

AER LINGUS GROUP PLC

[Text of the company's Nationality Declaration form]

DECLARATIONS REGARDING NATIONALITY TO BE MADE BY OR ON BEHALF OF ALL TRANSFEREES

The rights of Aer Lingus Limited ("ALL"), a wholly owned subsidiary of Aer Lingus Group plc ("Aer Lingus"), to operate airline services, in particular on international routes, could be withdrawn if Aer Lingus ceased to be substantially owned and effectively controlled by Irish nationals. Accordingly, the Articles of Association of Aer Lingus contain powers which, inter alia, may be used:-

- to limit the number of shares held by non-Irish nationals or in which non-Irish nationals own interests;
- to suspend the voting and other rights attached to such shares;
- to require the compulsory disposal of such shares; or
- to restrict the transferability of such shares.

A share transfer will not be registered by Aer Lingus unless the declaration set out below has been completed and signed where indicated by or on behalf of every transferee (or, in the case of a corporation, sealed by the corporation or signed on its behalf by a duly authorised officer or agent or attorney of the corporation). Aer Lingus reserves the right to be supplied with such evidence as it may require of the authority of any signatory on behalf of such transferee, and to require such evidence or information as to any matters contained in the declaration, as it may think fit. Aer Lingus will decline to register a share transfer if such further evidence or information is not provided or given.

If you are in any doubt as to how to complete the Declaration, or as to the definition of Foreign-held Shares (referred to as Relevant Shares in the Articles of Association of Aer Lingus), you should consult your solicitor or other professional adviser.

DECLARATION FORM

1	*I/We declare that none of the shares to be registered in my/our name(s) pursuant to the attached transfer are Foreign-held Shares (as defined below) or
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2	*I/We declare that the shares to be registered in my/our name(s) pursuant to the attached transfer are Foreign-held Shares (as defined below) and that the following is/are the name(s), nationality(ies) and address(es) of the person(s) whose interests make them Foreign-held Shares:-
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Name	Nationality	Address

*Delete as applicable

****Signature(s) of transferee(s) named in the attached transfer**

Dated 200.....

***All transferee(s) must sign. A corporation may affix its seal. Alternatively, a corporation may have this form signed on its behalf by having an attorney or duly authorised officer or agent of the corporation sign below.*

If the completion of this Declaration by the transferee(s) would lead to undue delay, Aer Lingus will accept a Declaration made by the stockbroker, bank manager, solicitor, or by any other person duly authorised by Power of Attorney, in every case acting as the agent of the transferee(s). In such cases, however, the following declaration must also be made:

DECLARATION BY PROSPECTIVE TRANSFEREE'S AGENT

I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) named as transferee(s) in the accompanying form of transfer and whose name(s) is/are set out herein, represent and warrant that person(s) on whose behalf the Declaration is made is/are known to me/us and that I/we am/are duly authorised to make the said Declaration on behalf of such person(s) and that, having made all such enquiries as I/we consider appropriate regarding the statements contained in such Declaration, such statements are correct to the best of my/our knowledge and belief.

Signature(s)

Dated 200.....

If signed pursuant to authority granted by Power of Attorney, the Power of Attorney must be submitted with this form for noting.

If signed by a stockbroker, bank manager or solicitor, give the name and address of the person signing this form:

Full Name(s) Mr/Mrs/Miss.....

Address.....

DEFINITIONS

A “**Foreign-held Share**” is a share of which any Owner is:

- any individual, other than an Irish National or an individual eligible to be naturalised as an Irish citizen; or
- a body corporate which is not incorporated under the laws of Ireland and which:-
 - does not have its principal place of business and central management and control in Ireland; or
 - does not have a substantial presence in Ireland in terms of management resources, employees, fixed assets and long established connections with the country; or
 - is not carrying on a business activity in Ireland the management of which is regulated in Ireland; or
 - is not an Irish tax resident; or
 - is not funded by substantial investments made by Irish pension funds and/or individual Irish investors; or
 - Is not substantially owned and effectively controlled by Irish persons.
- a Government or governmental department, agency or body, otherwise than of Ireland or any part thereof; or
- Any municipal, local statutory or other authority or any undertaking or body formed or established in any country other than Ireland.

“**Owner**”, in relation to any Share means:-

- any person who holds, whether jointly or alone, any Share; or
- any person which has an interest which would be taken into account, or which he would be taken as having, in determining for the purposes of Part IV of the Company’s Act, 1990, whether a person has a notifiable interest in such Share. A person has an interest in shares if (a) a company is interested in them and (i) the company or its directors are accustomed to act in accordance with his instructions or (ii) he is entitled to exercise or control the exercise of 1/3 or more of the voting power at general meetings of the company (and for this purpose he is deemed to be able to exercise any voting power in any other company which such a company can exercise (b) he has entered into a contract to purchase the shares or is entitled to exercise or control the exercise of any right attaching to the shares (or he has a right or is under an obligation that, if exercised or fulfilled, would so entitle him) (c) he is entitled to call for delivery of the shares or he is entitled or obliged to acquire an interest

in the shares or (d) a spouse or child under the age of 18 years of such person is interested in the shares.

“Share” means any share in the capital of Aer Lingus which carries the right to vote on a poll at general meetings, whether ordinarily or only in specified circumstances.