

INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.

NOTICE OF RELEVANT FACT

Madrid, May 10, 2012.

Notice is served that the Board of Directors of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. has resolved to call a Shareholders' Meeting to be held in Madrid, at Auditorio Sur de IFEMA, Feria de Madrid, Campo de las Naciones, on June 20, 2012 at 12:00 (CET) on first call, and on the following day, June 21, 2012, at the same time and venue, on second call. Since it is foreseeable that the necessary quorum will not be met on first call, the Shareholders' Meeting will be held on second call.

The Shareholders' Meeting is called in accordance with the following agenda:

- 1.- Approval of the individual annual financial statements and management report of the Company and the consolidated annual financial statements and management report of the Company and its subsidiaries for the financial year ended on December 31, 2011.
- 2.- Approval of the proposal for the allocation of profits corresponding to the financial year ended on December 31, 2011.
- 3.- Approval of the management of the Board of Directors for the financial year ended December 31, 2011.
- 4.- Amendment of articles 21, 23 and 32 of the Corporate Bylaws to adapt them to the Companies Law in force.
- 5.- Amendment of articles 8, 10, 11, 13, 28 and 35 of the Shareholders' Meeting Regulations to adapt them to the Companies Law in force.
- 6.- Authorization, for a term ending at the end of next year's ordinary Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law and subject to the following conditions: (a) the maximum aggregate number of ordinary shares which are authorised to be purchased shall be the lower of the maximum amount permitted by the law and such number as represents ten per cent. of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution; (b) the minimum price which may be paid for an ordinary share is zero; (c) the maximum price which may be paid for an ordinary share is the highest of: (i) an amount equal to five per cent. above the average of the middle market quotations for the ordinary shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the

last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time; in each case, exclusive of expenses.

7.- Authorization to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's ordinary Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to increase the share capital pursuant to the provisions of Article 297.1.b) of the Companies Law, by: (a) up to one-third of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph (a) of Resolution 8); and (b) up to a further one-sixth of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution in connection with an offer by way of rights issue (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph (b) of Resolution 8).

For the purposes of Resolution 7, Resolution 8 and Resolution 9 "rights issue" means an offer by way of a rights issue to ordinary shareholders in proportion (as near as may be practicable) to their existing holdings, but subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

8.- Authorization to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's ordinary Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company, up to a maximum limit of 1,000,000,000 euros or the equivalent thereof in another currency, provided that the aggregate share capital that may need to be increased on the conversion or exchange of all such securities may not be higher than: (a) one-third of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased under paragraph (a) of Resolution 7); and (b) a further one-sixth of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution in connection with an offer by way of rights issue (such amount to be reduced by the amount that the share capital has been increased under paragraph (b) of Resolution 7). Establishment of the criteria for determining the basis for and terms and conditions applicable to the conversion or exchange. Delegation to the Board of Directors, with the express power of substitution, of the powers required to establish the basis for and terms and conditions applicable to the conversion or exchange, as well as of the power to increase the share capital by the required amount on the conversion.

9.- Authorization to the Board of Directors, with the express power of

substitution, to exclude pre-emptive rights in connection with the capital increases and the issuances of convertible or exchangeable securities that the Board of Directors may approve under the authority given under Resolution 7 or Resolution 8 for the purposes of allotting ordinary shares or convertible or exchangeable securities in connection with a rights issue or in any other circumstances for the purposes of allotting ordinary shares or convertible or exchangeable securities subject to an aggregate maximum nominal amount of the ordinary shares so allotted and allotted or that may be allotted on conversion or exchange of such securities of five per cent. of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of passing this resolution.

10.- Authorization to the Board of Directors, with the express power of substitution, for a term ending at the end of next year's ordinary Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution), to issue: (a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), up to a maximum amount of 1,000,000,000 euros or the equivalent thereof in another currency; and (b) notes (*pagarés*) up to a maximum amount at any given time, independently of the foregoing, of 500,000,000 euros or the equivalent thereof in another currency. Authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries.

11.- Approval of the corporate web page of the Company (www.iairgroup.com).

12.- Consultative vote on the annual report on the remuneration of the directors of the Company.

13.- Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made.

The call notice is expected to be published on May 14 in the manner established by law and pursuant to the bylaws.

As from the publication of the call notice, the call notice and the proposed resolutions submitted by the Board of Directors, together with the remaining documentation relating to the Shareholders' Meeting, shall be available to shareholders at the registered office and on the Company's website (www.iairgroup.com).

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Fernando Vives Ruiz
Secretary of the Board of Directors