

**Flughafen Wien Aktiengesellschaft
FN 42984 m
ISIN AT0000911805**

**Invitation
to the 23rd Extraordinary General Meeting**

We hereby invite our shareholders to the 23rd Extraordinary General Meeting of Flughafen Wien Aktiengesellschaft on Wednesday, **31 August 2011**, at **10 am**, in the Austria Center Vienna, 1220 Vienna, Bruno-Kreisky-Platz 1.

Agenda

1. Resolution on the amendment of the articles of association under § 7 para. 1 (increase in the number of Supervisory Board members to a maximum of ten members elected by the annual general meeting)
2. Elections to the Supervisory Board
3. Resolution on the amendment of the articles of association under § 6 para. 1 sentence 1 (increase up to four in the number of Management Board members for the period ending on 31 December 2011)

This Extraordinary General Meeting is hereby convened in accordance with a written request by the city of Vienna and NÖ Landes-Beteiligungsholding GmbH, as shareholders, in the sense of § 105 para. 3 of the Austrian Stock Corporation Act.

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

The following documentation will be available for review by shareholders at the latest on **10 August 2011** at the registered offices of the company, 1300 Wien-Flughafen, Office Park 1, Investor Relations Department, Mr. Mario Santi:

- Proposals for resolutions on the points of the agenda
- Statements by the nominees to the Supervisory Board (point 2 of the agenda) pursuant to § 87 (2) of the Austrian Stock Corporation Act.

These documents as well as the full transcript of this invitation and forms for the granting and cancellation of a proxy pursuant to § 114 of the Austrian Stock Corporation Act will also be available in the internet under <http://www.viennaairport.com/hv> beginning on **10 August 2011** and at the Extraordinary General Meeting.

INFORMATION ON THE RIGHTS OF SHAREHOLDERS UNDER §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Shareholders whose stakes reach a combined total of **5% of share capital** and who have held these shares for at least three months prior to the filing of their proposal can petition in writing for the inclusion and announcement of **additional points to the agenda** for this Extraordinary General Meeting, if this request is submitted to the Company in writing at the following address no later than **12 August 2011**: 1300 Wien-Flughafen, P.O. Box 1, Wolfgang Köberl, General Secretariat. Each point submitted for the agenda in this manner must include a proposed resolution together with a statement of the reasons. For bearer shares held in a depository, proof of the shareholding may be provided by depository confirmation as described in § 10a of the Austrian Stock Corporation Act; this confirmation must verify that the shareholder(s) filing the motion has (have) held these shares for a least three months prior to the proposal and may not be older than seven days when it is submitted to the Company. Further requirements for depository confirmation are listed in the invitation under the section on the right to participate in the Extraordinary General Meeting.

Shareholders whose stakes reach a combined total of **1% of share capital** can submit written **proposals for resolutions**, together with a statement of the reasons, for any point on the agenda and require that these proposals, together with the statement of reasons and any statement by the Management Board or Supervisory Board, be published on the company's website, if these requests are submitted to the company in writing no later than **22 August 2011** by telefax to +43(0)1-7007/23622, or by mail to 1300 Wien-Flughafen, P. O. Box 1, Wolfgang Köberl, General Secretariat, or by e-mail to HV2011@viennaairport.com, whereby in this case the written request must be attached to the e-mail, e.g. as a pdf-file. For nominations to the Supervisory Board, a

statement by the nominee in accordance with § 87 (2) of the Austrian Stock Corporation Act must be submitted in place of the reasons for a proposal. For bearer shares held in a depository, proof of the shareholding for the exercise of this shareholder right may be provided by depository confirmation as described in § 10a of the Austrian Stock Corporation Act; this confirmation may not be older than seven days when it is submitted to the Company. Further requirements for depository confirmation are listed in the invitation under the section on the right to participate in the Extraordinary General Meeting.

On request, every shareholder must be provided with information concerning the business matters of the company at a general meeting, if this information is necessary for the correct evaluation of a point on the agenda.

This request for information may be refused if, according to reasonable business judgment, it could result in significant damage for the company or a related enterprise, or if the provision of this information is punishable under law.

In order to ensure the efficient handling of issues, inquiries whose responses require lengthy preparation should be submitted in writing to the Management Board on a timely basis prior to the Extraordinary General Meeting. These inquiries may be submitted to the Company by mail at 1300 Wien-Flughafen, P.O. Box 1, or by telefax to +43(0)1-7007/23622.

Every shareholder is entitled to make a proposal to any point of the agenda. Nominations for election to the Supervisory Board (point 2 of the agenda) can only be made by shareholders whose combined stake equals at least 1% of share capital. These nominations must be received by the Company no later than **22 August 2011** as described above. Each nomination must include a statement by the nominee pursuant to § 87 (2) of the Austrian Stock Corporation Act concerning his/her professional qualifications, professional or comparable functions and any circumstances that could raise concerns over possible bias.

Additional information on these shareholder rights as defined in §§ 109, 110 and 118 of the Austrian Stock Corporation Act are available immediately on the company's website under <http://www.viennaairport.com/hv>.

PROOF OF SHAREHOLDING AND PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING

Eligibility to participate in the Extraordinary General Meeting and to exercise voting rights and other shareholder rights applicable to this meeting are based on the shareholding or, if interim certificates were issued, on listing in the register of shareholders at the **end of 21 August 2011 (date for proof of shareholding)**.

A person is only eligible to participate in the Extraordinary General Meeting, if he/she is a shareholder on this date and proves this status to the company.

Bearer shares held in a depository

For bearer shares held in a depository, depository confirmation as defined in § 10a of the Austrian Stock Corporation Act is sufficient proof of the shareholding. This confirmation must be sent to the company no later than **26 August 2011** at one of the following addresses.

Via mail Flughafen Wien Aktiengesellschaft
 Investor Relations
 Attn: Mr. Mario Santi
 P.O. Box 1
 1300 Flughafen-Wien

Via SWIFT GIBAATWGGMS
 (Message Type MT598; ISIN AT0000911805 must be included
 with the text)

Via Telefax: +43 (1) 8900 500 – 88

Via E-Mail anmeldung.flughafenwien@hauptversammlung.at, whereby the
 written depository confirmation must be attached to the e-mail, e.g. as
 a pdf-file

Bearer shares not held in a depository

For bearer shares not held in a depository, written confirmation by an Austrian notary public is sufficient proof of the shareholding. This confirmation must be sent to the

company at the above-mentioned mailing address no later than the date indicated above. The requirements listed below apply analogously to confirmation by a notary public (with the exception of the depository number).

Interim certificates

If interim certificates were issued, only the listing in the register of shareholders on the date for proof of the shareholding is relevant; separate registration is not required to participate in the Extraordinary General Meeting.

Depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act

The depository confirmation must be issued by a depository institution that maintains its registered office in a member state of the European Economic Community or in a full member state of the OECD, and must include the following information:

- Information on the issuer: name/company and address or a code commonly used in transactions between financial institutions (SWIFT code),
- Information on the shareholder: name/company, address, date of birth for natural persons or register and registration number for legal entities,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000911805,
- Depository number or other designation,
- Period covered by the depository confirmation.

The depository confirmation to verify the shareholding for participation in the Extraordinary General Meeting must include reference to the above date for the proof of shareholding, i.e. **21 August 2011**.

Depository confirmations will be accepted in German or English.

Shareholders will not be blocked by registration for the Extraordinary General Meeting or by the submission of depository confirmation; shareholders therefore retain the right to freely dispose over their shares after registration or the submission of depository confirmation.

REPRESENTATION BY PROXY

Every shareholder who is entitled to participate in the Extraordinary General Meeting also has the right to delegate a proxy, who will participate in this meeting on behalf of the shareholder and may exercise the same rights as the shareholder who he/she represents.

The proxy must designate a specific person (a natural person or legal entity) in writing, whereby more than one person may be authorised.

The proxy must be sent to the Company at one of the following addresses:

Via mail Flughafen Wien Aktiengesellschaft
Investor Relations
Attn: Mr. Mario Santi
P. O. Box 1
1300 Wien-Flughafen

Via telefax: +43 (1) 8900 500 – 50

Via e-mail anmeldung.viennaairport@hauptversammlung.at, whereby the proxy must be attached to the e-mail in writing, e.g. as a pdf-file

Personally: Upon registration for the Extraordinary General Meeting
at the Austria Center Vienna

Forms to grant and cancel proxies will be sent to shareholders on request and are also available for download on the Company's website under <http://www.viennaairport.com/hv>.

If the proxy is not to be submitted personally at the registration desk on the day of the Extraordinary General Meeting, it must be received by the Company **no later than 4 pm on 30 August 2011**.

The above rules for granting a proxy apply analogously to the cancellation of a proxy.

The name of the depository institution should be included on the proxy form to permit the identification of the shareholder.

Total number of shares and voting rights

The share capital of the Company totalled € 152,670,000.-- at the time the invitation to the Extraordinary General Meeting was issued; this share capital was divided into 21,000,000 bearer shares. Each share carries one voting right. The Company held no treasury shares, either directly or indirectly, at the time the invitation to the Extraordinary General Meeting was issued. Therefore, the number of shares eligible for participation and voting totalled 21,000,000 at the time the invitation to the Extraordinary General Meeting was issued. The Company does not have more than one class of shares.

We kindly ask you to arrive in sufficient time for the customary security checks and to present valid, official photo identification at the registration desk.

Admission and the distribution of voting cards will begin at 9 am.

Vienna, August 2011

The Management Board
of
Flughafen Wien Aktiengesellschaft