Lufthansa Group Corporate Governance Karl-Ludwig Kley, Chairman of the Supervisory Board

April 2023

Agenda

1	Introduction	Pages 3-4
2	Supervisory Board and Committee Work	Pages 5-14
3	Corporate Responsibility	Pages 15-19
4	Management Remuneration	Pages 20-23
5	Annual General Meeting 2023	Pages 24-25

Corporate Governance Presentation April 2023 Page 2

1 Introduction

Lufthansa Group leaves crisis behind in 2022



Return to around EUR 1.5bn of operating profit

Logistics and MRO generate record results

Fast and steep operational ramp-up

Cost inflation mitigated successfully

Repayment of all stabilization measures

Significant debt reduction

Corporate Governance Presentation April 2023 Page 3

1 Introduction

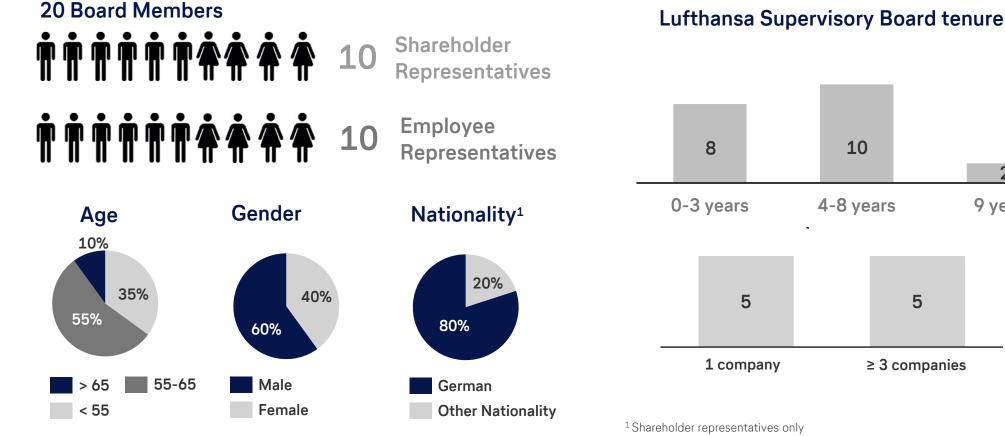
LUFTHANSA GROUP

The Group's transformation will drive the achievement of its 2024 targets



Corporate Governance Presentation April 2023 Page 4

Lufthansa Supervisory Board – Experienced, Diverse and Independent



² Other companies outside Lufthansa Group

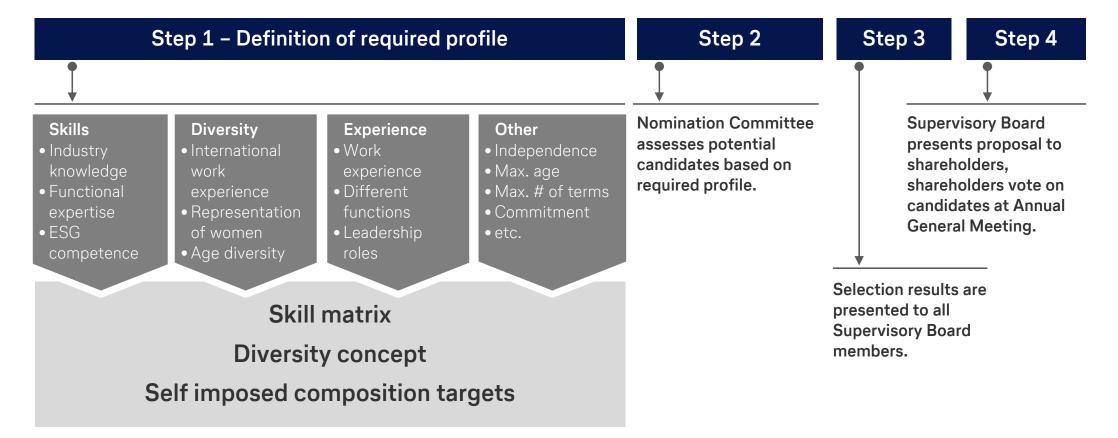
Corporate Governance Presentation April 2023 Page 5

LUFTHANSA GROUP

2

9 years

Clearly defined Supervisory Board nomination process¹



¹Shareholder representatives only

Corporate Governance Presentation April 2023 Page 6

Shareholder representatives cover the targeted skill set and diversity criteria



Karl-Ludwig Kley Chairman of the Supervisory Board Born 1951, German Member since 2013

Extensive leadership and supervisory board experience



Erich Clementi Born 1958, Italian Member since 2020

Financial expert

Expert in digital transformation and strategy ESG expert



Carsten Knobel Born 1969, German Member since 2018

Financial expert

Harald Krüger Born 1965, German Member since 2020

Extensive leadership and board experience Financial expert

Miriam Sapiro Born 1960, US American Member since 2017

International expert in government affairs and strategy ESG expert



Britta Seeger Born 1969, German Member since 2021

Marketing and Sales expert, comprehensive international leadership experience



Astrid Stange Born 1965, German Member since 2020

IT/digital expert, comprehensive international leadership experience



Born 1966, German Member since 2020

Angela Titzrath

Logistics expert, extensive leadership experience ESG expert

LUFTHANSA GROUP



Born 1958, German Member since 2020

Thomas Enders

Aviation expert with extensive leadership experience



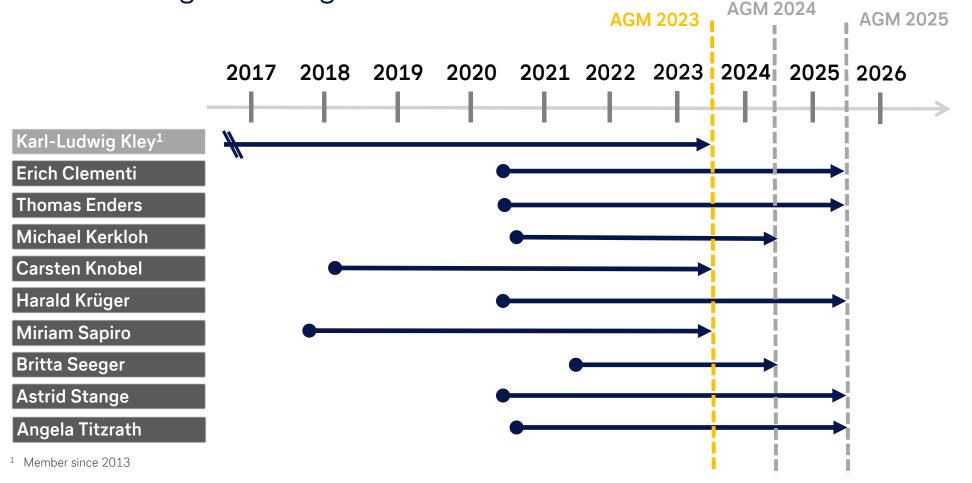
Michael Kerkloh Born 1953, German Member since 2020

Aviation expert

Corporate Governance Presentation April 2023 Page 7

2 Supervisory Board and Committee Work

Staggered Board and introduction of three year term for all new members facilitates regular change



Corporate Governance Presentation April 2023 Page 8

Group of employee representatives headed by experienced chair



Christine Behle Deputy Chairman of the Supervisory Board Born 1968, German Member since 2013

Deputy Chairwoman of the Federal Management Board of the Union Ver.di



Alexander Behrens Born 1974, German Member since 2018

Flight attendant Member of the Union UFO e.V.



Jörg Cebulla Born 1966, German Member since 2015

Flight Captain



Jürgen Jennerke Born 1964, German Member since 2020

Cargo handler

Corporate Governance Presentation April 2023 Page 9



Holger Benjamin Koch Born 1976, German Member since 2018

Senior Director Airport/Industry Charges & Commercial Provider Management

Birgit Rohleder Born 1960, German Member since 2018



Ilja Schulz Born 1967, German Member since 2018

Airport Services

Flight Captain Member of the Union Vereinigung Cockpit

Teamlead IT Application Management



Birgit Spineux Born 1965, German Member since 2021

Purser

Purser





Klaus Winkler Born 1973. German Member since 2018

Engine mechanic



Skills profile of members ensures governance & Committee Work (I)

		Karl- Ludwig Kley	Christine Behle	Alexander Behrens	Jörg Cebulla	Erich Clementi	Thomas Enders	Jürgen Jennerke	Michael Kerkloh	Carsten Knobel	Holger Benjamin Koch
Membership length	Member since	07.05.2013	07.05.2013	08.05.2018	08.11.2015	05.05.2020	05.05.2020	08.12.2020	02.09.2020	09.01.2018	08.05.2018
Personal aptitude	Independence ¹	1	***	***	***	1	1	***	1	1	***
	No overboarding ²	~	~	~	~	~	1	~	~	~	~
Diversity	Date of birth	11.06.1951	12.07.1968	05.03.1974	29.06.1966	05.12.1958	21.12.1958	20.04.1964	05.07.1953	11.01.1969	08.10.1976
	Gender	male	female	male	male	male	male	male	male	male	male
	Nationality	German	German	German	German	ltalian / US-ameri.	German	German	German	German	German
International experience		~	~	~		~	~		~	~	1
Professional	Air traffic	1	~	1	✓		1	1	1		~
aptitude	Marketing / sales / customers / brand management					~	~		~	~	
	Politics / Association work		~	~	~	~	~		~	~	~
	Management / CEO experience	~				~	~	_	~	~	
	Supervision of companies	~	~		~	~	~	~	~	~	-
	Accounting	✓								~	~
	Auditing	1								✓	0
	Internal control procedures & capital markets	~			~				~	~	*
	Digitisation / IT		~			~	~			~	
	Personal / Organisation		~			~		~	~		~
	Sustainability / ESG		✓	~		~	1		~	~	~
	Legal & Compliance	~								1	1

✓ Criterion is met. The criteria regarding the professional aptitude are based on the selfassessment by the Supervisory Board members. A tick means at least "good knowledge" and therefore the aptitude, based on already available qualifications that have been acquired in their role as Supervisory Board member or through regularly attending training courses, to understand and decide on relevant issues.

April 2023

Corporate Governance Presentation 1 According to the German Corporate Governance Code, based on the assessment of the shareholder representatives of the Supervisory Board. ² According to Section 100 (5) AktG and the recommendations of the German Corporate Governance Code.

Page 10

*** In accordance with the German Corporate Governance Code, the employee representatives' indication of independence is not required.

Skills profile of members ensures governance & Committee Work (II)

		Harald Krüger	Birgit Rohleder	Miriam Sapiro	llja Schulz	Britta Seeger	Birgit Spineux	Astrid Stange	Olivia Stelz	Angela Titzrath	Klaus Winkler
Membership length	Member since	05.05.2020	08.05.2018	24.10.2017	08.05.2018	04.05.2021	01.01.2021	05.05.2020	08.05.2018	02.09.2020	08.05.2018
Personal aptitude	Independence ¹	~	***	✓	***	~	***	1	***	1	***
	No overboarding ²	✓	✓	✓	~	✓	✓	1	✓		~
Diversity	Date of birth	13.10.1965	21.09.1960	23.08.1960	28.10.1967	25.09.1969	05.06.1965	27.12.1965	20.03.1971	30.04.1966	29.12.1973
	Gender	male	female	female	male	female	female	female	female	female	male
	Nationality	German	German	US-ameri.	German	German	German	German	German	German	German
International experience		~		~	~	~		~		~	
Professional	Air traffic		1		✓		✓		1		1
aptitude	Marketing / sales / customers / brand management	~		~		~		~	~	~	
	Politics / Association work	~	~	~	~		~	~	~	~	
	Management / CEO experience	~		~		~		~		~	
	Supervision of companies	~		~		~		~		~	
	Accounting	✓						✓			
	Auditing	~									
	Internal control procedures & capital markets	~						~		~	
	Digitisation / IT	✓	✓			1		~		~	
	Personal / Organisation	✓	~		~	✓		✓		✓	
	Sustainability / ESG	~		✓				~		~	
	Legal & Compliance	-		1						×	-

✓ Criterion is met. The criteria regarding the professional aptitude are based on the selfassessment by the Supervisory Board members. A tick means at least "good knowledge" and therefore the aptitude, based on already available qualifications that have been acquired in their role as Supervisory Board member or through regularly attending training courses, to understand and decide on relevant issues.

Corporate Governance Presentation April 2023 ¹ According to the German Corporate Governance Code, based on the assessment of the shareholder representatives of the Supervisory Board.

² According to Section 100 (5) AktG and the recommendations of the German Corporate Governance Code.

Page 11

*** In accordance with the German Corporate Governance Code, the employee representatives' indication of independence is not required.



Committees support the work of the Supervisory Board

Steering and Remuneration Committee

Prepares the Supervisory Board's meetings and decisions, among other things with regard to Executive Board appointments and remuneration

Karl-Ludwig Kley, Chair

- Christine Behle, Deputy Chair
- Thomas Enders
- Ilja Schulz

Audit Committee

Monitors the financial accounting including the non-financial reporting on corporate social responsibility, the internal control, compliance and risk management systems as well as the external auditing.

Members

- Harald Krüger, Chair
 Alexander Behrens
- Jörg Cebulla
- Michael Kerkloh
- Carsten Knobel
- Klaus Winkler

Corporate Governance Presentation April 2023 Page 12



Nomination Committee

Recommends to the Supervisory Board candidates for election to the Supervisory Board by the Annual Shareholders Meeting

Karl-Ludwig Kley, Chair
 Thomas Enders
 Harald Krüger

Members

Members

ESG Committee



Advises the Supervisory Board, its committees and the Executive Board on issues relating to sustainable corporate governance and the integration of ESG into the company's strategy and business activities.

- Erich Clementi, Chair
- Holger Benjamin Koch
- Ilja Schulz
- Angela Titzrath

2 Supervisory Board and Committee Work

Supervisory and Executive Board met on a regular basis also in 2022

Attendance of Supervisory Board and committee meetings 2022

Supervisory Board
5 Meetings in 2022
Steering and Remuneration Committee
+ 6 Meetings in 2022
Audit Committee
+ 5 Meetings in 2022
Nomination Committee
+ 1 Meeting in 2022
Executive Board:
33 Meetings in 2022
4 Information events for Supervisory Board members (incl. IT & Digitization, EU Taxonomy,
other Lufthansa-specific topics)
arnorate Governance Precentation

Corporate Governance Presentation April 2023 Page 13

Supervisory Board Member	Board Meeting	Steering & Remuneration Committee	Audit Committee	Nomination Committee
Karl-Ludwig Kley	5 / 5	6 / 6		1 / 1
Christine Behle	5 / 5	6 / 6		
Alexander Behrens	5 / 5		5 / 5	
Jörg Cebulla	5 / 5		5 / 5	
Erich Clementi	5 / 5			
Thomas Enders	5 / 5	6 / 6		1 / 1
Jürgen Jennerke	5 / 5			
Michael Kerkloh	5 / 5		5 / 5	
Carsten Knobel	5 / 5		5 / 5	
Holger Benjamin Koch	4 / 5			
Harald Krüger	5 / 5		5 / 5	1 / 1
Birgit Rohleder	5 / 5			
Miriam Sapiro	5 / 5			
Ilja Schulz	5 / 5	6 / 6		
Britta Seeger	5 / 5			
Birgit Spineux	5 / 5			
Astrid Stange	5 / 5			
Olivia Stelz	5 / 5			Overall ettender
Angela Titzrath	5 / 5			Overall attendar
Klaus Winkler	5 / 5		5 / 5	

LUFTHANSA GROUP

99%

Regular self-evaluation is the basis for continuous improvements



- The Supervisory Board conducts annual self-evaluations
- All Supervisory Members provide feedback based on a **detailed questionnaire**
- Includes a **360° feedback from the Executive Board** every two years
- The Chairman conducts **bilateral meetings** with each Supervisory Board **Member** every **two years**
- The results are presented to and discussed by the Supervisory Board
- New Supervisory Board Committee with focus on ESG topics formed as of January 1, 2023
- Improved information flow to the whole Supervisory Board between the meetings
- Improved onboarding process for new Supervisory Board members
- The work of the Supervisory Board is perceived to be at a consistently high level overall

The Supervisory Board is actively involved in the strategy process

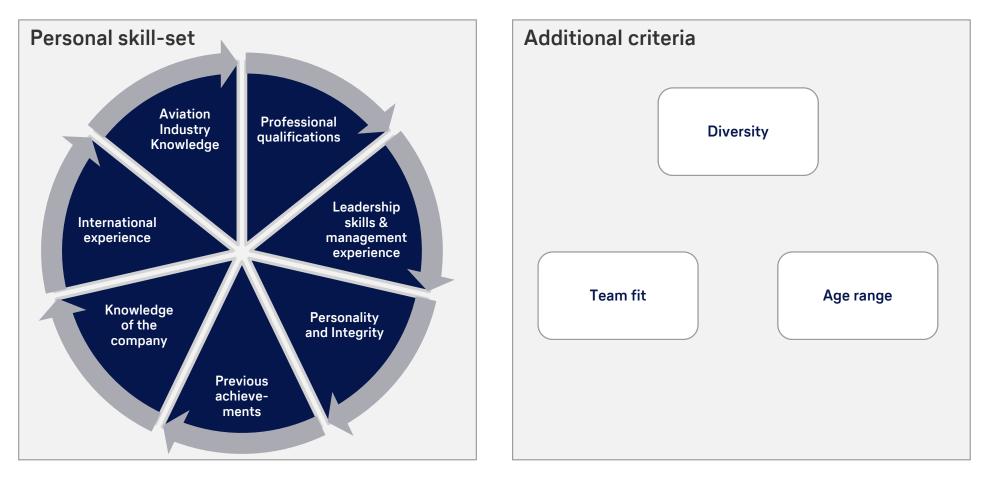
Two Board meetings per annum focused on strategy: In September, the Supervisory Board discusses the strategy with the Executive Board, in December it approves the strategy, the budget and mid-term planning

	Q1/2022	Q2/2022	Q3/2022	Q4/2022
Supervisory Board Meetings	*	\bigotimes^{\star}	Strategy Dis	Strategy approval Mid-term planning / Capital Allocation
Audit Committee Meetings	\diamond	\diamond	\diamond	Mid-term planning / Capital Allocation
Chairman of the Supervisory Board	Continuou	s exchange between th	ne CEO and the Chairma	an of the Supervisory Board

* Additional strategy coverage if required.

Corporate Governance Presentation April 2023 Page 15

The selection of Executive Board members is guided by a comprehensive set of criteria



Corporate Governance Presentation April 2023 Page 16

Sustainability is an integral part of the Group's strategy and management

- New ESG Committee of the Supervisory Board as of January 1, 2023
- Christina Foerster holds direct responsibility for Corporate Responsibility on Executive Board level since 2020
- Sustainability KPIs are part of executive remuneration
- Annual sustainability reporting in accordance with GRI, considering SDGs
- TCFD and SASB disclosures added in 2021

Responsible and sustainable management of resources, the environment, employees and suppliers is the **prerequisite for** long-term **financial stability and attractiveness** for customers, investors, employees and partners.

1 Economic sustainability Corporate Product citizenship responsibility Corporate Responsibility Climate and Social environmental responsibility responsibility İİİ Corporate governance and compliance §

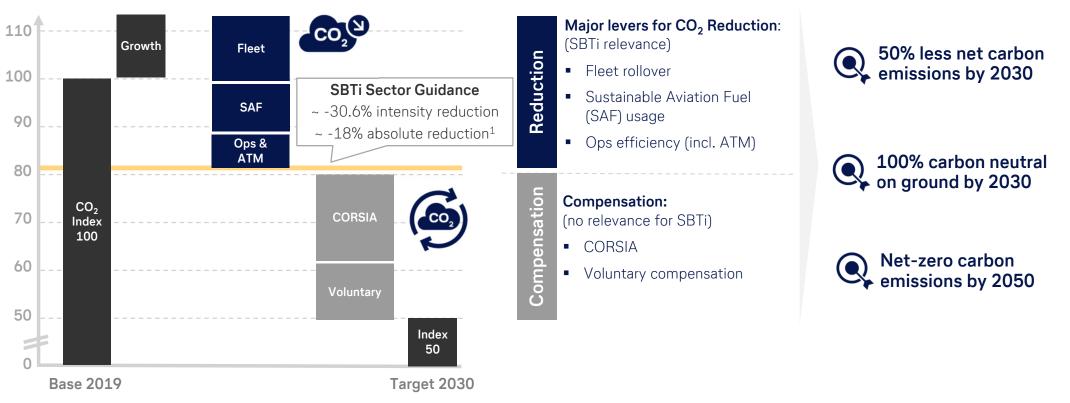
Corporate Governance Presentation April 2023 Page 17

3 Corporate Responsibility

LUFTHANSA GROUP

Group's emission reduction targets successfully validated by Science Based Targets initiative (SBTi)

Index LHG CO₂ Emissions (not to scale)



¹ Based on current industry growth assumptions

Corporate Governance Presentation

April 2023 Page 18

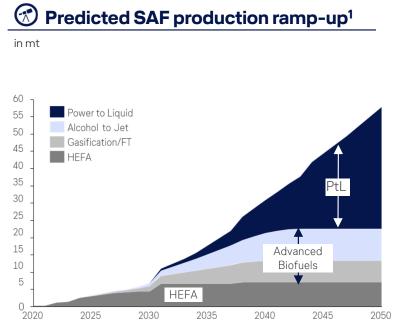
3

SAFs will play a key role in reducing the Group's emissions



¹ Source: WEF Clean Skies for Tomorrow, McKinsey

Corporate Governance Presentation April 2023 Page 19



The availability of SAFs is projected to increase significantly, costs are expected to moderate

Various partnerships to support research and development, pilot customer for the first industrially produced PtL fuel in Germany

Group is the largest buyer of SAFs in Europe, commitment to invest USD 250m until 2024 in response to growing customer demand

Lufthansa Group scores well in relevant sustainability rankings

MSCI ESG RATINGS	 Improvement from BBB (2017-2020) to AA (2022) due to strong business ethics practices Leader among 16 companies in the airline industry Robust carbon reduction efforts 	
CCC B BB BBB A AA AAA	 Labor management: unions protest Product safety and quality: lawsuits refunds and criticism 	
SUSTAINALYTICS 27.5	 Above-industry average Strong corporate governance performance 	
Medium Risk	 Medium exposure to human capital risk (large workforce, difficult labor relations , controversies) High exposure on own carbon emissions 	
	 Above average disclosure of CO₂ footprint (A rating), Corporate Governance 	
DISCLOSURE INSIGHT ACTION	 Value chain engagement Lack of progress in reducing emissions 	
4 3	 In top half in the sector Particularly good environmental management 	
Vigeoris Score on 100	 Local pollution, health & safety, management of social risks in value chain Transparency in tax payments 	

3 Corporate Responsibility

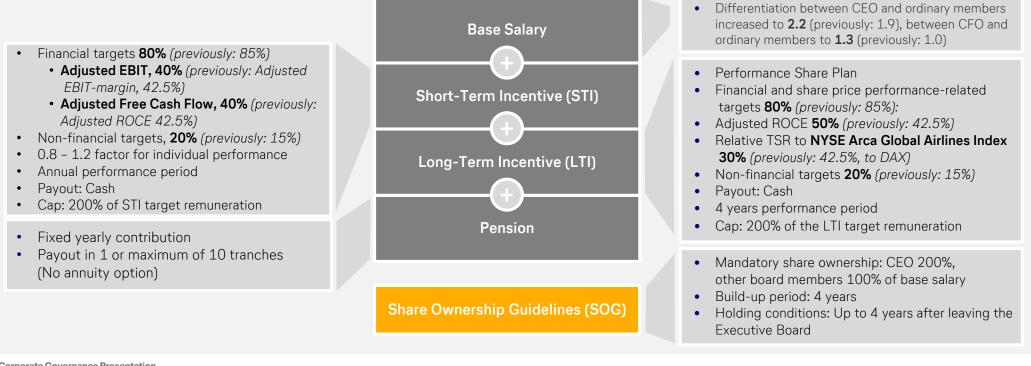
Further increased focus on cyber security to protect the business and our customers

	Cyber Resilient C	Major Achievements 2022					
Technical security baseline	Cyber defense (detection and response)	Usability, culture and simplification	Future focus	 Log-file analysis of aircraft IT-components contribute to the "entry into service" of the e-enabled aircraft types B7X7 			
 Definition of standards Implementation support Solution portfolio Assuring implementation 	 Extended system monitoring Efficient incident response 	 Improved usability and simplicity Solution portfolio Awareness and skill training 	 Enabling security by design for ongoing and future transformations 	 Cyber Defence Centre (CDC) increased range of LHG IT-platforms to cover predictive analysis and incident handling. Powerful solution protects administrative access rights, which would enable attackers to take control over IT platforms (PAM) Improved Cyber Security resiliency index (730/900)¹ Secure Software Development: 740+ 			
Organization • em	IT Sociurity trainings par month						
Governance12 AOCs enabled to fulfil the major requirement of Aviation Cyber Regulation EU DVO 2019/1583							
Partnering • pro	viding resources – interna		¹ 250 – 900 index range: higher index indicates better security performance				

AGM to resolve on changes to the Executive Board compensation system

- Remuneration system reinstated after the end of the stabilization measures
- Adjustment of variable remuneration to set growth incentives and strengthen sustainable management
- Annual General Meeting 2023 will resolve on all material changes to the compensation system

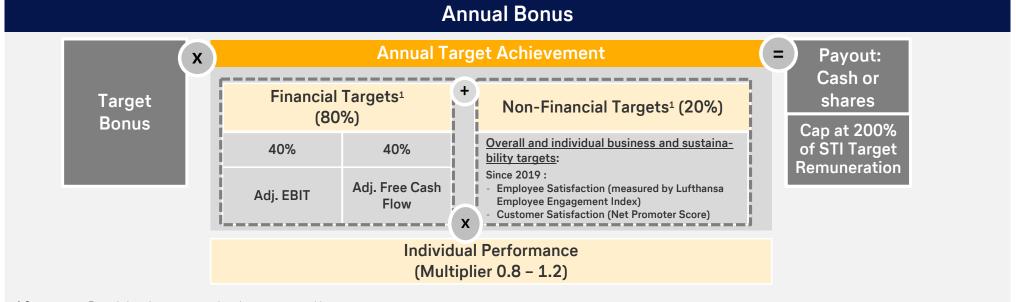
Overview of compensation elements & proposed changes



Corporate Governance Presentation April 2023 Page 22

Proposed changes shown in bold

STI considers financial and non-financial targets as well as individual performance Subject to AGM resolution



¹ Supervisory Board decides on target levels on an annual basis.

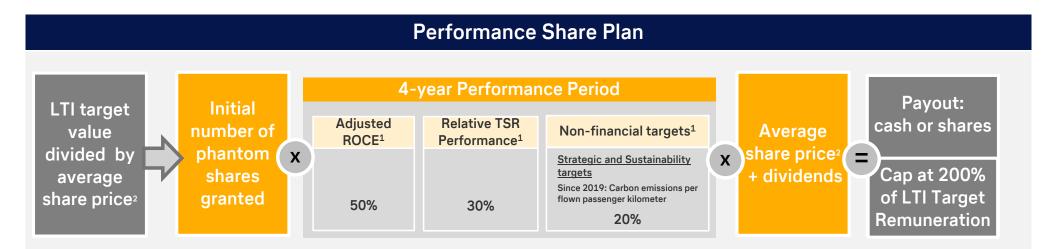
- Rationale Adjusted EBIT and Adjusted Free Cash Flow are the key performance indicators of Lufthansa Group •
 - Adjusted Free Cash Flow essential to further reduce remaining crisis-related debt •
 - Multiplier enables differentiation of payouts according to individual performance ٠

Management Remuneration

Management Remuneration

Subject to AGM resolution

Long-Term Incentive (LTI) aligns interests of management and shareholders



¹ Supervisory Board sets target values on an annual basis.

 $^{2}\,\text{Average}$ share price over 60 trading days.

- The Performance Share Plan focuses on share price performance and dividends paid to promote a shareholder-oriented culture
- TSR relative to the NYSE Arca Global Airlines Index aligns management incentives with the interests of shareholders
- Integration of sustainability criteria in STI & LTI with a weighting of 20% underlines the importance of sustainable management

Corporate Governance Presentation April 2023 Page 24

Rationale

Supervisory Board remuneration is fixed and based on committee work

Base compensation:

- Chairman: € 240,000
- Deputy Chairman: € 120,000
- Ordinary members: € 80,000

Committee chair:

- Audit Committee: additional € 60,000
- Other Committees: additional € 40,000

Committee member:

- Audit Committee: additional € 30,000
- Other Committees: additional € 20,000

	Co	mpensation 202	2	Compensation 2021			
		Committee			Committee		
in€thousands	Fixed	activities	Total	Fixed	activities	Total	
Karl-Ludwig Kley	240	60	300	240	60	300	
Christine Behle	120	20	140	120	20	140	
Alexander Behrens	80	30	110	80	30	110	
Jörg Cebulla	80	30	110	80	30	110	
Erich Clementi	80	-	80	80	-	80	
Thomas Enders	80	40	120	80	40	120	
Jürgen Jennerke	80	-	80	80	-	80	
Michael Kerkloh	80	30	110	80	30	110	
Carsten Knobel	80	30	110	80	30	110	
Holger Benjamin Koch	80	-	80	80	-	80	
Harald Krüger	80	80	160	80	60	140	
Birgit Rohleder	80	-	80	80	-	80	
Viriam Sapiro	80	-	80	80	-	80	
lja Schulz	80	20	100	80	20	100	
Britta Seeger (seit 04.05.2021)	80	-	80	53	-	53	
Birgit Spineux	80	-	80	80	-	80	
Astrid Stange	80	-	80	80	-	80	
Dlivia Stelz	80	-	80	80	-	80	
Stephan Sturm (bis 04.05.2021)	-	-	-	27	20	47	
Angela Titzrath	80	-	80	80	-	80	
Klaus Winkler	80	30	110	80	30	110	
Total	1.800	370	2.170	1.800	370	2.170	

Supervisory Board remuneration system currently under review

Corporate Governance Presentation April 2023 Page 25

Π

4

Proposal for adjustment of Supervisory Board remuneration

- Supervisory Board remuneration essentially unchanged since 2013
- ► AGM approval in May 2023
- Adjustments effective January 1, 2023

	Current remune	eration	system		Propose	ed change	
Annual fixed remuneration	Chairman of the Supervisory Board Deputy Chairman of the Supervisory Board Member of the Supervisory Board Ratio:		240,000 € 120,000 € 80,000 € 3:1.5:1	Chairman of the Supervisory Board Deputy Chairman of the Supervisory B Member of the Supervisory Board Ratio:		, pervisory Board	300,000 € 150,000 € 100,000 € 3:1.5:1
Committee remuneration (p.a.)*	Audit Committee: Steering Committee: Further committees:	Chairman 60,000 € 40,000 € 40,000 €	Member 30,000 € 20,000 € 20,000 €		Audit Committee: Steering Committee*: Further committees: → Limitation to max. two co	Chairman 100.000 € 100.000 € 50.000 € pmmittee fees	Member 50.000 € 50.000 € 25.000 €
Attendance fee 500 € for each personal participation in a meeting				No attendance fee			

* The current Chairman and the current Deputy Chairmwoman of the Supervisory Board have declared that 50% of the additional remuneration for the membership in the Steering Committee is to be credited against the fixes annual remuneration.

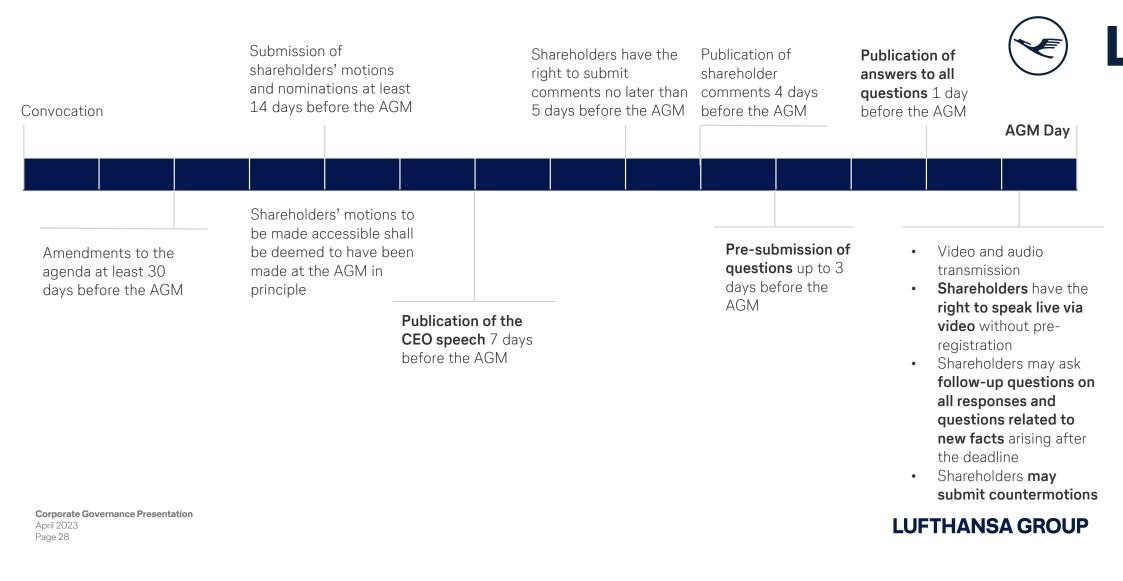
LUFTHANSA GROUP

Corporate Governance Presentation April 2023 Page 26

Virtual format of AGM on May 9, 2023 will preserve all shareholder rights

- German Stock Corporation Act (AktG) has established a new legal framework for virtual AGMs, ensuring that all shareholder rights are safeguarded
- Modern and future-oriented format creates additional opportunities for shareholders to participate, in particular for international investors
- Virtual format increases number of participants at the same time lowers emissions
- The amendment to the Articles of Association to introduce the virtual AGM will be limited to a period of two years
- Other key agenda items: Approval of the remuneration report and the Executive and Supervisory Board remuneration systems, election of three Supervisory Board members

AGM format ensures a high-quality dialogue with our shareholders

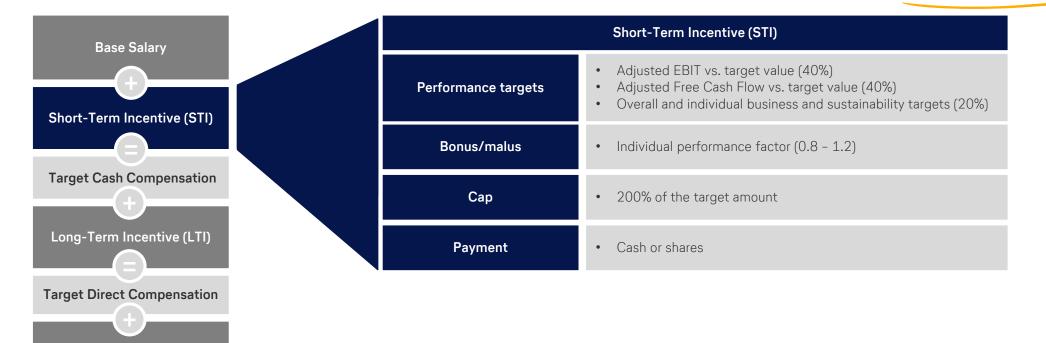




lufthansagroup.com

Executive Board Remuneration System – Short-Term Incentive (STI)

Subject to AGM resolution



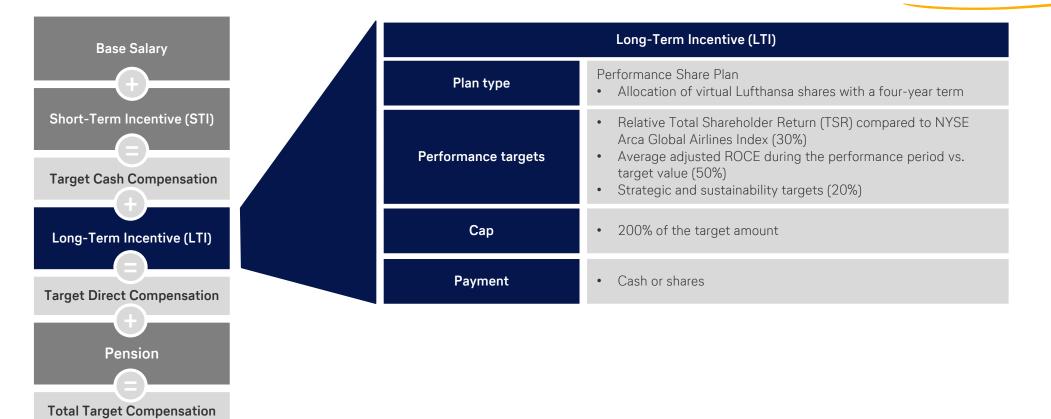
Corporate Governance Presentation April 2023 Page 30

Pension

Total Target Compensation

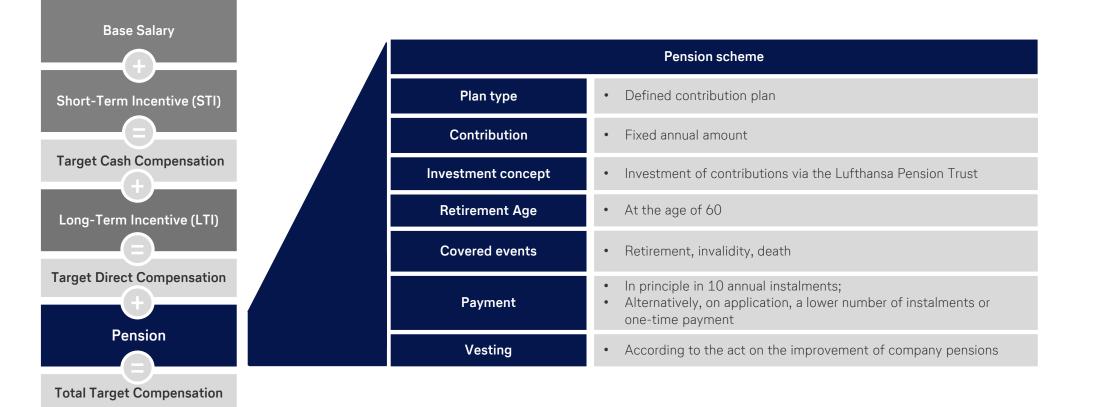
Executive Board Remuneration System – Long-Term Incentive (LTI)

Subject to AGM resolution



Corporate Governance Presentation April 2023 Page 31

Executive Board Remuneration System – Pension



Corporate Governance Presentation April 2023 Page 32

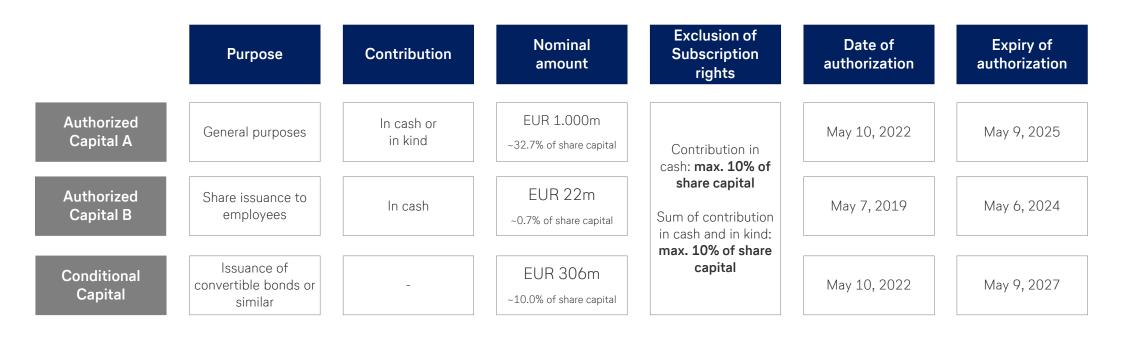
Executive Board Remuneration System – End-of-service benefits

Termination by mutual consent	In accordance with the recommendation of the German Corporate Governance Code (Code), no more than the value of the entitlements for the remainder of the contract and maximum two years' compensation (maximum severance payment).
Early termination at request of Executive Board member without good reason or good cause for termination by the company	No entitlement to severance payment or other payments related to variable remuneration.
Change of Control	Maximum severance payment
Non-competition clause	 One-year non competition clause Compensation payment: half of the annual base salary Waiver of non-competition by company possible

Executive Board Remuneration System – Other contractual terms

Fringe benefits	 Company car incl. driver Industry standard flight allowances for private air travel Insurance premiums
Share Ownership Guidelines	 Obligation to invest in Lufthansa shares over a period of 4 years CEO: 200% of base salary Ordinary Board member: 100 % of base salary Retention obligation for the time of the Executive Board membership; gradual reduction of the share portfolio by 25% p.a. after leaving the Executive Board
Compliance & Performance Clawback	Possibility for the Supervisory Board to withhold STI and LTI or to reclaim remuneration already paid
Maximum remuneration	 Reduction of variable remuneration if the maximum limit for the respective financial year is exceeded: CEO: EUR 11.0 million CFO: EUR 6.5 million Ordinary Board member: EUR 5.0 million

Capital Authorizations



Corporate Governance Presentation April 2023 Page 35

Auditor and auditors' fees

Auditor for FY 2022

Ernst & Young (since 2020)

Lead auditors

Siegfried Keller (since 2020) Joerg Boesser (since 2022)

Auditors' fees

The auditing services mainly consist of fees for auditing the consolidated financial statements, the review of the half-yearly financial statements and the audit of the financial statements of Deutsche Lufthansa AG and its consolidated subsidiaries.

40 Auditors' fees

The fees paid to the auditors in the financial year and charged to expenses in accordance with Section 314 Paragraph 1 No. 9 HGB are made up as follows:

T173 AUDITORS' FEES

in €m	2021	2020
Annual audit	4.6	3.2
Other assurance services	1.6	0.2
Tax advisory services	0.1	0.1
Other services	-	1.6
Total	6.3	5.1

T174 ADDITIONAL AUDITORS' FEES

in€m	2021	2020
Annual audit	2.4	2.3
Other assurance services	0.1	-
Tax advisory services	0.3	0.5
Other services	-	0.1
Total	2.8	2.9

Corporate Governance Presentation April 2023 Page 36