of offers to sell may not be more than 10% higher or lower than the arithmetical average value of the price of the share in the closing auction of the Xetra trading system of the Frankfurt Stock Exchange (or any comparable successor system) on the last three exchange trading days before the publication of the offer or the public call for submission of offers to sell. If there are significant deviations in the crucial share price after publication of an offer to purchase or the public call for submission of offers to sell, the offer or the call for submission of offers to sell may be adjusted accordingly. The relevant reference period in this case is the three exchange trading days before the publication of any such adjustment. The offer to purchase or the call for submission of offers to sell may be subject to further conditions; the details of the respective acquisition structure shall be determined by the Executive Board. The purchase volume may be limited. If the entire subscription to the offer or the offers to sell exceed the determined volume, the take-up must be carried out in proportion to the relevant shares proffered, or offered for sale; in addition, a preferential take-up of a limited number of shares, up to 100 of the proffered shares per shareholder and a rounding as per commercial principles may be imposed. To that extent, any more extensive shareholder tender right is excluded.

- d) The Executive Board is authorised to use the treasury shares purchased on the basis of this authorisation for all legally approved purposes, in particular for the following purposes:
 - aa) The shares may be sold, including in ways other than via the stock exchange or through an offer to all shareholders in return for cash, at a price that is not significantly below the market price for Company shares at the time of sale; the proportion of the share capital sold under this authorisation

relative to the pro rata share capital may not exceed 10% of share capital (10% limit), either at the time of this authorisation coming into effect or at the time it is exercised. If during the term of this authorisation until it is utilised, other authorisations to issue or sell shares or to issue rights that enable or oblige to the subscription of shares of the Company are exercised for which subscription rights are excluded in direct or analogous application of Section 186(3) sentence 4 AktG, this is subject to the 10% limit stated in the above sentence.

- bb) The shares may be offered and transferred to third parties against contributions in kind, particularly in the context of company mergers or (including indirect) acquisition of companies, parts of companies, holdings in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its Group companies.
- cc) The shares may be used to meet conversion or option rights granted by the Company or by a Group company when issuing bonds (including profit participation rights), or to meet conversion obligations under bonds issued by the Company or by a Group company (including profit participation rights).
- dd) The shares may be offered and transferred as staff shares in the context of agreed remuneration or other separate programmes to (current or former) employees of the Company and its associated companies and (current and former) members of the Management Boards of associated companies, provided that the employment or engagement contract exists at the time of the offer, commitment or transfer. The shares may also be transferred to a credit institution that accepts the shares under the obligation that it will only use them for the purposes stated in sentence 1.
- ee) The shares may be sold to carry out a so-called scrip dividend in return for complete or partial assignment of the shareholder's claim to dividends.
- ff) The shares may be cancelled in full or in part, without the cancellation or its execution requiring the approval of a further Annual General Meeting. The cancellation may also be carried out without capital reduction by adjusting the pro rata amount of the remaining no-par value shares in the share capital of the Company. The Executive Board is authorised in this case to adjust the stated number of no-par value shares in the Articles of Association.

- e) The authorisations under lit. d) also include the use of shares of the Company which were acquired on the grounds of earlier authorisations granted pursuant to Section 71(1) no. 8 AktG, and of such shares that were acquired by Group companies pursuant to Section 71d sentence 5 AktG.
- f) The authorisations under lit. d) may be exercised once or several times, in whole or in parts, individually or together, and the authorisations pursuant to lit. d), aa) to dd) may also be exercised by Group companies on behalf of the Company or any third parties acting for its Group companies.
- g) The subscription rights of shareholders to the treasury shares are excluded as far as these shares are used in accordance with the aforementioned authorisations under d), aa) to ee). In addition, if the shares are sold via an offer to sell made to all shareholders, the Executive Board is authorised to exclude shareholders' subscription rights for fractional amounts. The sum of the shares used with subscription rights of the shareholders excluded may not during the term of above authorisation exceed 10% of the share capital (10% limit) at the time of the authorisation taking effect or – if this value is lower – at the time of its exercise. If during the term of this authorisation until it is utilised, other authorisations to issue or sell shares of the Company or to issue rights that enable or oblige to the purchase of shares of the Company are exercised for which subscription rights are excluded, this is subject to the 10% limit stated in the above sentence.
- h) The Supervisory Board may stipulate that measures by the Executive Board based on these authorisations may only be carried out with its approval or the approval of a Supervisory Board Committee.

Report of the Executive Board on agenda item 9 pursuant to Section 71(1), no. 8, sentence 5 AktG in conjunction with Section 186(4), sentence 2 AktG

For agenda item 9, the Executive Board has drawn up a written report pursuant to Section 71(1) no. 8 sentence 5 AktG in conjunction with Section 186(4) sentence 2 AktG which is published under section III. of this invitation to the AGM and, from the time of convening the AGM, is accessible online at www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

10. Cancellation of the current authorisation and creation of a new authorisation to purchase treasury shares using derivatives with the possibility of excluding tender and subscription rights of the shareholders

The Annual General Meeting of 29 April 2015 also authorised the Company to purchase treasury shares using derivatives. This authorisation also expires on 28 April 2020. It should therefore similarly be cancelled and replaced with a new authorisation that in turn supplements the authorisation to acquire and use treasury shares to be resolved in agenda item 9.

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

- a) The authorisation to acquire and use the Company's treasury shares using derivatives as granted by the Annual General Meeting of 29 April 2015 under agenda item 7 and time-limited to 28 April 2020 should be cancelled upon the new authorisation coming into effect.
- b) In addition to the authorisation to be resolved under agenda item 9 by the Annual General Meeting on 7 May 2019, treasury shares may also according to that authorisation be purchased through (1) the selling of options that upon exercise oblige the Company to acquire shares in Deutsche Lufthansa AG ("put options"), (2) the purchase of options that upon exercise entitle the Company to acquire shares in Deutsche Lufthansa AG ("call options"), (3) the agreement to purchase contracts where the period between the agreement of the purchase contract via shares in Deutsche Lufthansa AG and its fulfilment by delivery of shares in Deutsche Lufthansa AG is longer than two trading days ("forward purchases") or (4) using a combination of put options, call options, and forward purchases (hereinafter collectively referred to as "derivatives"). The authorisation is valid until 6 May 2024. The acquisition of shares using derivatives is to be carried out via a credit institution or another company that meets the requirements of Section 186(5) sentence 1 AktG.
- c) All put options sold, call options purchased and forward purchases agreed pursuant to this authorisation may only be made in relation to an amount of shares that altogether equates to a maximum pro rata sum of 5% of the existing share capital at the point that the above authorisation comes into effect (i.e. 23,760,536 shares) or – if this value is lower – of the existing share capital at the point of the authorisation being exercised. The duration of the individual derivatives may

amount to max. 18 months, must end no later than 6 May 2024 and must be chosen in such a way that the purchase of shares in the Company involving the exercise or the settling of the derivatives can occur no later than 6 May 2024.

- d) The derivative conditions must ensure that the shares to be delivered by the Company on exercise or fulfilment of the derivatives are acquired beforehand in such a way as to protect the principle of equal treatment of shareholders.
- e) The price agreed in the derivative (without acquisition costs, though taking account of the received or paid option premium) for the acquisition of a share when options are exercised or in meeting forward purchases may not be 10% higher and 20% lower than the Company's share price established by the opening auction in the Xetra trading system of the Frankfurt Stock Exchange (or any comparable successor system) on the day of conclusion of the derivative transaction. The purchase price paid by the Company for options must not be significantly above, nor must the sales price earned by the Company for options be significantly below the theoretical market value established in line with recognised actuarial methods for the options concerned, where account must be taken, inter alia, of the agreed exercise price when it is determined. The forward purchases agreed by the Company may not significantly exceed the theoretical forward rate determined using recognised actuarial methods, in the determination of which amongst other points the current stock exchange price and the period of the forward purchase must be considered.
- f) If treasury shares are purchased using derivatives whilst taking account of the above arrangements, shareholders' rights to conclude such derivative transactions with the Company are excluded by analogous application of Section 186(3) sentence 4 AktG. Shareholders have a tender right regarding their Company shares only to the extent that the Company has an obligation towards them to purchase the shares under the derivative transactions. Any possible tender right going beyond this is excluded.
- g) The use of treasury shares acquired through the use of derivatives is subject to the corresponding regulations determined in agenda item 9 d) to g) by the Annual General Meeting of 7 May 2019. The subscription rights of the shareholders to treasury shares is excluded insofar as these shares are used in line with the authorisations granted under agenda item 9 d) aa) to ee).

- h) The Supervisory Board may stipulate that measures by the Executive Board based on these authorisations may only be carried out with its approval or the approval of a Supervisory Board Committee.

Report of the Executive Board on agenda item 10 pursuant to Section 71(1) no. 8, sentence 5 AktG in conjunction with Section 186(4) sentence 2 AktG

For agenda item 10, the Executive Board has drawn up a written report pursuant to Section 71(1) no. 8, sentence 5 AktG in conjunction with Section 186(4) sentence 2 AktG which is published under section III. of this invitation to the AGM and, from the time of convening the AGM, is accessible online at www.lufthansagroup.com/agm and will also be accessible during the Company's AGM.

11. Appointment of auditor of the financial statements and the consolidated financial statements for financial year 2019, as well as auditor for any audit reviews of the half-year financial report for the first six months of financial year 2019, and any other financial information during the course of the year

Based on 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 financial statements and the consolidated financial statements for financial year 2019, 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 2019, and for any other audit reviews of additional financial information to be carried out during the course of the year, within 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.

The Audit Committee declared that its recommendation was made free of any undue influence by third parties and none of the limiting clauses as defined in Article 16(6) of the EU's Regulation on Auditors (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 Apr 2014 on specific requirements regarding the statutory audit of public-interest entities and repealing of Commission Decision 2005/909/EC) were imposed.

III. REPORTS OF THE EXECUTIVE BOARD ON AGENDA ITEMS

1. Report of the Executive Board on agenda item 7 pursuant to Section 203(2), sentence 2 AktG in conjunction with Section 186(4), sentence 2 AktG

A proposal is being submitted to the AGM under item 7 of the agenda to authorise the Executive Board, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages by up to EUR 450,000,000 through the issue of new no-par value shares for a cash or contribution in kind (Authorised Capital A).

The Authorised Capital A is to replace the Authorised Capital A that exists until 28 April 2020, which the Company has used until the convening of this Annual General Meeting in the amount of EUR 13,979,389.44. The new Authorised Capital A is to be available for capital increases against contributions in cash or contributions in kind and may also be used in instalments. The total amount of a nominal EUR 450,000,000 may not be exceeded. The authorisation is to be granted for the term of five years permitted by statute, i.e. until expiry of 6 May 2024.

The amount of the Authorised Capital A of a nominal EUR 450,000,000 proposed under agenda item 7 is equivalent to around 37% of the current share capital. The maximum sum of share capital available at the point of authorisation, specified as 50% in Section 202(3) AktG, will not be fully depleted – even including the Authorised Capital B (staff shares) proposed under agenda item 8, the total scope of both authorisations (totalling around 39.5%) is significantly below the legally stipulated maximum amount. The assessment of the level of the Authorised Capital A is to ensure, e.g. that major company acquisitions can be financed too, be it for cash or for shares.

The Authorised Capital A is intended to enable the Company to take quick and flexible action without having to wait for the annual or an extraordinary general meeting. The availability of financing instruments irrespective of the timing of the AGM is of special importance, since the point in time when the required funding must be obtained cannot always be determined in advance. Moreover, any transactions to be performed in competition with other companies can often only be successful if there are hedged financing instruments readily available when negotiations commence. Legislators have done justice to the needs of companies and given stock corporations the possibility to authorise – limited both by time and in amount – their

management to increase their share capital without a further AGM resolution. The creation of the new Authorised Capital A is designed to retain the Company's flexibility to be able to deploy this type of financing and to increase its share capital.

When utilising the Authorised Capital A, shareholders shall generally be granted a subscription right. However, the Executive Board shall also be authorised to exclude shareholders' subscription rights when issuing new shares, specifically in the following cases:

- Under agenda item 7 b) aa), the Executive Board shall be authorised to exclude the subscription right of shareholders in accordance with Section 186(3) sentence 4 AktG for shares up to a maximum of 10% of the share capital, whereby the total limit of 10% must not be exceeded even when taking into account any other authorisations leading to a direct or indirect application of Section 186(3), sentence 4 AktG. This option to exclude subscription rights enables the management to exploit favourable stock market conditions in the short term and to achieve a higher cash inflow by quickly placing new shares without the time-consuming and costly processing of a subscription right. The proposed exclusion of subscription rights serves the interest of the Company to issue shares to institutional investors, for example. This may attract new additional groups of shareholders. When making use of the authorisation, the Executive Board will set the discount on the stock market price as low as is possible under the prevailing market conditions at the time of placement. The Executive Board will set the issue amount per new no-par value share in such a way that the discount on the stock market price can be expected to amount to no more than 3%, but in any case does not exceed 5% of the then current market price of the Company's no-par value share. These requirements reflect the need of shareholders to protect their shareholdings against dilution. With the issue price of the new shares being close to the market price and with the limits to the volumes of subscription-right-free capital increase, every shareholder can, in principle, acquire the shares necessary to maintain his percentage holding on virtually the same conditions via the stock market. It is therefore ensured that both the asset and the voting-right interests are adequately safeguarded in any use made of the Authorised Capital A with subscription rights excluded, while giving the Company additional scope for action in the interest of all shareholders.

- In addition, the subscription right under agenda item 7 b) bb) may be excluded with the consent of the Supervisory Board in order to grant the holders or creditors of option or conversion rights from option or convertible bonds issued or to be issued by the Company or its group companies a subscription right to new shares to the extent that they would be entitled after exercise of these rights or fulfilment of conversion obligations. This allows a standard form of anti-dilution protection to be granted to the creditors of such instruments. They are thus treated as if they were already shareholders. Granting subscription rights to holders of conversion or option rights is an alternative to adjusting the conversion or option price that would otherwise be required. In order to be able to provide the bonds with such anti-dilution protection, shareholders' subscription rights to these shares must be excluded. The possibility of granting shares to holders of option and convertible bonds instead of reducing the conversion or option price may be more economically advantageous for the Company. By granting shares instead of reducing the conversion or option price, the Company may be able to obtain a higher issue price for the shares to be issued in the conversion or exercise of the option.

- The authorisation to exclude subscription rights proposed under agenda item 7 lit. b) cc) enables the Executive Board to have shares in the Company available at short notice as part of mergers or for the purpose of acquiring (also indirectly) companies, business units, interests in companies or other assets. Deutsche Lufthansa AG is in fierce competition with other companies both nationally and internationally and must be able to act quickly and flexibly at all times in the interest of its shareholders. This includes the ability to acquire companies or interests in companies in order to improve the competitive situation. Companies or participations are usually acquired by means of consideration in cash. In certain cases, however, providers are also interested in consideration in the form of shares (share swap). Buyers who can offer a share swap therefore have a competitive advantage when acquiring companies or interests in companies. It is also conceivable that the consideration for such an acquisition may be made only partially in cash so as not to jeopardise the liquidity of the Company. The consideration is therefore often granted in comparable transactions in shares of the acquiring company. The proposed authorisation is intended to give the Company the flexibility it needs to quickly and flexibly take advantage of opportunities to acquire companies, interests in companies or other assets. This does not disadvantage the Company, since the capital increase against contribution in kind requires that the value of the contribution in kind is in proportion to the value of the shares.

- Finally, the Executive Board is, in accordance with agenda item 7 b) dd), authorised to exclude the subscription right of the shareholders for the execution of a so-called scrip dividend. In the case of a scrip dividend, shareholders are offered the option of investing their dividend claim (in whole or in part) as a contribution in kind into the Company in return for the purchase of new shares in the Company. The execution of a scrip dividend will generally be carried out as a genuine subscription rights issue while respecting the subscription right of shareholders and in compliance with the principle of equal treatment (Section 53a AktG). In specific cases, however, and depending on the capital market situation, it may be preferable to arrange the execution of a scrip dividend in such a way that Executive Board grants all shareholders who are entitled to dividends new shares from the Authorised Capital, subject to the general principle of equal treatment (Section 53a AktG) for the assignment of their dividend entitlement, but which formally excludes shareholders' subscription right as a whole. Executing the scrip dividend with the formal exclusion of subscription rights makes it possible to execute the stock dividend under more flexible terms, in particular without being bound by the minimum subscription period and the statutory time limit for the announcement of the issue amount. In view of the fact that the new shares are offered to all shareholders and excess dividend part-amounts are settled by paying a cash dividend, the exclusion of the subscription right appears, to the extent described under agenda item 7 b) dd), to be justified and reasonable. When deciding on the type of share purchase or a combination of different forms of share purchase to finance such measures, the Executive Board will be guided solely by the interests of the Company and the shareholders.
- The authorisation to exclude subscription rights for fractional amounts proposed under agenda item lit. 7 b), third from last paragraph, enables a smooth subscription ratio for the capital increase. This facilitates the settlement of shareholders' subscription rights. The new shares excluded from shareholders' subscription rights as free fractions are either sold via the stock exchange or realised in the best-possible manner for the Company. Since any exclusion of subscription rights here is limited to fractional amounts only, the potential dilution effect is small.
- The Executive Board may only make use of the authorisations granted to it to exclude subscription rights to such an extent that the proportionate amount of the total number of shares issued under exclusion of subscription rights does not exceed 10% of the share capital, neither at the time the authorisation becomes effective nor during their utilisation. This restricts the total amount

of subscription-free shares that may be issued from Authorised Capital A. In addition, a deduction of up to the aforementioned 10% limit shall be made if, during the term of the Authorised Capital A until it is utilised, other authorisations to issue or sell shares in the Company or to issue rights that enable or oblige to the subscription of shares of the Company, are exercised for which subscription rights are excluded. In this way, the shareholders are also safeguarded against a dilution of their existing shareholding.

The Executive Board will carefully examine in each individual case whether the use of the authorisation to issue new shares and possibly to exclude subscription rights is in the interests of the Company and its shareholders. The Executive Board will report to the Annual General Meeting on any use of the authorisation.

2. Report of the Executive Board on agenda item 8 in accordance with Section 203(1), sentence 1 AktG in conjunction with Section 186(4), sentence 2 AktG

A proposal is being submitted to the AGM under item 8 of the agenda to authorise the Executive Board, with the consent of the Supervisory Board, to raise the share capital of the Company in one or more stages by up to EUR 30,000,000 through the issue of new no-par value shares for a cash contribution (Authorised Capital B).

The new Authorised Capital B is to replace the Authorised Capital B that exists until 28 April 2019, which the Company has used until the convening of this Annual General Meeting in the amount of EUR 22,208,076.80. The authorisation is to be granted for the term of five years permitted by law, i.e. until the end of 6 May 2024. The sole purpose of Authorised Capital B is to give employees of the Company and its affiliates the chance to participate even more strongly in the Company's share capital through equity participation models, thereby aligning the interests of companies and employees. For this, it is necessary to exclude the shareholders' subscription rights. The issue of staff shares is anticipated by the legislator and therefore possible in a simplified form. In addition, the volume of the authorisation to issue staff shares remains within narrow limits relative to the Company's share capital (approximately 2.5%), so that shareholders' participation rights are only affected to a minor extent by the exclusion of subscription rights. Even if the Authorised Capital A proposed under agenda item 7 is included, the total volume of both authorisations (approximately 39.5% in total) is significantly below the statutory upper limit of 50% of the existing share capital at the time of the authorisation.

The Executive Board will carefully examine in each case whether use of the Authorised Capital B and the exclusion of shareholders' subscription rights are in the interest of the Company and its shareholders. The Executive Board will report to the AGM on any utilisation of the Authorised Capital B.

3. Report of the Executive Board on agenda item 9 in accordance with Section 71(1) no. 8, sentence 5 AktG in conjunction with Section 186(4), sentence 2 AktG

In this year's Annual General Meeting, Deutsche Lufthansa AG shall be authorised to acquire treasury shares corresponding to up to 10% of share capital in accordance with Section 71(1) no. 8 AktG. The acquisition of treasury shares may take place as a purchase via the stock exchange, by means of a public offer to purchase addressed to all the Company's shareholders or by means of a public call to shareholders for the submission of offers to sell.

If the number of shares tendered or offered exceeds the total volume intended for acquisition by the Company, i.e. more shares in total were offered to the Company for purchase than it was intended that the Company should buy, the acceptance must be made with the partial exclusion of shareholders' tender right instead of according to the ratio of shareholdings to shares tendered or offered. Provision may be made in such cases for preferential acceptance of low numbers of up to 100 tendered shares per shareholder and for rounding in line with commercial principles. These possibilities serve to avoid fractional amounts when defining the quotas to be purchased and smaller residual holdings and, hence, to facilitate technical processing and simplify the allocation process. In this respect too, any right of shareholders to tender their shares is partially excluded.

The authorisation also covers the use or disposal of treasury shares described in more detail below, particularly if it is associated with an exclusion of the subscription right of shareholders.

- Under agenda item 9 d) aa), the Executive Board proposes to exclude the subscription right of shareholders in accordance with Section 186(3), sentence 4 AktG in the event of a disposal of shares for cash for shares up to a maximum of 10% of the share capital; in such an event, the limit of 10% overall, i.e. when including any other authorisations under Section 186(3) sentence 4 AktG, may not be exceeded. The option offered by the authorisation to exclude subscription rights serves the interests of the Company in being able to

sell treasury shares to institutional investors, for example. Furthermore, this makes it possible to attract new additional shareholder groups. The option to exclude subscription rights makes it possible for the management to utilise the opportunities offered by the relevant stock market situation to make a faster and more cost-effective investment without the need for the time- and cost-intensive settlement of a subscription right. In determining the final sale price, the Executive Board will make efforts to keep any discount on the stock market price as low as possible, while taking into account the current market conditions. The discount on the stock market price should amount to no more than 3%, but in any event no more than 5%, of the then current market price of the Company's no-par value share. This protects shareholders against any improper dilution of their shareholdings. Fundamentally, shareholders have the option to maintain their shareholdings by purchasing shares through the stock exchange on comparable terms.

- The authorisation to exclude subscription rights proposed under agenda item 9 d) bb) allows the Executive Board to make Company treasury shares available at short notice for the acquisition of companies, business units, interests in companies or other assets without the need for recourse to the stock markets. Deutsche Lufthansa AG is in fierce competition with other companies both nationally and internationally and must therefore be able to act quickly and flexibly at all times in the interest of its shareholders, which includes being able to acquire companies or interests in companies in order to improve the competitive situation. Companies or participations are usually acquired by means of consideration in cash. In certain cases, however, providers are also interested in a consideration entirely or partly in the form of shares in the acquiring company. Buyers that are able to offer treasury shares thus have a competitive advantage when acquiring companies, interests in companies or other assets. The authorisation proposed here is intended to give the Company the flexibility it needs to act quickly and flexibly to take advantage of opportunities to acquire companies, business units, interests in companies or other assets, particularly by granting treasury shares. A liquidity-preserving utilisation of acquisition options may also be useful in the view of an optimum financing structure.
- Furthermore, it may be useful to use treasury shares entirely or partly instead of a capital increase in order to fulfil conversion or option rights or conversion obligations, with the exclusion of subscription rights. The authorisation proposed under agenda item 9 d) cc) also provides the option to partially exclude the

subscription right of shareholders in favour of creditors of bonds (including profit participation rights) with conversion or option rights or a conversion obligation in order to be able to grant holders of existing conversion or option rights or creditors of convertible bonds with conversion obligations a subscription right to shares as protection against dilution instead of reducing the option or conversion price.

- The Company shall be authorised to offer the acquired treasury shares for acquisition as staff shares to employees of the Company or associated companies and to members of the Management Boards of the Company's associated companies. This is to enable the Company to offer shares to staff even without having to make use of the Authorised Capital B. When deciding on the type of share purchase for issuing staff shares, the Executive Board will be guided solely by the interests of the Company and the shareholders. The additional option of using available treasury shares instead of a capital increase may be commercially reasonable and, in that respect, the purpose of the authorisation is to increase flexibility. Issuing treasury shares to staff, usually subject to the specification of a reasonable lock-up period of several years, is in the interest of the Company and of the shareholders, because this enhances identification with the Company and, hence, the Company's value. When calculating the purchase price payable by staff, a discount may be granted that is customary for staff shares and is based on the Company's success. If an issue of treasury shares to executives requires the consent of the Supervisory Board of the company concerned, treasury shares will only be offered for purchase with the prior consent of the Supervisory Boards concerned. In addition to a direct transfer of the shares by the Company, the intention is that it should also be possible for acquired shares first to be transferred to a credit institution that assumes the shares with the obligation to transfer them only to employees of the Company or of associated companies or to members of the Management Boards of associated companies. This procedure can facilitate the settlement.

- In addition, the Company shall be able to use the purchased shares in any payment of a so-called scrip dividend, in which shareholders are offered the alternative of contributing their dividend claim as an (either complete or partial) contribution in kind to the Company in return for the granting of new shares. A scrip dividend using treasury shares may be implemented, e.g. in the form of an offer made to all shareholders while safeguarding their subscription rights and safeguarding the equal-treatment principle (Section 53a AktG). In a specific case,

however, it may be preferable, depending on the capital-market situation, to arrange the implementation of a scrip dividend using treasury shares in such a way that the Executive Board, though it offers all shareholders who are entitled to a dividend treasury shares for purchase in return for assigning their dividend claim, while maintaining the general equal-treatment principle (Section 53a AktG), formally excludes the subscription right of shareholders overall. Implementing a scrip dividend while formally excluding the subscription right enables the scrip dividend to be implemented under more flexible conditions. In view of the fact that all shareholders are offered the treasury shares and that excess dividend amounts are settled by paying a cash dividend, the exclusion of the subscription right appears, to the extent described under agenda item 9 d) ee), to be justified and reasonable. When deciding on the type of share purchase or a combination of different forms of share purchase to finance such measures, the Executive Board will be guided solely by the interests of the Company and the shareholders.

- Finally, pursuant to agenda item 9 g), sentence 2, if the shares are sold via an offer to sell to all shareholders, the Executive Board shall be authorised to exclude the subscription right of shareholders for fractional amounts in order to facilitate settlement.
- The sum of the shares used with subscription rights of the shareholders excluded may not during the term of the above authorisation exceed 10% of the share capital at the time of the authorisation taking effect or at the time of its exercise, whichever is the lower value. If during the term of this authorisation to acquire treasury shares until it is utilised, other authorisations to issue or sell shares of the Company or to issue rights that enable or oblige to the purchase of shares of the Company are exercised for which subscription rights are excluded, this is subject to the aforementioned 10% limit, such that the sum of the total shares issued or sold with the exclusion of the subscription right may not exceed 10% of the share capital. In this way, the shareholders are additionally protected against a dilution of their existing shareholding.
- The Company should also be able to cancel the acquired treasury shares without the need for a new decision from the Annual General Meeting. This generally leads to a reduction in the share capital. Deviating from this, however, the Executive Board is also authorised to carry out the cancellation without changing the share capital. In such a case, the cancellation leads to an increase in the percentage of the remaining shares in the share capital pursuant to Section 8(3) AktG.

The aforementioned options may also be used with regard to such shares acquired on the basis of the authorisation decisions of previous Annual General Meetings in accordance with Section 71(1) no. 8 AktG. This also applies to shares acquired by Group companies or in accordance with Section 71d, sentence 5 AktG.

The Executive Board will check carefully in each case whether it is in the interests of the Company and its shareholders to make use of the authorisation. The Executive Board will report on the use of the authorisation at the following Annual General Meeting.

4. Report of the Executive Board on agenda item 10 in accordance with Section 71(1) no. 8, sentence 5 AktG in conjunction with Section 186(4), sentence 2 AktG

In addition to the ability to acquire treasury shares set out in agenda item 9, a limited use of derivatives shall be permitted. It may be advantageous for the Company to sell put options or acquire call options instead of directly acquiring shares in the Company. It may also be beneficial to acquire shares through forward purchases. In doing so, the Executive Board intends to make use of put and call options and forward purchases (also referred to below as “derivatives”) as a supplement to conventional share buy-backs only. This does not involve an expansion of the scope of the buy-back options. The acquisition of shares using derivatives is to be carried out via a credit institution or another company that meets the requirements of Section 186(5) sentence 1 AktG.

When selling put options, the Company grants the buyer the right to sell Lufthansa shares to the Company at a price defined in the put option (the strike price). As consideration, the Company receives an option premium which corresponds to the value of the put option, taking account of the strike price, the term of the option and the volatility of the Lufthansa share. If the put option is exercised, the option premium paid by the buyer of the put option reduces the overall countervalue spent by the Company on acquiring the share. Exercising the put option is commercially reasonable for the option holder wherever the Lufthansa share price at the time of exercise is below the strike price because the holder can then sell the share at a higher strike price. From the Company's standpoint, share buy-backs using put options have the advantage that the strike price is already defined upon conclusion of the option transaction while a liquidity outflow only takes place on the day of the exercise. In addition, the purchase price of the shares for the Company, taking account of the option premium earned, is below the share price upon conclusion

of the option transaction. If the option owner does not exercise the option because the share price on the exercise day is above the strike price, the Company cannot purchase treasury shares in this way, but the option premium earned does remain with the Company.

With the acquisition of a call option, the Company receives the right, in return for payment of an option premium, to buy a predefined number of shares at a predefined price (the strike price) from the seller of the option (the writer). Exercising the call option is commercially reasonable for the Company wherever the Lufthansa share price is above the strike price since it can then buy the shares at a lower strike price from the writer. This allows the Company to protect itself against rising share prices. It also spares the Company's liquidity since the defined purchase price need only be paid when the call option is exercised.

In a forward purchase, the Company agrees with the forward seller to acquire the shares on a fixed date in the future. The acquisition takes place at a forward price determined when the forward purchase is concluded. When the fixed date is reached, the Company pays the forward price to the forward seller, and the forward seller supplies the shares in return.

The Company may combine the use of put options, call options and forward purchases, and is therefore not limited to a single option.

The duration of the derivatives must end no later than 6 May 2024 and must be selected in such a way that the acquisition of the Lufthansa shares in exercise of the options and in fulfilment of forward purchases cannot take place after 6 May 2024. This means that the authorisation will in principle make use of the five-year time frame permitted by law, but with the restriction that the duration of each of the individual options and forward purchases may not exceed 18 months. This ensures that obligations arising from the individual derivative transactions are limited to within a reasonable time frame. The total purchase volume through put and call options and forward purchases is limited to 5% of the share capital on the effective date of the authorisation (i.e. 23,760,536 shares). If the share capital at the time of execution of this authorisation is lower, the lower value applies.

The purchase price to be paid by the Company for the shares is the strike price fixed in the relevant put or call option or the forward price fixed in the forward purchase. The price to be paid for a Lufthansa share when exercising put or call options (strike

price) or the price to be paid for a Lufthansa share when fulfilling the forward purchase (forward price) may be higher or lower than the market price of the Lufthansa share when selling the put option or acquiring the call option or when concluding the forward purchase. However, the strike price or forward price (without acquisition costs, though taking account of the included and/or paid option premium) may not be more than 10% higher or more than 20% lower than the Company's share price established by the opening auction in the Xetra trading system of the Frankfurt stock exchange (or any comparable successor system) on the day of conclusion of the derivative transaction.

The purchase price paid by the Company for a derivative (usually a call option) may not significantly exceed, and the purchase price obtained by the Company for a derivative (usually a put option) may not fall significantly below, the theoretical market value of the options in question as determined by recognised methods, particularly actuarial methods. The agreed strike price is to be included in the calculation of this so-called option premium. Similarly, the forward purchases agreed by the Company may not significantly exceed the theoretical forward rate determined using recognised actuarial methods, the calculation of which must include the current stock exchange price and the term of the forward purchase.

The setting of option premiums and strike prices or forward prices described above and the obligation only to operate options and other derivatives with shares acquired in compliance with the principle of equal treatment, particularly via the stock exchange, rules out the risk of financial disadvantage to shareholders when acquiring treasury shares using derivatives. Since the Company earns or pays a fair market price, the shareholders not involved in the derivative transactions do not sustain any disadvantage in terms of value. This is equivalent to the shareholders' position when shares are bought back via the stock exchange, when not all shareholders can, in fact, sell shares to the Company. The specifications for the structure of the derivatives and the requirements for the shares to be delivered ensure that the principle of equal treatment of shareholders is observed even by this method of acquisition.

The exclusion of the claim of shareholders to conclude the above-mentioned derivative transactions with the Company by the analogous application of Section 186(3), sentence 4 AktG is therefore justified. The exclusion of the subscription right allows the company to conclude derivative transactions even at short notice, unlike in the case of an offer to buy the options or an offer to all shareholders to conclude forward purchases. This gives the Company the flexibility it needs to respond quickly to market situations.

When acquiring treasury shares using derivatives, shareholders shall only be entitled to tender their shares to the extent that the Company has a duty under the derivative transactions to purchase their shares. Otherwise, the use of derivatives within the scope of buying back treasury shares would not be possible and, hence, the associated advantages would not be attainable for the Company. The Executive Board believes that the non-granting or the restriction of the tender right is objectively justified and reasonable following careful weighing of the interests of the shareholders and the interests of the Company because of the advantages to the Company of making use of derivative transactions.

With regard to the use of the treasury shares acquired by using derivatives, there are no derogations from the usage options proposed in agenda item 9. With regard to the justification of the exclusion of the subscription right of shareholders when using the shares, reference is made to the report of the Executive Board on agenda item 9.

The Executive Board will report on the use of the authorisation at the following Annual General Meeting.

IV. FURTHER DISCLOSURES AND INSTRUCTIONS FOR CONVENING

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

Of the total of 475,210,729 no-par value shares issued by the Company, all are entitled to vote at the time this Annual General Meeting is convened. Each no-par value 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 475,210,729.

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 registered 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 30 April 2019 (24:00 hrs) at one of the following addresses:

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

In German or English.

Shareholders who wish to make use of the online services at the internet address stated above require their shareholder number and the relevant 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 chose 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 23 April 2019 (0:00 hrs). New shareholders who are entered in the share register after 23 April 2019 (0:00 hrs) and up to and including 30 April 2019 (24:00 hrs) can also register using one of the above methods. The shareholder's 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 30 April 2019 (24:00 hrs). Between 1 May 2019 (0:00 hrs) and 7 May 2019 (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 granting a corresponding proxy. In the case of granting a proxy, timely registration of the holding of shares concerned is always necessary pursuant to the above rules under IV.2.

The Company also offers its shareholders the option of authorising proxies named by the Company. 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 on requests to speak, raise objections to AGM resolutions, ask questions or file motions.

Any granting or revocation of a proxy and evidence thereof in dealings with the Company must be made in text form. If a shareholder authorises more than one proxy, the Company may reject one or more of these. Shareholders may also use the registration form for the Annual General Meeting to grant proxies and issue instructions. This form is sent to the shareholders duly registered in the share register, along with the invitation to the Annual General Meeting. The form may also be ordered from the registration addresses under IV.2. above by post, facsimile or e-mail. Shareholders are asked to use this form if possible to grant proxies and to give instructions.

Shareholders can grant authorisations to third parties and to the proxies named by the Company via the website stated above under IV.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, institutions or companies pursuant to Section 135(8) AktG or Section 135(10) in conjunction with Section 125(5) 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, institutions or companies equivalent to them pursuant to Section 135(8) AktG or Section 135(10) in conjunction with Section 125(5) AktG are entered in the share register, they may cast votes in respect of 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 sent by **post or facsimile** prior to the Annual General Meeting to the addresses mentioned above under IV.2. to be received **by 6 May 2019 (15:00 hrs) (arriving)**. Any authorisations, evidence of proxies and instructions to the proxies named by the Company received via post or facsimile after this date time cannot be considered. Shareholders can also – including after 6 May 2019 (15:00 hrs) – **email** authorisations, evidence of proxies and instructions to the proxies named by the Company to the address mentioned above under IV.2. up **until the start of the General Debate**. Apart from that, evidence of authorisation can still be submitted in text form on the day of the Annual General Meeting at the entrance and exit check point.

b) Voting by an absentee vote

Shareholders may also exercise their voting rights at the Annual General Meeting by absentee vote. In the case of absentee voting, too, timely registration of the holding of shares concerned is always necessary under the provisions of IV.2. above. Authorised financial institutions, shareholders' associations or equivalent persons, institutions or companies pursuant to Section 135(8) AktG or Section 135(10) in conjunction with Section 125(5) AktG may also vote by absentee vote.

Absentee votes may be sent to the Company until 30 April 2019 (24:00 hrs) (arriving), to the addresses set out in IV.2. above. Shareholders may use the registration form for the Annual General Meeting for absentee voting as well. This form is sent to the shareholders duly registered in the share register, along with the invitation to the Annual General Meeting. The form may also be ordered from the registration addresses as set out under IV.2. above by post, facsimile or e-mail. Shareholders are asked to use this form for absentee voting wherever possible. Absentee voting does not preclude attendance at the Annual General Meeting. The personal attendance of a shareholder or an authorised third party at the AGM is deemed to be a revocation of a previously given absentee vote.

4. Information on data protection

To allow shareholders and their proxies to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting, Deutsche Lufthansa AG must process the personal data of shareholders and their proxies. The data is processed in accordance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of personal data and the rights of the affected parties under the GDPR can be consulted on the website: <https://www.lufthansagroup.com/en/service/privacy.html>.

5. Shareholder rights

a) Amendments to the agenda at the request of a minority pursuant to Section 122(2) 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 the Company no later than **6 April 2019 (24:00 hrs)**. Each new agenda item must be accompanied by a reason or by 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, Germany

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 decision by the Executive Board on this motion. In calculating these 90 days, Section 70 AktG provides for certain offsetting options to which reference is made explicitly herewith. In calculating the deadline, the provisions of Section 121(7) AktG shall also apply accordingly. Unless they were already published

when the meeting was convened, any supplements to the agenda are published in the Federal Gazette (Bundesanzeiger) immediately 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) and 127 AktG

By no later than **22 April 2019 (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 to be stated for shareholders' election proposals. Such motions and/or election proposals from shareholders must be sent exclusively to one of the following addresses:

Postal address: Deutsche Lufthansa Aktiengesellschaft
– Executive Board –
Attn: Investor Relations (HV) FRA CW
Lufthansa Aviation Center
Airportring
D-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 online at www.lufthansagroup.com/agm. Election proposals from shareholders do not need to be made accessible if the proposal does not contain the following disclosures: Name, current profession, place of residence of the proposed candidate and, in the case of proposals for the election of members of the Supervisory Board, disclosures pursuant to Section 125(1) sentence 5 AktG. Any opinions of the management are likewise made accessible at the above mentioned website.

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

At the Annual General Meeting, any shareholder or shareholder's 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's general situation and that of the companies included in the consolidated financial statements.

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 as part of the General Debate. The Executive Board is entitled to refuse to provide information in certain cases set out in Section 131(3) AktG.

6. Publications on the Company's webpage

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

V. DISCLOSURES ABOUT THE SUPERVISORY BOARD CANDIDATE PROPOSED FOR ELECTION UNDER AGENDA ITEM 5

A CV for the nomination as of agenda item 5 is printed below, providing information on the relevant knowledge, skills and experience of the proposed candidate. The CV also indicates which memberships the proposed candidate holds on other supervisory boards formed by operation of law and on comparable domestic and foreign regulatory bodies of commercial enterprises.

Monika Ribar

Rüschlikon (CH)

* 19 September 1959

Nationality: Swiss

Chair of the Board of Directors of Schweizerische Bundesbahnen SBB AG, Switzerland

EDUCATION

- 1979–1983: Studied at the University of St. Gallen, CH, graduating with a bachelor's degree (lic.oec. HSG) in "Finance and Controlling"

PROFESSIONAL EXPERIENCE

- 1984–1986: Controlling at BASF Austria GmbH, Vienna
- 1986–1990: Head of Strategic Planning at Fides Group (now KPMG Switzerland)
- 1991: Joins PANALPINA MANAGEMENT Ltd. Head Office, Basel. After various positions in Controlling, appointed Member of the Executive Board as Chief Information Officer in 2000
- 1999: Stanford Executive Program, Stanford University, USA
- 2005: Appointed Chief Financial Officer on the Executive Board of PANALPINA
- 2006: New CEO Workshop Harvard University Cambridge, USA
- 2006–2013: Chief Executive Officer and President of the Executive Board of PANALPINA
- since June 2016: Chair of the Board of Directors of Schweizerische Bundesbahnen SBB AG
- since 29 April 2014: Member of the Lufthansa Supervisory Board, elected until the Annual General Meeting 2019

CURRENT MANDATES

Membership of domestic supervisory boards formed by operation of law:

- None

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

- Chain IQ Group AG¹
- SBB Schweizerische Bundesbahnen (Chair of the Board of Directors)²
- Sika AG

Cologne, Germany, 22 March 2019

Deutsche Lufthansa Aktiengesellschaft

The Executive Board

1 Not listed

2 Not listed

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, Dr Detlef Kayser,

Ulrik Svensson, Dr Bettina Volkens

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