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Statement from the Company

A. On the opposing motion by shareholder Alexander Meyer concerning agenda item 8 (election of the auditors)

The shareholder proposes not to appoint Ernst & Young GmbH (“EY”) to audit the financial statements, but rather to select another firm of auditors. He justifies his opposing motion by saying that confidence in Ernst & Young GmbH is shaken, because he believes it is jointly responsible for the enormous losses sustained by many shareholders of Wirecard AG.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft and its predecessors (“PwC”) had audited the financial statements of Lufthansa without interruption since 1955, but in compliance with the legal provisions the Company appointed new auditors with effect from the 2020 financial year. To this end, the Company carried out a selection process in accordance with the statutory requirements which lasted for several months. Finally, the Company’s Supervisory Board decided to follow the recommendation of its Audit Committee and propose Ernst & Young GmbH (EY) to the Annual General Meeting 2020 as the auditor of the separate and consolidated financial statements for the financial year 2020. The key factors behind the decision were the experience of the audit team and the positive overall assessment. EY accompanied the audit of the separate and consolidated financial statements for 2019 carried out by PwC to ensure a seamless transition.

Since EY began its work there have been no reasons for the Company to doubt its suitability as an auditor. In the opinion of the Audit Committee, the Executive Board and the staff of the Group accounting department, EY demonstrated a highly professional and conscientious approach to its audit of the separate and consolidated financial statements for 2020. The Company has therefore no reason to doubt the suitability of the EY audit team as auditors for Deutsche Lufthansa AG or the integrity of the auditors. It is not currently intending to hold another competitive bidding procedure for the audit work. Another change of auditors within two years would not only entail considerable time and expense but could also jeopardise the effectiveness of the audit as part of the Supervisory Board’s system of control for the entire Company. The Supervisory Board therefore stands by its proposal to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft as the auditor of the separate and consolidated financial statements for the financial year 2021.

B. On the opposing motion by the shareholder Dr Lutz Beyer concerning agenda item 7 (creation of Authorised Capital C)

The shareholder proposes to reject the motion by the Executive Board and the Supervisory Board on agenda item 7. He justifies his proposal partly by saying that the carrying amount per share is currently below the minimum issue price of EUR 2.56 per share. Furthermore, he criticises the proposed authorisation because it would enable a capital increase of up to some 359% of current issued capital. Here the shareholder believes that limiting the increase to 50% of issued capital is necessary.

The Executive Board and Supervisory Board propose to create Authorised Capital C in accordance with Section 7b Economic Stabilisation Act (WStBG). In combination with the recapitalisation of the Company by the Economic Stabilisation Fund, the new Authorised Capital C with a nominal value of EUR 5.5bn is intended to enable the Company to raise equity on the capital market. The net issue proceeds of a capital increase from Authorised Capital C will largely be used to repay the capital provided to Deutsche Lufthansa Aktiengesellschaft by the Economic Stabilisation Fund or for other purposes mentioned in Section 7f WStBG.

The proposed nominal amount of Authorised Capital C of EUR 5.5bn is based on the smallest issue amount of EUR 2.56 per share and the goal of enabling the Company to repay in full the recapitalisation funding from the Economic Stabilisation Fund – Silent Participation I and Silent Participation II – amounting to a maximum of EUR 5.5bn.

The minimum issue price of EUR 2.56 per share that is criticised by the shareholder is based on the statutory prohibition on issuing shares below their nominal value. The Company's issued capital is EUR 1,530,221,624.32 and is divided into 597,742,822 bearer shares. EUR 2.56 per share is therefore the lowest possible issue price permitted by law and new shares may not be issued at a lower price.

The authorisation is based on the provisions of the WStBG. These oblige the Company to use the bulk of the net issue proceeds of a capital increase from Authorised Capital C to repay the state aid it has received. When adopting the Economic Stabilisation Act, the legislature deliberately refrained from imposing any further restrictions – such as those defined in Section 202 para. 3 sentence 1 Stock Corporation Act (AktG) – cf. Section 7b para. 1 sentence 3 WStBG.

Authorised Capital C enables the Company to use potential windows of opportunity flexibly to carry out a capital increase in the interests of the Company and its shareholders.

Further comments on the planned Authorised Capital C can be found on our website at https://investor-relations.lufthansagroup.com/fileadmin/downloads/en/annual-meeting/2021/210401_Authorization_ACC.pdf. The Executive Board and Supervisory Board stand by their proposal published for the Annual General Meeting of creating an Authorised Capital C.