

RYANAIR HOLDINGS PLC  
Form 6-K  
May 29, 2009

**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 May 2009

**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.....

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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- \_\_\_\_\_

**RYANAIR RESPONDS TO AER LINGUS' REJECTION OF ITS AGM PROPOSALS TO REDUCE THE BLOATED FEES PAID TO AER LINGUS' NON EXECUTIVE CHAIRMAN AND DIRECTORS**

Ryanair today (2  
9  
th

May  
09

) expressed its disappointment that the Board of Aer Lingus has recommended rejection of its two AGM proposals to cut Aer Lingus' bloated Non-Exec Chairman and Directors fees. Ryanair believes that these two resolutions are clearly in the best interests of all Aer Lingus shareholders. This latest rejection of Ryanair's proposals by the Board of Aer Lingus proves again that it is controlled by the Government and trade unions, leaving Ryanair - its largest shareholder - with no influence whatsoever. Ryanair pointed out that its resolutions, if passed, will reduce the fees paid to the Aer Lingus Board from €730,000 in 2008, to a still substantial €141,000 in 2009, thereby reducing Aer Lingus' costs by almost €600,000 to the benefit of Aer Lingus' profits, its share price and shareholder value

Ryanair said that this was the fifth time  
over the past 2 years

th  
at  
Aer Lingus ha

s  
ignore  
d

or rejected proposals from Ryanair, its largest (29.8%) shareholder, which included:

- Ryanair's

Aug'07

call for an EGM on the

closure

of the profitable Shannon base

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- Ryanair's  
Mar'08  
call for  
Aer Lingus to lower fares to stimulate traffic  
growth and profit

s

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- Ryanair's  
May  
'08  
call  
for  
Aer Lingus to scrap  
its unfair long-haul  
fuel surcharges which  
were  
damag  
ing  
Aer Lingus'

|

ong-haul traffic.

- Ryanair's  
Feb'09  
request that  
secret  
multi-million euro  
senior  
executive  
resignation  
bonuses at Aer Lingus should  
not be agreed  
in future  
without  
shareholder  
approval

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- Ryanair's  
June'09  
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rdinary resolution

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to  
reduce

Aer Lingus'  
bloat  
ed

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on  
E  
xec  
D  
irector  
(and Chairman's)  
fees  
which have increased five fold over  
the past  
2 years from €141,000 in 2006 to €730,000 in 2008

The irrational and illogical determination of the  
Aer Lingus  
Board to dismiss  
ively  
reject  
every  
proposal from its largest shareholder (as illustrated above) even when these  
sensible  
proposals would boost Aer Lingus profits and share price confirms again that Ryanair has no influence  
whatsoever  
or control over the Board of Aer Lingus whose only policy appears to  
consist of taking  
the opposite course to that recommended by Ryanair regardless of the damage done

to  
, Aer Lingus

shareholder value  
.

Since  
the  
Aer Lingus  
Board  
continues to be controlled and run by the Irish Government and the trade unions  
(  
who between them have appointed the entire  
Aer Lingus

Board

) who

have presided over an 80% collapse in its share price over the past t

wo

years (from over €3

in 200

7

to under €0.60 in May

2009

) Ryanair has accepted this reality and today announced that it has

given

a proxy over its 29.8% share of votes at the AGM in favour of the Minister for Transport, Mr Noel Dempsey on the two resolutions covering Non-Exec fees

The effect of this action is to allow the Minister for Transport - on his own - to decide whether:

- Fees of €140,000

p.a.

to a Non Executive

Chairman

who attends approx 9 Board meetings a year (a cost of over €15,000 per Board meeting) is

reasonable

or justif

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- Fees of €36,000 p.a. to a Non Exec Director such as

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at trade union boss

)

David Begg

(at a cost

of €4,000 per

Board meeting) is reasonable or justified in the

context of a company whose market cap has fallen to just over €300m,

and

which reported losses of €108m in 2008 and has

warned of

increased losses in 20  
09

Ryanair said it does not expect these individuals to work for free. It simply believes that a majority of non Government and non trade union shareholders would share its view that Non Executive Chairman's fees of €35,000 p.a. and Non Executive Directors fees of €17,500 p.a. (which is what was paid to Aer Lingus Directors in 2006, and is what is currently paid to Directors of other Irish Government Semi-States like the DAA Plc) is fair and reasonable for the limited time involved and the shareholder value destruction delivered by this Board at Aer Lingus

**Speaking today, Ryanair's Michael O'Leary said:**

*"We have decided on this course of action today in order to avoid conflict*

*at Aer Lingus' AGM on 5*

*th*

*June next. Giving a proxy over Ryanair's votes in favour of the Minister for Transport on the two resolutions concerning the bloated fees paid to Aer Lingus' Chairman and Non Executive Directors simply recognises the reality that Aer Lingus is controlled and run by the Government and the trade unions, which is why shareholder value is being destroyed. These recent events sadly confirm that Ryanair has no control or influence whatsoever over this failing, loss making airline*

*"The fact that the Board of Aer Lingus has refused to reduce its Directors*

*fees to the leve*

*l*

*they were at just*

*over*

*two years ago in 2006*

*, in recognition of the*

*urgent*

*need to reduce costs in the*

*face of rising losses*

*, or to bring them into line with Directors*

*fees paid*

*by other*

*comparable semi-state compan*

*ies*

*(*

*such as*

*the Dublin Airport Authority plc) leaves the Board of Aer Lingus with*

*little*

*or no*

*credibility when it comes to negotiating*

further cost  
reductions

with its work force and trade unions in order to restore Aer Lingus to profitability.

"Sadly the Board of Aer Lingus seem more concerned to defeat every reasonable Ryanair proposal to improve profitability and shareholder value, in order to repeatedly prove that Ryanair has no influence or control over Aer Lingus. The rejection of these latest proposals is yet another sign of lamentable leadership at Aer Lingus and demonstrates once again that its Chairman and Board are completely out of touch with reality and have no regard whatsoever for the reasonable concerns of its shareholders or shareholder value

"

With Ryanair's votes in his pocket, the Minister for Transport

can

now

alone

decide whether fees

of

over €15,000 per Board meeting are reasonable in the case of Aer Lingus'

Non Exec

Chairman or fees

of

€4,000

per Board meeting

are reasonable in the case of Aer Lingus' Non Executive Directors, all of whom are either Government appointees or trade union

appointees

like

ICTU boss

David Begg.

"I

f

the Minister for Transport,

Mr

Noel Dempsey,

abstains or

votes to protect these bloated Directors fees, then he too will have zero credibility when it comes to negotiations with Aer Lingus' trade unions and its workers on the

significant

cost

reductions

and productivity improvements necessary to return Aer Lingus to profitability and restore shareholder value.

"Ryanair will be represented at Aer Lingus' AGM next Friday and will be addressing a series of questions to Aer Lingus Chairman, Colm Barrington and Board. We welcome Aer Lingus' recent (22 May) confirmation that Ryanair is welcome to attend the AGM and that we can ask anything we like. We look forward to taking

*Aer Lingus up on this invitation*

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Ends.

Friday 29  
th  
May 2009

**For further information  
please contact:  
Stephen McNamara**

**Pauline McAlester  
Ryanair Ltd**

**Murray Consultants  
Tel: +353-1-8121212**

**Tel. +353-1-4980300**

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

RYANAIR HOLDINGS PLC



Date: 29 May 2009

By: \_\_\_/s/ Juliusz Komorek\_\_\_

Juliusz Komorek  
Company Secretary