



Rules of Procedure for the Executive Board DEUTSCHE LUFTHANSA AKTIENGESELLSCHAFT

Status May 2018

Preamble

The Deutsche Lufthansa Aktiengesellschaft is the management company of an airline and service group (the Company and its subsidiaries according to § 290 HGB hereafter is referred to as “Group” or as “Group Companies” regarding the companies of the group including the Company itself). The Company’s Executive Board is responsible for the management of the Company and the Group as a whole. In consideration thereof the following Rules of Procedure apply for the Executive Board.

§ 1 Duties and responsibilities of the Executive Board

1. The duties and responsibilities of the Executive Board derive from law, particularly the provisions of company and co-determination law, the Company’s Articles of Association, the contracts of employment, these Rules of Procedure as well as possible decisions of the Supervisory Board.
2. The division and area of responsibility each Executive Board members is responsible for shall be set out in a schedule of responsibilities set up by the Executive Board and requires the approval of the Supervisory Board.

§ 2 Collective responsibility, resolutions and representation

1. The members of the Executive Board shall bear joint responsibility (collective responsibility) for the management of the company (including the management of the Group). The members must keep each other informed about all significant transactions and business matters that might be of importance for the Company or the Group. These transactions and business matters as well as the respective decisions shall be discussed jointly at regular meetings of the Executive Board.
2. The Executive Board meetings shall be held at least once a month and whenever necessitated by the interests of the Company or Group. Any member of the Executive Board may demand the convocation of an Executive Board meeting by the chairman.



3. Beside the approval requirements determined by law and the Articles of Association, resolutions of the Executive Board shall be required for all decisions of fundamental nature or with significant financial impact on the Company or the Group, in particular:
 - a) Determination of the corporate strategy, the 'operational planning for the Group' (OKP) and the 'budget' including investment-, financial- and personnel planning for the company and the Group as well as the respective internal and external communication;
 - b) Acquisition and sale of shares in companies with significant financial impact, significant cooperation agreements and the commencement of new business activities of the company;
 - c) Preparation of the division of responsibilities;
 - d) Organizational and management structure of the Group;
 - e) Internal control system, risk management, internal audit and compliance management system of the Group;
 - f) Appointment and dismissal of senior executives (currently Leadership Circle 1 und 2) of the Company and the Group;
 - g) Investments if the economic impact exceeds Euro 25 million;
 - h) Transactions, a member of the Executive Boards requests an approval on;
 - i) Business transactions requiring the approval of the Supervisory Board pursuant to § 5 of these Rules of Procedure;
 - k) Written reports and approval requests of the Executive Board to the Supervisory Board or to the shareholders, especially the annual financial statement documents, the annual report and the non-financial statement;
4. Minutes of the meetings and resolutions of the Executive Board shall be kept in German or English language. They shall be signed by the chairman of the meeting and the secretary. The Executive Board approves the minutes at the beginning of its next meeting.
5. The Executive Board decides by simple majority of the voting cast. Members of the Executive Board participating via telephone- or video conference shall be considered as present and shall be entitled to vote. Absent members may have their votes submitted in writing or by means of electronic communication. In case of an equality of votes, the vote of the chairman of the Executive Board shall be decisive.



§ 3 Duties of the Chairman of the Executive Board

Without prejudice to the allocation of tasks in the schedule of responsibilities and the collective responsibility of all members of the Executive Board, the chairman of the Executive Board shall particularly have the following duties:

1. External representation of the Company and the Group;
2. Coordinating the activities of the Executive Board as well as convening and chairing the meetings;
3. Involvement in all major Group policy decisions;
4. Ensuring that the departments and business segments of the Group are aligned in a uniform manner to the objectives defined by the Executive Board;;
5. Consultation and business transactions with the chairman of the Supervisory Board and the Supervisory Board;
6. Information of the chairman of the Supervisory Board in case of important events (§ 90(1), sentence 2, AktG);

§ 4 Duties of the members of the Executive Board

1. Each member of the Executive Board must perform the duties delegated to him according to the division of responsibilities. Each member of the Executive Board shall nevertheless share collective responsibility for the other members' divisions.
2. Except in cases of danger, individual Executive Board members may only issue orders within their respective responsibility. Decisions affecting other Executive Board members' divisions shall be subject to the approval of those members.
3. Each member of the Executive Board shall ensure that employees at all levels work together appropriately and efficiently in the interest of ensuring the Group optimum.
4. For auditing purposes the internal auditing department shall be given unrestricted access to all transactions.



§ 5 Matters requiring Supervisory Board approval

1. For the following activities in the Group the Executive Board requires the prior approval of the Supervisory Board, as far as these are not transactions between Group companies:
 - a) Establishment of companies, acquisition or sale of shares in companies and significant changes in shares of companies with an economic impact exceeding Euro 125 million.
 - b) Acquisition, divestment and encumbrance of real estate or leasehold rights exceeding an amount of Euro 50 million.
 - c) Investments (on aircraft and other fixed assets) with an individual amount exceeding Euro 250 million. The Audit Committee has to be informed on a quarterly basis about investments with an individual amount exceeding Euro 100 million.
 - d) Leasing of aircraft for a period of more than five years and the leasing expenses at the same time exceeding EUR 250 million. The Audit Committee has to be informed on a quarterly basis about leasing of aircraft with leasing expenses exceeding Euro 100 million.
 - e) Granting of loans and other credits exceeding an amount of Euro 50 million (except deferred payment of liabilities arising from ongoing business relationships) with a period of validity of more than one year. Loans to property companies used for financing purposes of the respective company, where for repayment arrangements the credit standing has to be taken into account, do not require the approval of the Supervisory Board;
 - f) Share buyback programs with a volume exceeding EUR 500 million, raising of bonds and long-term loans exceeding a notional amount of Euro 500 million. The Audit Committee has to be informed on a quarterly basis about share buyback programs, on the raising of bonds and long-term loans with a volume or notional amount exceeding EUR 100 million;
 - g) Assumption of suretyships, guarantees or similar liabilities with a risk exceeding an amount of Euro 125 million.
2. If the Supervisory Board has approved a transaction in accordance with para. 1, these can also be carried out by another Group company or in an economically comparable transaction structure in accordance with the Executive Board's instructions.
3. In case due to special circumstances waiting for the approval of the Supervisory Board would lead to substantial disadvantages for the Company, the approval of the chairman of



the Supervisory Board has to be obtained. The subsequent approval of the Supervisory Board has to be obtained without delay.

4. The corporate strategy, the mid-term financial planning and material KPIs for the following financial year for the company and the Group shall be submitted to the Supervisory Board for approval. The effects of these decisions must be reflected in the report on business policy and other fundamental issues of corporate planning (in particular financial, investment and personnel planning).
5. The Supervisory Board may give the Executive Board revocable authority over certain types of activity in general or only in cases where the activity concerned satisfies certain conditions. The Supervisory Board may also transfer its right for approval for certain activities to the steering committee or any other committee of the Supervisory Board.
5. The Supervisory Board may at any time make further types of transactions dependent on its approval.

§ 6 Reports to the Supervisory Board

The Executive Board has to provide verbal and written reports to the Supervisory Board, in particular

1. Quarterly reports pursuant to § 90(1) AktG including information on significant key financial data on the economic development of the Company, the Group and the essential Group Companies;
2. Annual performance reviews for subsidiaries and investments, subject to the approval of the Supervisory Board three years earlier;

§ 7 Effectiveness

These Rules of Procedure shall become effective on 8 May 2018, replacing those of 17 September 2014.

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