

RYANAIR HOLDINGS PLC  
Form 6-K  
August 01, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of August 2012

RYANAIR HOLDINGS PLC  
(Translation of registrant's name into English)

c/o Ryanair Ltd Corporate Head Office  
Dublin Airport  
County Dublin Ireland  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual  
reports under cover Form 20-F or Form 40-F.

Form 20-F..X.. Form 40-F.....

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange  
Act of 1934.

Yes ..... No ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant  
in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

\*For full version of the Annual Report with graphs included please view attached PDF.

[http://www.rns-pdf.londonstockexchange.com/rns/0371J\\_1-2012-8-1.pdf](http://www.rns-pdf.londonstockexchange.com/rns/0371J_1-2012-8-1.pdf)

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\*See Index on page 34 for detailed table of contents.

Information on the Company is available online via the Internet at our website, [www.ryanair.com](http://www.ryanair.com). Information on our website does not constitute part of this Annual Report. This Annual Report and our 20-F are available on our website.

## FINANCIAL HIGHLIGHTS

2012	2011	Change
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Summarised consolidated income statement in accordance with IFRS as adjusted – see below	€M	€M	
Operating revenue (i)	4,324.9	3,629.5	+19%
Net profit after tax	560.4	374.6	+50%
Adjusted net profit after tax (ii)	502.6	400.7	+25%
Basic EPS (in euro cent)	38.03	25.21	+51%
Adjusted basic EPS (in euro cent)	34.10	26.97	+26%

(i) Excludes for the year ended March 31, 2012 a one off release of ticket sales revenue of €65.3 million, due to a change in accounting estimate arising from enhancements to our Revenue Accounting Systems, and

(ii) Excludes, for the year ended March 31, 2011, estimated costs of €26.1m (net of tax) relating to the closure of airspace in April and May 2010 due to the Icelandic volcanic ash disruptions.

See reconciliation of profit for the financial year to adjusted profit for the financial year on pages 9 and 10.

Key Statistics	2012	2011	Change
Scheduled passengers	75.8m	72.1m	+5%
Fleet at period end	294	272	+8%
Average number of employees	8,438	8,063	+5%
Passengers per average no. of employees	8,983	8,942	+1%

## CHAIRMAN'S REPORT

Dear Shareholders,

I am very pleased to report a 25% increase in profit after tax to a new record of €503 million. This was a strong performance despite a €367 million rise in fuel costs which we managed to offset by a 16% rise in average fares.

During the year Ryanair delivered a number of significant milestones:

- We grew our traffic by 5% to 76 million passengers.
- We took delivery of 25 (net) new aircraft and we had a year-end fleet of 294 Boeing 737-800's.
- We opened 6 new bases and 330 new routes bringing the total number of routes operated to over 1,500.
- We improved our industry leading passenger service with better punctuality, fewer lost bags and less cancellations.
- We completed a share buyback of €125 million in fiscal 2012 and €68 million in April 2012, and the board have proposed a dividend of €0.34 per share amounting to approximately €489 million subject to shareholder approval at

the annual general meeting. The combination of the second special dividend (subject to shareholder approval) and previous share buybacks and dividends will mean that Ryanair has returned an industry leading €1.53 billion to shareholders over the past 5 years.

Fuel costs as a proportion of our total operating costs have risen to 43% in fiscal 2012. We are 90% hedged for fiscal 2013, at just over \$100 per barrel and we are faced with a further €320 million increase in our fuel bill, a total increase in 2 years of €687 million. Oil price rises and higher winter airport charges at certain government owned airports will make it commercially sound to ground up to 80 aircraft rather than suffer losses operating these aircraft during the winter when yields are significantly lower. Nevertheless, we still expect passenger volumes in fiscal 2013 to grow by approximately 5% to 79 million passengers.

In the airline industry, we yet again face another challenging year with significantly higher fuel prices and with European government fiscal deficits resulting in austerity measures and leading to falling European consumer confidence. As recessionary pressures continue we believe more carriers will exit the industry and we intend to take advantage of those developments, as we have this year, when we opened a new base in Budapest following the closure of Malev, and significantly expanded our operations at Barcelona and Madrid following the closure of Spanair. We believe that the winners will be those airlines with strong balance sheets (we currently have over €3.8 billion in cash), the lowest costs and a strong sustainable business model.

I would like to take this opportunity to thank Paolo Pietrogrande for his contribution and commitment to Ryanair as a director over the last eleven years. Although eligible, Paolo has decided not to stand for re-election at the AGM on September 21, 2012 and we wish him much success in the future.

Notwithstanding the issues we face, the outstanding people at Ryanair continue to work hard on behalf of shareholders to reduce our costs while at the same time delivering the lowest fares in Europe to our 79 million passengers. As a result, we still expect to generate significant profits in fiscal 2013 although these are likely to be lower than we enjoyed in fiscal 2012.

Yours sincerely,

---

David Bonderman  
Chairman

## CHIEF EXECUTIVE'S REPORT

Dear Shareholders,

Our results for the past year underline the enduring strength of Ryanair's ultra low fare airline model here in Europe. While traffic growth has slowed, Ryanair delivered a 25% increase in annual profits to a new record of €503 million. Our traffic grew 5% to 75.8 million, our load factor was 82% and average fare (which include optional checked in bag fees) rose by 16% to €45. Group turnover rose 19% to €4,325 million, which included scheduled revenue growth of 22% to €3,439 million, and ancillary revenue growth of 11% to €886 million.

Operating costs rose 19% to €3,707 million, due to a €367 million (30%) increase in our fuel bill to €1,594 million and further unjustified price increases at Dublin Airport, where the Government owned DAA monopoly continues to raise airport fees while presiding over record traffic declines. Over the past 4 years, despite wasting €1.2 billion on its new Terminal 2, Dublin Airport's traffic has declined from 23.5 million in 2008, to 18.7 million in 2011. Ryanair has made a number of growth offers to Government to reverse these declines, and create thousands of new jobs at Dublin Airport, but so far these offers have not been taken up.

In the UK, the Ferrovial owned BAA airport monopoly continues to launch Court appeals to delay the inevitable sale of Stansted Airport. Ryanair is working with the Competition Commission to expedite the long delayed sale of Stansted which will, we believe, bring about much needed competition, lower costs and better passenger service at Stansted, and reverse 5 years of traffic declines from 24 million in 2007 to just 18 million in 2011 under the BAA's mismanagement. We hope now that the BAA's latest appeal, which was dismissed by the Court of Appeal in mid July, will finally result in the sale of Stansted before the end of 2012. Ryanair has held discussions with a number of parties who are interested in bidding for Stansted and we have assured them that subject to a competitive cost base, Ryanair would be willing to deliver rapid traffic growth at Stansted over a 5 year period.

Ryanair welcomes the EU's recent ruling that the differential Irish air travel tax in 2009 was unlawful, and we hope this will encourage the Irish Government to repeal what remains of this damaging and anti-visitor tax. Ryanair regrets the Spanish Government's recent decision to increase departure taxes at many Spanish airports (doubling them at Madrid and Barcelona) from 1st July. Ryanair, and many other airlines at these airports have announced cuts to flights, traffic and jobs from October 2012, although we hope that the Spanish Government will change its mind and follow the earlier lead of the Dutch and Belgian Governments who reversed similar damaging passenger taxes.

#### Our passengers

Ryanair delivers Europe's No. 1 passenger service for the benefit of our passengers, our people and our shareholders. We continue to grow delivering lower fares, better punctuality, fewer lost bags and, as a result have fewer passenger complaints than any other airline in Europe.

Despite the current EU recession, and the spread of austerity measures, Ryanair's lowest fares continue to encourage passengers to travel, and more importantly fly with Ryanair. Ryanair beats every other airline on price on every flight, every route, every day. We have grown to carry over 75.8 million passengers in the past year and IATA's 2011 traffic statistics confirm that Ryanair carries far more international passengers than any other scheduled airline, making Ryanair the "world's" favourite airline. Over the past year, Ryanair welcomed 75.8 million passengers onboard, at an average fare of just €45. These passengers saved an average of €7.6 billion over the high fares charged by our competitor's incl. Air France, British Airways, Easyjet and Lufthansa.

Ryanair's growth and profitability is not based solely on price. In addition to the lowest fares in every market last year, Ryanair also delivered:

1. The best punctuality – 91% of flights on-time (up 6%).
2. The fewest lost bags – We lost less than 1 bag for every 4,000 passengers carried, an improvement on the prior year.
- 3.

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The fewest complaints – Last year we received less than 1 complaint per 2,000 passengers, an improvement on the prior year.

4. The youngest fleet – the average age of our 294 aircraft is under 4 years old.
5. Rapid passenger complaint responses – Over 99% replied to within 7 days.
6. The world's greenest, cleanest airline – Independent research confirms Ryanair is the world's greenest/cleanest airline, which allows all passengers to demonstrate their commitment to the environment by switching their travel choice to Ryanair.

Details of this Brighter Planet Report are available on [Ryanair.com](http://Ryanair.com)

### Our people

Over the past year average headcount in Ryanair rose to 8,438. Within this number, more than 568 people were promoted, as our growth created new opportunities for career progression and development. Our people know that they can advance their careers by taking advantage of Ryanair's commitment to promote from within wherever possible. At a time when many European airlines are cutting jobs, or closing (as in the case of Spanair, Malev, Cimber Sterling, and OLT Express in recent months) Ryanair is proud of its long-standing record of job creation and internal promotions.

### Our shareholders

Unlike other airlines, Ryanair continues to deliver significant returns for shareholders. In Ryanair the Board and Management team hold a significant stake in the company, which means we think and act like shareholders, precisely because we are substantial shareholders.

Our 2012 net profit of €503 million (\$672 million) makes Ryanair one of the world's most profitable airlines. Ryanair's increased profits and the substantial cash reserves means that our Board is able to recommend a second special dividend of €0.34 (approx. €489 million) to shareholders in late 2012, subject to AGM approval in September. The airline has completed three further share buybacks in the last year amounting to €193 million. As a result of these two special dividends and share buybacks, Ryanair has returned more than €1.53 billion to shareholders over the past five years.

It is remarkable that having raised just €559 million from our flotation and four secondary offers in 1998, 2000, 2001 and 2002 Ryanair has now returned almost 3 times this amount (over €1.53 billion) to shareholders in recent years.

Ryanair continues to look for opportunities to invest our cash wisely. While we have no requirement for new aircraft orders in the immediate future, we would hope to expand the fleet with deliveries from 2015/16 onwards. Our discussions with manufacturers continue, but we will only order aircraft when we believe that the pricing will make it profitable for our shareholders to do so.

Finally, I would like to sincerely thank our Chairman, my fellow Board members, our Managers and all the team at Ryanair for their hard work over the past 12 months, which has helped us deliver another year of low fare traffic growth and record profits for the benefit of our passengers, our people and our shareholders.

Yours sincerely

Michael O'Leary  
Chief Executive

## SUMMARY OPERATING AND FINANCIAL OVERVIEW

## CONSOLIDATED INCOME STATEMENT DATA

	Pre Exceptional Results Mar 31, 2012 €M	Exceptional Items Mar 31, 2012 €M	IFRS Year Ended Mar 31, 2012 €M	Pre Exceptional Results Mar 31, 2011 €M	Exceptional Items Mar 31, 2011 €M	IFRS Year Ended Mar 31, 2011 €M
Operating revenues						
Scheduled revenues	3,438.7	65.3	3,504.0	2,827.9	-	2,827.9
Ancillary revenues	886.2	-	886.2	801.6	-	801.6
Total operating revenues						
-continuing operations	4,324.9	65.3	4,390.2	3,629.5	-	3,629.5
Operating expenses						
Staff costs .	415.0	-	415.0	371.5	4.6	376.1
Depreciation	309.2	-	309.2	273.0	4.7	277.7
Fuel and oil .	1,593.6	-	1,593.6	1,226.7	0.3	1,227.0
Maintenance, materials and repairs	104.0	-	104.0	93.9	-	93.9
Aircraft rentals .	90.7	-	90.7	95.2	2.0	97.2
Route charges .	460.5	-	460.5	410.5	0.1	410.6
Airport and handling charges .	554.0	-	554.0	490.9	0.9	491.8
Marketing, distribution & other .	180.0	-	180.0	151.6	3.0	154.6
Icelandic volcanic ash related cost .	-	-	-	-	12.4	12.4
Total operating expenses	3,707.0	-	3,707.0	3,113.3	28.0	3,141.3
Operating profit – continuing operations	617.9	65.3	683.2	516.2	(28.0)	488.2
Other income / (expense)						
Finance income	44.3	-	44.3	27.2	-	27.2
Finance expense	(109.2)	-	(109.2)	(92.2)	(1.7)	(93.9)
Foreign exchange gains/(losses)	4.3	-	4.3	(0.6)	-	(0.6)
Gain on disposal of property, plant and equipment	10.4	-	10.4	-	-	-

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Total other expense	(50.2)	-	(50.2)	(65.6)	(1.7)	(67.3)
Profit before tax	567.7	65.3	633.0	450.6	(29.7)	420.9
Tax on profit on ordinary activities ..	(65.1)	(7.5)	(72.6)	(49.9)	3.6	(46.3)
Profit for the period - all attributable to equity holders of parent	502.6	57.8	560.4	400.7	(26.1)	374.6
Earnings per ordinary share (in € cent)						
Basic ..	34.10		38.03	26.97		25.21
Diluted ..	34.03		37.94	26.89		25.14
Weighted average number of ordinary shares (in M's)						
Basic .	1,473.7		1,473.7	1,485.7		1,485.7
Diluted ..	1,477.0		1,477.0	1,490.1		1,490.1

Reconciliation of profit for the year under IFRS to adjusted profit for the financial year

	Year ended March 31, 2012	Year ended March 31, 2011
	€M	€M
Profit for the financial year – IFRS	560.4	374.6
Adjustments		
One-off revenue adjustment	57.8	-
Icelandic volcanic ash related cost	-	26.1
Loss on impairment of available for sale financial asset	-	-
Adjusted profit for the financial year	502.6	400.7

Exceptional items

The Company presents certain items separately, which are unusual, by virtue of their size and incidence, in the context of our ongoing core operations, as we believe this presentation represents the underlying business more accurately and reflects the manner in which investors typically analyse the results. Any amounts deemed “exceptional” for management discussion and analysis purposes, in the Chairman’s Report and Chief Executive’s Report, have been classified for the purposes of the income statement in the same way as non-exceptional amounts of the same nature.

Exceptional items in the year ended March 31, 2012 relates to a one-off release of ticket sales revenue of €57.8 million, net of tax, due to a change in accounting estimates relating to the timing of revenue recognition for unused passenger tickets which were made as a result of the availability of more accurate and timely data obtained through system enhancements. Exceptional items in the year ended March 31, 2011 amounted to €26.1 million reflecting the estimated



costs relating to the closure of airspace in April and May 2010 due to the Icelandic volcanic ash disruptions.

Adjusted profit after tax excluding exceptional items increased by 25% to €502.6 million compared to adjusted profit after tax in the year ended March 31, 2011. Including exceptional items the profit after tax for the year increased by 50% to €560.4 million compared to a profit of €374.6 million in the year ended March 31, 2011.

#### Summary year ended March 31, 2012

Adjusted profit after tax increased by 25% to €502.6 million compared to €400.7 million in the year ended March 31, 2011 primarily due to a 16% increase in average fares and strong ancillary revenues, offset by a 30% increase in fuel costs. Total operating revenues increased by 19% to €4,324.9 million as average fares rose by 16%. Ancillary revenues grew by 11%, faster than the 5% increase in passenger numbers, to €886.2 million due to an improved product mix and higher internet related revenues. Total revenue per passenger, as a result, increased by 13%, whilst Load Factor decreased by 1 point to 82% during the year.

Total operating expenses increased by 19% to €3,707.0 million, primarily due to an increase in fuel prices, the higher level of activity and operating costs associated with the growth of the airline. Fuel, which represents 43% of total operating costs compared to 39% in the prior year, increased by 30% to €1,593.6 million due to the higher price per gallon paid and an 11% increase in the number of hours flown. Unit costs excluding fuel increased by 6% and sector length adjusted, they remained flat. Including fuel, unit costs rose by 13%. Operating margin remained flat at 14% whilst operating profit increased by 20% to €617.9 million.

Adjusted net margin was up one point to 12% compared to March 31, 2011.

Adjusted earnings per share for the year were 34.10 euro cent compared to adjusted basic earnings per share of 26.97 euro cent at March 31, 2011.

## DIRECTORS' REPORT

### Introduction

The directors submit their Annual Report, together with the audited financial statements of Ryanair Holdings plc, for the year ended March 31, 2012.

### Review of business activities and future developments in the business

The Company operates a low fares airline business and plans to continue to develop this activity by expanding its successful low fares formula on new and existing routes. Information on the Company is set out on pages 55 to 77 of the Annual Report. A review of the Company's operations for the year is set out on pages 77 to 86 of the Annual Report.

### Results for the year

Details of the results for the year are set out in the consolidated income statement on page 132 of the Annual Report and in the related notes to the financial statements.

### Principle risks and uncertainties

Details of the principle risks and uncertainties facing the Company are set forth on pages 42 to 55 of the Annual Report.

#### Key performance indicators

Details of the key performance indicators relevant to the business are set forth on pages 41; 55 to 77; and 77 to 86 of the Annual Report.

#### Financial risk management

Details of the Company's financial risk management objectives and policies and exposures to market risk are set forth in Note 11 on pages 156 to 166 of the consolidated financial statements.

#### Share capital

The number of ordinary shares in issue at March 31, 2012 was 1,455,593,261 (2011: 1,489,574,915; 2010: 1,478,935,935). Details of the classes of shares in issue and the related rights and obligations are more fully set out in Note 15 on pages 169 to 171 of the consolidated financial statements.

#### Accounting records

The directors believe that they have complied with the requirements of Section 202 of the Companies Act, 1990 with regard to books of account by employing financial personnel with appropriate expertise and by providing adequate resources to the financial function. The books of account of the Company are maintained at its registered office, Corporate Headquarters, Dublin Airport, Co. Dublin, Ireland.

#### Company information

The Company was incorporated on August 23, 1996 with a registered number of 249885. It is domiciled in the Republic of Ireland and has its registered offices at Corporate Headquarters, Dublin Airport, Co. Dublin, Ireland. It is a public limited company and operates under the laws of Ireland.

#### Staff

At March 31, 2012, the Company's personnel numbered 8,388 people, including 1,636 pilots and 2,867 cabin crew employed on a contract basis. This compares to 8,560 people at March 31, 2011 and 7,168 people at March 31, 2010.

#### Substantial interests in share capital

Details of substantial interests in the share capital of the Company which represent more than 3% of the issued share capital are set forth on page 103 of the Annual Report. At March 31, 2012 the free float in shares was 96%.

#### Directors and company secretary

The names of the director are listed on pages 95 and 96 of the Annual Report. The name of the company secretary is listed on page 100 of the Annual Report. Details of the appointment and re-election of directors are set forth on page 16 of the Annual Report.

#### Interests of directors and company secretary

The directors and company secretary who held office at March 31, 2012 had no interests other than those outlined in Note 19 on page 176 of the consolidated financial statements in the shares of the Company or other group companies.

#### Directors' and senior executives' remuneration

The Company's policy on senior executive remuneration is to reward its executives competitively, having regard to the comparative marketplace in Ireland and the United Kingdom, in order to ensure that they are properly motivated to perform in the best interests of the shareholders. Details of total remuneration paid to senior key management (defined as the executive team reporting to the Board of Directors) is set out in Note 27 on page 185 of the consolidated financial statements.

#### Executive director's service contract

Ryanair entered into an employment agreement with the only executive director of the Board, Mr. Michael O'Leary on July 1, 2002 for a one year period to June 30, 2003. Thereafter, the agreement continues for successive annual periods but may be terminated with 12 months notice by either party. Mr. O'Leary is subject to a covenant not to compete with the Company within the EU for a period of two years after the termination of his employment with the Company. Mr. Michael O'Leary's employment agreement does not contain provisions providing for compensation on its termination.

#### Dividend policy

Details of the Company's dividend policy are disclosed on page 109 of the Annual Report.

#### Share buy-back

In August 2011, the Company bought back 27.0 million ordinary shares at a cost of €85.1 million. In March 2012, the Company bought back a further 9.5 million ordinary shares at a cost of €39.5 million. Overall this is equivalent to approximately 2.5% of the Company's issued share capital. All ordinary shares repurchased have been cancelled. Accordingly, share capital decreased by 36.5 million ordinary shares with a nominal value of €0.2 million and the capital redemption reserve increased by a corresponding €0.2 million. The capital redemption reserve is required to be created under Irish law to preserve permanent capital in the Parent Company. Further details are set out in the table on page 109 of the Annual Report.

#### Accountability and audit

The directors have set out their responsibility for the preparation of the financial statements on page 28 to 29. They have also considered the going concern position of the Company and their conclusion is set out on page 25. The Board has established an Audit Committee whose principal tasks are to consider financial reporting and internal control issues. The Audit Committee, which consists exclusively of independent non-executive directors, meets at least quarterly to review the financial statements of the Company, to consider internal control procedures and to liaise with internal and external auditors. In the year ended March 31, 2012 the Audit Committee met on six occasions. On a semi-annual basis the Audit Committee receives an extensive report from the internal auditor detailing the reviews performed in the year, and a risk assessment of the Company. This report is used by the Audit Committee and the Board, as a basis for determining the effectiveness of internal control. The Audit Committee regularly considers the performance of internal audit and how best financial reporting and internal control principles should be applied.

In addition, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the independent auditor. The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditor.

#### Social, environmental and ethical report

See pages 101 to 102 of the Annual Report for details of employee and labour relations.

See pages 75 to 76 of the Annual Report for details on environmental matters.

See page 128 of the Annual Report for details of Ryanair's Code of Ethics.

#### Air safety

Commitment to air safety is a priority of the Company. See page 65 of the Annual Report for details.

#### Critical accounting policies

Details of the Company's critical accounting policies are set forth on pages 81 to 82 of the Annual Report.

#### Subsidiary companies

Details of the principal subsidiary undertakings are disclosed in Note 27 on page 185 of the consolidated financial statements.

#### Political contributions

During the financial years ended March 31, 2012, 2011 and 2010 the Company made no political contributions which require disclosure under the Electoral Act, 1997.

#### Corporate Governance Statement

The Corporate Governance Statement on pages 15 to 26 forms part of the Directors' Report.

#### Post balance sheet events

Details of significant post balance sheet events are set forth in Note 26 on page 184 of the consolidated financial statements.

On June 19, 2012 Ryanair announced its intention to make an all cash offer of €1.30 per share for the entire issued share capital of Aer Lingus Group plc.

#### Auditor

In accordance with Section 160(2) of the Companies Act 1963, the auditor KPMG, Chartered Accountants, will continue in office.

#### Annual General Meeting

The Annual General Meeting will be held on September 21, 2012 at 9am in the Radisson Blu Hotel, Dublin Airport, Co. Dublin, Ireland.

#### On behalf of the Board

Mr. David Bonderman  
Chairman

Mr. Michael O' Leary  
Chief Executive

July 27, 2012

## CORPORATE GOVERNANCE REPORT

Ryanair has its primary listing on the Irish Stock Exchange, a standard listing on the London Stock Exchange and its American Depositary Shares are listed on the NASDAQ. The directors are committed to maintaining the highest standards of corporate governance and this statement describes how Ryanair has applied the main and supporting principles of the 2010 UK Corporate Governance Code (the 2010 Code) which for Ryanair, replaced the June 2008 Combined Code on Corporate Governance with effect from April 1 2011. This Report also covers the disclosure requirements set out in the corporate governance annex to the listing rules of the Irish Stock Exchange, which supplements the 2010 Code with additional corporate governance provisions and is also applicable to Ryanair, from April 1, 2011.

A copy of the 2010 Code can be obtained from the FRC's website, [www.frc.org.uk](http://www.frc.org.uk). The Irish Corporate Governance Annex is available on the Irish Stock Exchange's website, [www.ise.ie](http://www.ise.ie).

### The Board of Directors

#### Roles

The Board of Ryanair is responsible for the leadership, strategic direction and overall management of the Group. The Board's primary focus is on strategy formulation, policy and control. It has a formal schedule of matters specifically reserved to it for its attention, including matters such as appointment of senior management, approval of the annual budget, large capital expenditure, and key strategic decisions.

The Board has delegated responsibility for the management of the Group to the Chief Executive and executive management.

There is a clear division of responsibilities between the Chairman and the Chief Executive, which is set out in writing and has been approved by the Board.

#### Chairman

Mr. David Bonderman has served as the chairman of the Board since December 1996. The Chairman's primary responsibility is to lead the Board, to ensure that it has a common purpose, is effective as a group and at individual director level and that it upholds and promotes high standards of integrity and corporate governance. He ensures that Board agendas cover the key strategic issues confronting the Group; that the Board reviews and approves management's plans for the Group; and that directors receive accurate, timely, clear and relevant information.

The Chairman is the link between the Board and the Company. He is specifically responsible for establishing and maintaining an effective working relationship with the Chief Executive, for ensuring effective and appropriate communications with shareholders and for ensuring that members of the Board develop and maintain an understanding of the views of shareholders.

While Mr. David Bonderman holds a number of other directorships (See details on page 96), the Board considers that these do not interfere with the discharge of his duties to Ryanair.

#### Senior Independent Director

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The Board has appointed Mr. James Osborne as the Senior Independent Director. Mr. James Osborne is available to shareholders who have concerns that cannot be addressed through the Chairman, Chief Executive or Chief Financial Officer and leads the annual Board review of the performance of the Chairman.

### Company Secretary

The appointment and removal of the Company Secretary is a matter for the Board. All directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that Board procedures are complied with.

### Membership

The Board consists of one executive and eight non-executive directors. It is the practice of Ryanair that a majority of the Board comprises non-executive Directors, considered by the Board to be independent, and that the Chairman is non-executive. The Board considers the current size and composition of the Board to be within a range which is appropriate. Significant new and relevant experience has been added in the period since the year ended March 31, 2011. The composition of the Board and the principal Board Committees are set out in the table below. Brief biographies of the directors are set out on page 96. The Board, with the assistance of the Nomination Committee, keeps Board composition under review to ensure that it includes the necessary mix of relevant skills and experience required to perform its role.

Each director has extensive business experience, which they bring to bear in governing the Company. The Board considers that, between them, the directors bring the range of skills, knowledge and experience, including international experience, necessary to lead the Company. The Company has a Chairman with an extensive background in this industry, and significant public company experience. Historically, the Company has always separated the roles of Chairman and Chief Executive for the running of the business and implementation of the Board's strategy and policy.

Name	Role	Independent	Years on board	Audit	Remuneration	Nomination	Executive	Air Safety
D a v i d Bonderman	Chairman	Yes	16	-	-	Chair	Chair	-
M i c h a e l O'Leary	Chief Executive	No	16	-	-	Member	Member	-
M i c h a e l Horgan	Non Executive	Yes	11	-	-	-	-	Chair
K y r a n McLaughlin	Non Executive	Yes	11	Chair*	-	Member	Member	-
James R. Osborne	Senior Independent	Yes	16	Member	Chair	-	Member	-
P a o l o Pietrogrande	Non Executive	Yes	11	-	Member	-	-	-
K l a u s Kirchberger	Non Executive	Yes	10	-	Member	-	-	-
C h a r l e s McCreevy	Non Executive	Yes	2	Member**	-	-	-	-
D e c l a n McKeon	Non Executive	Yes	2	Member/ Chair***	-	-	-	-

\* Kyran McLaughlin retired from the Audit Committee from December 2011.

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\*\* Charles McCreevy was appointed to the Audit Committee effective January 2012.

\*\*\*Declan McKeon was appointed as Chairman of the Audit Committee effective December 2011.