



LUFTHANSA GROUP

Annual General Meeting

6 May 2025





DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT
COLOGNE

We invite our shareholders to the

72nd Annual General Meeting
on Tuesday, 6 May 2025, at 10.00 a.m.,

which will be held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting.

The entire Annual General Meeting will be broadcast by audiovisual means in the online service. The modalities of the conduct of this year's Annual General Meeting are explained in more detail in Section C) of this convening notice.

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A) AGENDA

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group as well as the report of the Supervisory Board and the explanatory report of the Executive Board on the statements pursuant to Sections 289, 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB), each for the 2024 financial year
2. Appropriation of balance sheet profits from the 2024 financial year
3. Approval of the actions of the members of the Executive Board for the 2024 financial year
4. Approval of the actions of the members of the Supervisory Board for the 2024 financial year
5. Approval of the amended remuneration system for the members of the Executive Board
6. Approval of the remuneration report
7. Election of Supervisory Board members
8. Amendment to the Articles of Association to enable virtual Annual General Meetings
9. Election of the auditor and the Group auditor for the 2025 financial year and of the auditor for the audit review, if applicable, or audit of the half-year financial report for the first six months of the 2025 financial year and other interim financial information auditor of the sustainability reporting for the financial year 2025

B) PROPOSALS FOR RESOLUTION 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 as well as the report of the Supervisory Board and the explanatory report of the Executive Board on the statements pursuant to Sections 289, 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB), each for the 2024 financial year

In accordance with the statutory provisions, no resolution is to be adopted by the Annual General Meeting on this item on the agenda, since the Supervisory Board has already approved the annual financial statements and the consolidated financial statements drawn up by the Executive Board pursuant to Sections 172, 173 of the German Stock Corporation Act (*Aktiengesetz* – AktG) on 5 March 2025. The annual financial statements, consolidated financial statements, combined management report, report of the Supervisory Board and the report of the Executive Board with the explanatory notes on the statements required by takeover law are included in the publicly available Annual Report for the financial year 2024 and accessible at the website address www.lufthansagroup.com/agm.

2. Appropriation of balance sheet profits from the 2024 financial year

The Executive Board and Supervisory Board propose to the Annual General Meeting that the balance sheet profits of EUR 359,487,957.60 reported in the Company's adopted annual financial statements as at 31 December 2024 be used in full to distribute a dividend of EUR 0.30 per dividend-bearing no-par value share.

In accordance with Section 58 (4) sentence 2 AktG, the shareholders' entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on 9 May 2025. The dividend will be paid exclusively in cash.

The proposal for profit appropriation takes into account the 23,481 treasury shares held by the Company at the time of convening the Annual General Meeting which pursuant to Section 71b AktG are not entitled to dividend payment. Should the number of no-par value shares entitled to dividends change before the Annual General Meeting, a resolution proposal amended accordingly will be put to the vote at the Annual General Meeting to offset the difference by means of an allocation to or withdrawal from other retained earnings while maintaining the distribution of EUR 0.30 per no-par value share entitled to dividends.

3. Approval of the actions of the members of the Executive Board for the 2024 financial year

The Executive Board and the Supervisory Board propose to the Annual General Meeting that approval be given to the actions of the members of the Executive Board in the 2024 financial year for this period.

4. Approval of the actions of the members of the Supervisory Board for the 2024 financial year

The Executive Board and the Supervisory Board propose to the Annual General Meeting that approval be given to the actions of the members of the Supervisory Board in the 2024 financial year for this period.

5. Approval of the amended remuneration system for the members of the Executive Board

Pursuant to Section 120a (1) AktG, the general meeting of a listed company must resolve on the approval of the remuneration system for the members of the executive board presented by the supervisory board at least every four years and whenever there is a significant amendment to the remuneration system.

The Annual General Meeting of 9 May 2023 has approved the current remuneration system for the members of the Executive Board with a clear majority.

Based on a comprehensive review of the appropriateness of the design of the existing remuneration system, as well as of expectations from investors, the Supervisory Board, pursuant to a corresponding recommendation of the Steering Committee, decided on 5 December 2024 to make essentially the following amendments to the remuneration system for the Executive Board:

a) Reduction in the amount of contributions to the company pension scheme and reallocation of the difference to the variable remuneration components

The level of contributions to the company pension scheme for members of the Executive Board is to be reduced to 30% of the basic remuneration for new appointments and reappointments from 1 January 2025. The balance to the previous contribution amount is to be reallocated to the one-year and long term incentive components. The amount of the total target remuneration thus remains unchanged. At the same time, the pay for performance approach will be further strengthened. In order to further strengthen the long-term focus, the majority of this amount is to be reallocated to the long-term incentive (LTI).

b) Introduction of the option for the Supervisory Board to promise a pension payment

The members of the Executive Board continue to be promised a company pension on the basis of a system building on contributions. However, the Supervisory Board is to be given the option of granting members of the Executive Board a pension payment instead of a company pension in the event of new appointments or reappointments.

The amended system for the remuneration of the members of the Executive Board is accessible via the website www.lufthansagroup.com/agm from the time the Annual General Meeting is convened and at least until its end.

Based on the recommendation of the Steering Committee, the Supervisory Board proposes that the Annual General Meeting approves the remuneration system for the members of the Executive Board amended by resolution of the Supervisory Board of 5 December 2024 with effect from 1 January 2025.

6. Approval of the remuneration report

The Executive Board and the Supervisory Board of the Company have prepared a report in accordance with Section 162 AktG on the remuneration granted and owed to the members of the Executive Board and the Supervisory Board in the 2024 financial year. This report is submitted to the Annual General Meeting for approval in accordance with Section 120a (4) AktG.

In accordance with Section 162 (3) AktG, the remuneration report has been audited by the Company's auditor and issued with an audit opinion. The audit opinion on the remuneration report is enclosed with the remuneration report.

The remuneration report, together with the audit opinion, is available from the time the Annual General Meeting is convened and at least until its end at the website www.lufthansagroup.com/agm

The Executive Board and the Supervisory Board propose that the Annual General Meeting approves the remuneration report for the 2024 financial year, which has been prepared and audited in accordance with Section 162 AktG.

7. Election of Supervisory Board members

In accordance with Section 102 (1) AktG and § 8 (2) of the Articles of Association of the Company, the terms of office of the Supervisory Board members Mr. Erich Clementi, Ms. Dr. Astrid Stange and Ms. Angela Titzrath end at the close of the Annual General Meeting on 6 May 2025. In addition, Dr. Thomas Enders resigned from the Supervisory Board at the end of the Annual General Meeting on 6 May 2025. New elections are therefore required for four shareholder representatives on the Supervisory Board.

Pursuant to § 8 (1) of the Company's Articles of Association, Sections 96 (1), 101 (1) AktG, and Section 7 (1) sentence 1, no. 3 of the German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*) dated 4 May 1976, the Supervisory Board of the Company comprises 20 members, ten of which are elected by the shareholders and ten by the employees. Pursuant to Section 96 (2) sentence 1 AktG, at least 30 percent of the members of the Supervisory Board must be women and at least 30 percent of the members must be men. Both sides, employee representatives and shareholder representatives, have objected vis-à-vis the Chairman of the Supervisory Board to an overall fulfilment of this minimum quota for the new elections to the Supervisory Board in 2025. The minimum quota must therefore be fulfilled separately by the shareholder side and the employee side for this election pursuant to Section 96 (2) sentence 3 AktG (separate fulfilment). Thus, in order to fulfil the minimum quota pursuant to Section 96 (2) sentence 1 AktG, the Supervisory Board of the Company must have at least three women and at least three men on both the shareholder and employee sides. With the election of the candidates proposed by the Supervisory Board, four women and six men would be members of the Supervisory Board on the shareholder side, meaning that the minimum quota requirement would be fulfilled on the shareholder side.

The Supervisory Board proposes to the Annual General Meeting, upon recommendation of its Nomination Committee, that

- a) **Mr. Erich Clementi, Rye (New York, USA),
Chairman of the Supervisory Board of E.ON SE;**
- b) **Mr. Dr. Alexis von Hoensbroech, Calgary (Kanada),
Chief Executive Officer of WestJet Airlines;**
- c) **Ms. Dr. Astrid Stange, Witten,
Chief Executive Officer of ELEMENT Insurance AG; and**
- d) **Ms. Angela Titzrath, Hamburg,
Chief Executive Officer of Hamburger Hafen und Logistik AG**

each be elected to the Supervisory Board as shareholder representatives with effect from the end of the Annual General Meeting on 6 May 2025.

The election is in each case to be made for a term until the close of the General Meeting adopting a resolution on the approval of the members' actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

It is intended that the elections to the Supervisory Board will be conducted as individual elections.

In the Supervisory Board's assessment, the proposed candidates do not have any personal or business relations with the Company or any of its Group companies, its governing bodies or any of its shareholders with a material interest in the company that require disclosure under Recommendation C.13 of the German Corporate Governance Code.

Dr. Alexis von Hoensbroech is the Chief Executive Officer of the Canadian airline WestJet Airlines, with which the Lufthansa Group, particularly in the area of engine maintenance, maintains a regular business relationship. Overall, however, the business relationships with WestJet Airlines represent only a small portion of the Lufthansa Group's total revenue. Against this background, the Supervisory Board has assessed that there is no conflict of interest for Mr. von Hoensbroech, and therefore he is classified as independent.

The aforementioned proposals of the Supervisory Board are based on the recommendation of the Nomination Committee, take into account the targets adopted by the Supervisory Board for its composition and are aimed at fulfilling the requirements profile developed by the Supervisory Board for the body as a whole. The targets adopted by the Supervisory Board for its composition, the requirements profile and the status of implementation in the form of a qualification matrix are described in the Corporate Governance Declaration for the 2024 financial year; the qualification matrix is available on the website investor-relations.lufthansagroup.com/en/corporate-governance/supervisory-board.html.

The Supervisory Board has satisfied itself with regard to the candidates proposed for election that they are able to devote the expected amount of time required for the office as a Supervisory Board member.

In → **Section D) No. 2** of this convening notice, CVs describing the relevant knowledge, skills and professional experience of the proposed candidates are provided for these election nominations under "Information on the Supervisory Board candidates proposed for election under agenda item 7". The CVs also contain an overview of the main activities in addition to the Supervisory Board mandate. → **Section D) No. 2** of this convening notice also states which memberships the proposed candidates hold on other statutory supervisory boards and on comparable domestic and foreign supervisory bodies of business enterprises.

8. Amendment to the Articles of Association to enable virtual Annual General Meetings

By means of a resolution amending the Articles of Association, the 2023 Annual General Meeting authorised the Executive Board to provide for the General Meeting to be held as a virtual General Meeting without the physical presence of the shareholders or their proxies at the venue of the General Meeting. The relevant provision in the Articles of Association expires in May 2025 and is to be renewed.

The virtual General Meeting has developed further in recent years and established itself as an equivalent alternative to the General Meeting with physical presence among larger public companies. The Company would therefore like to continue to have the option of holding General Meetings in the virtual format in future. The authorisation of the Executive Board to hold virtual General Meetings, which is provided for in Section 16 (6) of the Company's Articles of Association and expires in May 2025, is therefore to be renewed. As is also the case with the existing authorisation, for the new authorisation the maximum possible term of five years provided for in the law is not to be exhausted. Instead, the authorisation to hold virtual General Meetings is to be limited to a period of two years. For General Meetings within this period, it is to be decided separately in each case, taking into account the circumstances of the respective individual case, whether to make use of the authorisation and to hold a General Meeting as a virtual General Meeting. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders, and, in particular, ensure in this respect that shareholders' rights are protected and consider effort and costs as well as sustainability considerations. Furthermore, the format of the virtual General Meeting is to be designed in such a way that the shareholders have equivalent rights as in cases where the General Meeting is held with physical presence.

Executive Board and Supervisory Board propose to the Annual General Meeting that the following resolution be adopted:

Section 16 (6) of the Articles of Association of the Company is amended as follows:

"(6) The Executive Board is authorised to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). The authorisation is valid for the holding of virtual Annual General Meetings until 30 June 2027."

9. Election of the

- a) **auditor and the Group auditor for the 2025 financial year and of the auditor for the audit review, if applicable, of the half-year financial report for the first six months of the 2025 financial year and other interim financial information as well as**
- b) **auditor of the sustainability reporting for the financial year 2025**

Based in each case on the recommendation of its Audit Committee, the Supervisory Board proposes to the Annual General Meeting that EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed

- a) as auditor and Group auditor for the 2025 financial year and as auditor for the audit review, if applicable, of the abbreviated financial statements and interim management report contained in the half-year financial report as at 30 June 2025 as well as additional interim financial information within the meaning of Section 115 (7) in conjunction with Section 115 (5) of the German Securities Trading Act (*Wertpapierhandelsgesetz* – WpHG) for the 2025 financial year and the 2026 financial year, provided that such an audit review is completed before the next Annual General Meeting;
- b) as the auditor of sustainability reporting within the meaning of the European Directive on Sustainability Reporting (EU) 2022/2464 of 14 December 2022 (Corporate Sustainability Reporting Directive – “CSRD”) for the 2025 financial year.

The election as auditor of the sustainability reporting (point b)) is made with effect from the date of entry into force of the German CSRD Implementation Act and only in the event that the German legislator, in implementing Art. 37 of the Statutory Audit Directive 2006/43/EC, as amended by the CSRD, should require the express election of such an auditor by the Annual General Meeting, i.e. if the audit of the sustainability reporting is not be the responsibility of the auditor anyway under the German Implementation Act.

The CSRD should have been transposed into German law by 6 June 2024. According to the CSRD, large capital market-oriented undertakings are to be obliged to add a (group) sustainability report to their (group) management report, which is to be audited externally by the auditor of the financial statements or – at the option of the EU member state in question – another auditor or an independent assurance service provider. The CSRD has not yet been transposed into national law. If the CSRD Implementation Act is passed this year, the Company could be obliged to submit an audited (Group) sustainability report for the 2025 financial year. To provide for this scenario, the auditor of any (Group) sustainability report that may have to be prepared should be elected as a precautionary measure.

In accordance with Art. 16 (2) sub-para. 3 of the EU Regulation on Statutory Audit (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Audit Committee in its recommendation has stated that the latter is free from undue influence by third parties and that no clause has been imposed upon it which restricts the choice of the General Meeting as defined in Art. 16 (6) of the EU Regulation on Statutory Audit.

C) FURTHER INFORMATION AND INSTRUCTIONS ON CONVENING

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

At the time this Annual General Meeting is convened, the share capital of Deutsche Lufthansa AG in the amount of EUR 3,067,690,682.88 is divided into 1,198,316,673 no-par value registered shares, each of which confers one vote to its holder. Hence, the total number of shares and voting rights amounts to 1,198,316,673 at the time the Annual General Meeting is convened. At the time this Annual General Meeting is convened, the Company holds 23,481 treasury shares, from which it is not entitled to any voting rights pursuant to Section 71b AktG.

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

The Executive Board has decided to hold the Annual General Meeting as a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company). Physical presence at the venue of the General Meeting of shareholders or their proxies (with the exception of the proxies appointed by the Company) is thus excluded.

This decision is based on Section 16 (6) of the Articles of Association in conjunction with Section 118a (1) sentence 1 AktG. The Annual General Meeting will be held in the presence of, among others, a notary public commissioned to record the minutes at Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, the venue of the Annual General Meeting as defined in the German Stock Corporation Act.

Shareholders can exercise their voting rights by absentee voting, via electronic communication and by issuing a proxy. The entire Annual General Meeting is being broadcast for shareholders by audiovisual means in the online service.

Only those shareholders are entitled to participate in the virtual Annual General Meeting, to exercise their voting right (including exercise of their voting right by absentee vote or by a proxy) and to exercise the shareholder rights dependent on participation who are entered in the Company's share register on the day of the Annual General Meeting and whose registration for the Annual General Meeting is received by the Company no later than **29 April 2025 (24:00 hrs)** at one of the following addresses

Postal address: Hauptversammlung Deutsche Lufthansa Aktiengesellschaft
c/o ADEUS Aktienregister-Service-GmbH
20797 Hamburg

E-mail: hv-service.dlh@adeus.de

Internet: www.lufthansagroup.com/agm-service

in German or English.

Shareholders who wish to make use of the online services at the website address stated above to follow the audio and video broadcast of the Annual General Meeting or to exercise their voting rights or to issue or amend proxies or instructions or to exercise other shareholder rights related to the General Meeting require their shareholder number and the pertinent access password for this purpose. Those shareholders who have already registered for e-mail delivery of the invitation to the Annual General Meeting will receive their shareholder number with the invitation e-mail and must use the access password they chose when registering. If shareholders no longer know their password or have not yet assigned an access password, a temporary access password can be requested via the start page of the online service. After receiving the temporary access password, a permanent personal access password can be assigned and used to access the online service. All other shareholders entered in the Company's share register receive their shareholder number and access password along with the invitation letter and a registration form to the Annual General Meeting by post. It is also possible to request access data for the online service via the website www.lufthansagroup.com/agm-service before receiving the invitation documents.

No registration for the Annual General Meeting is required for merely following the live broadcast of the Annual General Meeting in the online service. Rather, it is sufficient for shareholders to log into the online service.

The Company will send the registration records to the postal addresses entered in the Company's share register by 14 April 2025 (24:00 hrs). New shareholders who are entered in the share register after 14 April 2025 (24:00 hrs) and up to and including **29 April 2025 (24:00 hrs)** can also register using one of the above methods. The shareholder number, name, address, and date of birth must be provided for this purpose.

If a shareholder grants a proxy to a third party vis-à-vis the Company, the proxy will be sent his/her own login data for the online service by letter to the address provided by the shareholder. With regard to their login details, proxies may also contact the Company directly. In this case, proxies will receive their login details as soon as their authorisation has been proven to the Company. Authorisation or proof of authorisation should be given as early as possible so that proxies receive their login data in good time.

The relevant record date (also referred to as the *technical record date*) for participation in the virtual Annual General Meeting and the exercise of voting rights is **29 April 2025 (24:00 hrs)**. Between 30 April 2025 (0:00 hours) up to and including 6 May 2025 (24:00 hours), no changes of record of ownership of shareholders 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 also after registration.

Participation in the Annual General Meeting will take place by way of electronic connection. Shareholders may connect by logging in to the online service during the Annual General Meeting on 6 May 2025.

3. Voting through a proxy or by absentee vote

a) Voting through a proxy

Shareholders may have their voting rights exercised by a proxy, also by an association of shareholders, after issuing a corresponding power of attorney. Also in the case of a power of attorney being issued, timely registration of the shareholding concerned is always necessary in accordance with the above provisions under → **Section C) No. 2**.

In the event that a power of attorney is granted to one or more third parties, shareholders may only exercise all participation-related shareholder rights in the Annual General Meeting themselves if they log into the online service during the Annual General Meeting and revoke the powers of attorney granted to third parties. Any absentee votes already exercised or instructions given to the proxies appointed by the Company will remain unaffected by such revocation of a power of attorney granted to a third party. It is also possible to follow the live broadcast of the Annual General Meeting and to exercise or change voting rights via the online service without corresponding revocations.

An authorised third party may connect by logging into the online service during the Annual General Meeting.

The Company also offers its shareholders the option of authorising proxies appointed by the Company. These proxies 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 shareholders. Nor do proxies appointed by the Company accept instructions to make speaking contributions or to lodge objections to resolutions of the Annual General Meeting, to ask questions or to file motions.

Any granting or revocation of a power of attorney and proof thereof in dealings with the Company must be made in text form. Shareholders and their proxies can submit proof of authorisations granted via the website address given above (→ **Section C) No. 2**) using the online service. To issue powers of attorney and instructions, shareholders can also use the registration form for the Annual General Meeting. The form may also be ordered from the registration addresses stated under → **Section C) No. 2** above by post or e-mail.

Specific requirements may apply when authorising an intermediary (e.g. a credit institution), a shareholders' association, a voting rights consultant or a legal entity with equivalent status pursuant to Section 135 AktG. In such a case, shareholders are requested to consult in good time with the legal entity to be authorised regarding the type of power of attorney they may require. If an intermediary, shareholders' association, voting rights consultant or a legal entity with equivalent status pursuant to Section 135 AktG is entered as holder in the share register, they may cast votes in respect of the shares they do not own only on the basis of the respective shareholders' authorisation.

Any authorisations, proof of authorisation and the issuance and change of instructions to the proxies appointed by the Company may be sent **by post** prior to the Annual General Meeting to the address stated above (→ **Section C) No. 2**) to be received by **5 May 2025 (24:00 hrs)**, provided that a registration for the Annual General Meeting has been made in due time in accordance with → **Section C) No. 2**. Any posted authorisations, proof of authorisation and instructions to the proxies appointed by the Company received after this time will not be considered.

Shareholders can further issue powers of attorney – also after **5 May 2025 (24:00 hrs)** – to the proxies appointed by the Company or to intermediaries via the website address stated above (→ **Section C) No. 2**) using the online service or by e-mail. Authorisations and proofs of authorisation as well as the issuance and change of instructions to the proxies appointed by the Company may be transmitted, revoked or amended using the **online service or by** e-mail to **hv-service.dlh@adeus.de** until the time determined by the chairman of the meeting in the course of the voting and, where the authorisations do not relate to the exercise of voting rights, until the end of the Annual General Meeting.

b) Voting by absentee vote

Shareholders may also exercise their voting rights by absentee vote. Also in the case of absentee voting, timely registration of the shareholding concerned is always necessary in accordance with the rules stated above in → **Section C) No. 2**. Authorised intermediaries (e.g. credit institutions), shareholders' associations, voting rights consultants or authorised legal entities with equivalent status pursuant to Section 135 AktG may also use absentee voting.

Absentee votes may be sent to the Company to the addresses stated above (→ **Section C) No. 2**). Shareholders may also use the registration form for the Annual General Meeting for absentee voting. This form will be sent to shareholders duly entered in the share register together with the invitation to the Annual General Meeting. The form may also be ordered from the addresses stated above (→ **Section C) No. 2**) by post or e-mail.

Absentee votes may be sent **by post** prior to the Annual General Meeting to the address stated above (→ **Section C) No. 2**) to be received by **5 May 2025 (24:00 hrs)**, provided that a registration for the Annual General Meeting has been made in due time in accordance with → **Section C) No. 2**. Absentee votes received by post later will not be considered. In addition, shareholders who have registered in good time have the option of casting and changing absentee votes – also after **5 May 2025 (24:00 hrs)** – until the time determined by the chairman of the meeting in the course of the voting by using the **online service or by** e-mail to **hv-service.dlh@adeus.de**.

An absentee vote or the issuance of a power of attorney or instruction via the online service takes precedence over any other absentee vote or issuance of a power or attorney or instruction with the same shareholder number. This applies irrespective of the time of receipt, unless it is clear from the declaration made outside the online service and at a later date that such declaration is to take precedence over the declaration made via the online service. In the event of several declarations in due form and time outside the online service, the most recently received declaration will take precedence over declarations received before.

4. Information on data protection

To allow shareholders and their proxies to participate in the virtual Annual General Meeting and to exercise their rights before and during the Annual General Meeting, the Company has to process personal data from 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 data subjects under the GDPR can be found on the website: www.lufthansagroup.com/en/service/privacy.html.

5. Rights of shareholders

a) Motions to supplement 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-rata amount of EUR 500,000 (the latter 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 or in electronic form in accordance with Section 126a German Civil Code (*Bürgerliches Gesetzbuch* – BGB) and must be received by the Company no later than **5 April 2025 (24:00 hrs)**. Any new item for the agenda must be accompanied by a statement of reasons or a resolution proposal. Shareholders are requested to use the contact details below to make such a request:

by mail (written form):
 Deutsche Lufthansa Aktiengesellschaft
 – Executive Board –
 Attn: Investor Relations (HV) FRA CW
 Lufthansa Aviation Center
 Airportring
 60546 Frankfurt

or by e-mail (adding the name(s) of the requesting shareholder(s) with a qualified digital signature) to: **hv-service@dlh.de**

Persons submitting motions must prove that they have been holders of the shares for at least 90 days prior to the day that the request was received, and that they will continue to hold the shares until the decision by the Executive Board on such motion. With regard to calculating this 90-day period, Section 70 AktG provides for certain crediting options to which explicit reference is made herewith.

Any supplements to the agenda requiring publication will be published – unless they were already published when the meeting was convened – in the Federal Gazette (*Bundesanzeiger*) immediately upon receipt of the motion, including the name and place of residence or registered office of the person submitting the motion. They will also be published at the website address www.lufthansagroup.com/agm and shareholders be notified accordingly.

b) Shareholders' motions and nominations under Sections 126 (1) and 127 AktG

By no later than **21 April 2025 (24:00 hrs)** (arriving), shareholders may send the Company motions, stating their names, against a proposal made by the Executive Board and/or the Supervisory Board on a specific agenda item pursuant to Section 126 (1) AktG and, stating their names, nominations for the election of Supervisory Board members or auditors pursuant to Section 127 AktG. No reasons need to be stated for shareholders' nominations. Such motions and/or nominations 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
60546 Frankfurt

or e-mail: hv-service@dlh.de

Any motions and/or nominations sent to any other address will not be considered.

Any shareholder motions and/or nominations that require to be made accessible will be published immediately upon receipt at the following website address:

 www.lufthansagroup.com/agm

Nominations by shareholders do not need to be made accessible if they do not contain the following information: Name, practised profession, place of residence of the proposed candidate and, in the case of nominations for members of the Supervisory Board, the information pursuant to Section 125 (1) sentence 5 AktG. Any comments from the management are likewise made accessible at the aforementioned website address.

Motions or nominations by shareholders that are to be made accessible pursuant to Section 126 AktG or Section 127 AktG will be deemed to have been made at the time they are made accessible pursuant to Section 126 (4) AktG. Shareholders who have duly registered for the Annual General Meeting may exercise their voting rights on these motions. Unless the applicant is registered in the share register as a shareholder of the Company and has duly registered for the General Meeting, the application need not be dealt with at the General Meeting.

c) Submission of statements

Shareholders who have duly registered may submit statements on the items on the agenda by electronic communication prior to the Annual General Meeting. Such statements must be in text form and may be sent exclusively by e-mail to the following address:

hv-service@dlh.de

The statements must be received at the above address no later than **30 April 2025 (24:00 hrs)** and should be kept to a reasonable length to allow the other shareholders to properly review the statements.

Statements to be made accessible will be published, including the name and place of residence or registered office of the submitting party, in the online service for duly registered shareholders and their proxies by **1 May 2025 (24:00 hrs)** at the latest. Any statements by the management will also be published in the online service. Any questions, motions, election nominations and objections to resolutions of the general meeting contained in a statement will not be considered. Such questions etc. are to be submitted or made or declared exclusively by the means separately indicated in this convening notice.

The Company reserves the right, in particular, not to publish statements with insulting, discriminatory, criminally relevant or obviously false or misleading content, as well as those without any reference to the agenda or in a language other than German.

d) Shareholders' right to information via electronic communication

During the Annual General Meeting, shareholders or shareholder proxies may, pursuant to Section 131 (1) AktG, request information from the Executive Board on the Company's affairs, the Company's legal and business relations with affiliated undertakings, and the situation of the Group and the undertakings included in the consolidated financial statements, to the extent that such information is necessary for the proper assessment of an item on the agenda and no right to refuse to provide information applies. The rights to refuse to provide information are listed in Section 131 (3) AktG.

Pursuant to Section 131 (1d) AktG, every shareholder connected electronically to the Annual General Meeting has the right to ask questions at the Annual General Meeting by means of electronic communication regarding all answers provided by the Executive Board.

It is intended that the chairman of the meeting will stipulate in accordance with Section 131 (1f) AktG that the aforementioned right to information pursuant to Section 131 (1) AktG and the right to ask questions pursuant to Section 131 (1d) AktG can only be exercised at the Annual

General Meeting by means of video communication via the online service. No other submission of questions by way of electronic or other communication is provided for during the Annual General Meeting.

Pursuant to Section 131 (4) AktG, if information has been provided to shareholders outside of the Annual General Meeting in their capacity as shareholders, such information is to be provided to any other shareholder at the General Meeting upon request, even if such information is not necessary for the proper assessment of an item on the agenda. Please note that in the context of the virtual Annual General Meeting, a request pursuant to Section 131 (4) sentence 1 AktG can only be submitted by shareholders connected electronically to the Annual General Meeting by means of electronic communication via the online service.

Pursuant to § 131 (5) sentence 1 AktG, shareholders who have been denied information may request that their question and the reason for which the information was denied be recorded in the minutes of the General Meeting. Please note that in the context of the virtual Annual General Meeting, a request pursuant to Section 131 (5) sentence 1 AktG can only be submitted by shareholders connected electronically to the Annual General Meeting by means of electronic communication via the online service.

e) Right to speak

At the Annual General Meeting, the shareholders and their proxies who have duly registered and who are electronically connected to the Annual General Meeting have the right to speak by way of video communication pursuant to Section 130a (5) AktG.

Upon request by the chairman of the meeting, speaking contributions must be registered via the online service during the Annual General Meeting. Motions and election nominations pursuant to Section 118a (1) sentence 2 no. 3 AktG, information requests pursuant to Section 131 (1) AktG and follow-up questions pursuant to Section 131 (1d) AktG may form part of the speaking contribution.

The Chairman of the meeting will explain in more detail the procedure for requesting to speak and speaking at the Annual General Meeting. The Company reserves the right to check the functionality of the video communication between the shareholder and the Company at the Annual General Meeting and prior to the speaking contribution and to reject the latter pursuant to Section 130a (6) AktG if the functionality is not ensured. The minimum technical requirements for a live video connection are therefore an internet-capable device with camera and microphone as well as a stable internet connection. Recommendations for the optimal functioning of video communication can be found at www.lufthansagroup.com/agm.

f) Possibility of objections against resolutions of the Annual General Meeting

The shareholders and their proxies who have duly registered for the Annual General Meeting and who are electronically connected to the meeting have the right, pursuant to Sections 118a (1) sentence 2 no. 8, 245 no. 1 AktG, to declare their objection to resolutions of the Annual General Meeting by way of electronic communication for the record of the notary public.

Such objection may be declared from the beginning to the end of the Annual General Meeting via the online service at the website address www.lufthansagroup.com/agm-service.

6. Publications on the Company's website

The content of this convening notice, including the total number of shares and voting rights at the time of convening (cf. → **Section C) No. 1**), as well as the documents to be made accessible to the General Meeting and any shareholder motions for supplementing the agenda that must be made accessible as to the Annual General Meeting without delay pursuant to Section 122 (2) AktG and election nominations pursuant to Sections 126, 127 AktG are available for retrieval at the website address www.lufthansagroup.com/agm. After the Annual General Meeting, the voting results will be made accessible at the same website address.

In addition, the Company will make the main content of the report of the Executive Board available on the website before the Annual General Meeting.

7. Time specifications in this convocation

Unless expressly stated otherwise, all times specified in this convocation of the Annual General Meeting are Central European Summer Time (CEST) as applicable in Germany.

Cologne, in March 2025

Deutsche Lufthansa Aktiengesellschaft
The Executive Board

D) SUPPLEMENTARY INFORMATION ON THE AGENDA ITEMS

1. 2024 REMUNERATION REPORT

The remuneration report prepared by the Executive Board and Supervisory Board provides detailed and individualised information on the remuneration granted and owed to current and former members of the Executive Board and Supervisory Board of Deutsche Lufthansa AG in the 2024 financial year and on the target remuneration promised for the 2024 financial year. The remuneration report is presented on the Company's website at www.lufthansagroup.com/agm and complies with the requirements of Section 162 AktG as well as the relevant accounting regulations (HGB, IFRS).

2. INFORMATION ON THE SUPERVISORY BOARD CANDIDATES PROPOSED FOR ELECTION UNDER AGENDA ITEM 7

Below, with regard to the election nominations under → **agenda item 7**, CVs providing information on the relevant knowledge, skills and professional experience of the proposed candidates are provided. Furthermore, it is also indicated which memberships the proposed candidates hold on other statutory supervisory boards and on comparable domestic and foreign supervisory bodies of business enterprises.

Erich Clementi



Rye, New York, USA

* 5 December 1958

Nationality: Italian, US-American

Chairman of the Supervisory Board E.ON SE

Education

1982: Master of Business Administration at Leopold Franzens University, Innsbruck

Professional experience

1984-2019: IBM, responsibility in various roles and countries in the areas of sales, strategy, product and business services, in particular

2009-2011: Vice President Corporate Strategy IBM

2011-2015: Senior Vice President, head of IBM's largest business unit, IBM Global Technology Services, which produces and markets all of IBM's IT services worldwide

2015-2017: Senior Vice President Global markets and Chairman IBM Europe, with regional responsibility for all IBM business in North America and Europe

2017-2019: Senior Vice President Global Integrated Accounts and Chairman IBM Europe

Since 2016: Member of the Supervisory Board of E.ON SE (since May 2023 Chairman)

Since 5 May 2020 Member of the Supervisory Board of Deutsche Lufthansa AG, elected until the Annual General Meeting 2025.

Current mandates

Membership of domestic supervisory boards required by statutory law:

— E.ON SE (Chairman)¹

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

— None

Dr. Alexis von Hoensbroech



Calgary, Canada

* 3 October 1970

Nationality: German

Chief Executive Officer WestJet Airlines

Education

1995–1999: Doctorate, Max Planck Institute for Radio Astronomy, Bonn

1990–1995: Studies of Physics, University of Bonn

Professional experience

1999–2005: Project Leader Boston Consulting Group, Munich and Tokyo

2005–2009: Head of Strategy & Investments, Lufthansa Passage, Frankfurt

2009–2010: Project Leader Integration Management, Deutsche Lufthansa AG, Frankfurt

2010–2014: Head of Commercial Hub Frankfurt, Lufthansa Passage, Frankfurt

2014–2018: Executive Board Member, Products and Sales, Lufthansa Cargo AG, Frankfurt

2018–2021: Chief Executive Officer and Chief Financial Officer Austrian Airlines AG, Vienna

Since 2022: Chief Executive Officer WestJet Airlines, Calgary

Current mandates

Membership of domestic supervisory boards required by statutory law:

– None

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

– None

Dr. Astrid Stange

Witten

* 27 December 1965

Nationality: German

CEO ELEMENT Insurance AG

Education

1984–1989: Studies of economics, Ruhr University Bochum

1993: Doctorate, Technical University of Braunschweig (Dr. rer. pol.)

Professional experience

1990–1993: Research assistant, Technical University of Braunschweig

1993–1995: Assistant to the CFO Publisher/Bookclubs DACH/CEE, Bertelsmann Buch AG

1995–1998: Head of Direct Marketing Services DACH Region, Bertelsmann Bookclub Germany

1998–2014: Senior Partner and Managing Director, The Boston Consulting Group GmbH

2014–2017: Executive Board member responsible for Strategy, Human Resources, Organisation and Customer Management, AXA Versicherung AG

2017–2021: Group Chief Operating Officer, Member of the Management Committee, AXA SA

2018–2021: CEO AXA Group Operations SAS

Since 2022: CEO ELEMENT Insurance AG

Since 5 May 2020 Member of the Supervisory Board of Deutsche Lufthansa AG, elected until the Annual General Meeting 2025.

Current mandates

Membership of domestic supervisory boards required by statutory law:

– None

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

– Sampo plc, Finland¹

– Moody's Investors Service Ltd., UK

Angela Titzrath



Hamburg
* 30 April 1966
Nationality: German

CEO Hamburger Hafen und Logistik AG

Education

1986-1991: Studies in economics and Romanic Philology, Ruhr University Bochum, Perugia (Italy) and Coimbra (Portugal)

Professional experience

1991-1994: Head of Operational and Strategic Controlling, Mercedes-Benz Rome

1994-1995: Assistant to the Chief Financial and Insurance Officer, Head of Internal and External Communications, Debis AG

1996-1999: CEO Mercedes-Benz Credit of Canada, Toronto, Member of the Management Board Mercedes-Benz Credit Corporation, USA

1999-2000: European Managing Director, Daimler Chrysler Bank

2000-2002: Divisional Management Group Strategy, Daimler Chrysler AG

2002-2005: Member of the management of the production plant Mercedes-Benz, Spain

2005-2011: Vice President Executive Management Development, Daimler AG

2011-2012: Member of the Management Board, Director of Sales, Buses Division, Daimler AG

2012-2014: Member of the Executive Board, Personnel and Labor Director, Deutsche Post AG

2014-2016: Management consultant for investments and start-ups

Since 2016: Member of the Executive Board Hamburger Hafen und Logistik AG, since 2017 CEO

Since 2 September 2020 Member of the Supervisory Board of Deutsche Lufthansa AG, elected until the Annual General Meeting 2025.

Current mandates

Membership of domestic supervisory boards required by statutory law:

- Evonik Industries AG¹
- Talanx AG¹
- HDI V.a.G.

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

- Metrans a.s., Czech Republic²

¹ Publicly listed company

² Other group mandate