

## **Flughafen Wien Aktiengesellschaft**

**FN 42984 m**

**ISIN AT0000911805**

### **Invitation to the 24th Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of Flughafen Wien Aktiengesellschaft on Tuesday, **24 April 2012**, at **10 am**, in the Multiversum Schwechat, Möhringgasse 2-4, 2320 Schwechat

### **Agenda**

1. Presentation of the annual financial statements and management report, the corporate governance report, the consolidated financial statements and the group management report and the report of the Supervisory Board on the 2011 financial year
2. Resolution on the use of net profit
3. Resolution on the release of the members of the Management Board from liability for the 2011 financial year
4. Resolution on the release of the members of the Supervisory Board from liability for the 2011 financial year
5. Resolution on remuneration for the members of the Supervisory Board for the 2011 financial year
6. Election of the auditor for the financial statements and consolidated financial statements for the 2012 financial year
7. Resolution on the amendment of the articles of association (above all to reflect changes in Austrian company law (“Gesellschaftsrechts-Änderungsgesetz 2011”))

## DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

The following documentation will be available for review by shareholders at the latest on **3 April 2012** on the company's website under [www.viennaairport.com](http://www.viennaairport.com) and will also be available at the Annual General Meeting:

- Annual financial statements and management report,
- Corporate governance report,
- Consolidated financial statements and group management report,
- Recommendation for the distribution of profit,
- Report of the Supervisory Board,

each for the 2011 financial year; as well as

- Proposals for resolutions on the various points of the agenda
- Articles of association, with notation of recommended amendments
- Form for the granting of a proxy
- Form for the cancellation of a proxy
- The complete text of this invitation.

## INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED BY §§ 109, 110 AND 118 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 Annual General Meeting, if this request is submitted to the company in writing at the following address no later than **3 April 2012**: 1300 Wien-Flughafen, P.O. Box 1, Mr. 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 status as a shareholder may be provided by the submission of depository confirmation as described § 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 under the section on the right to participate in the Annual 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 this request is submitted to the company in writing no later than **13 April 2012** by telefax to +43(0)1-7007/23622 or by mail to 1300 Wien-Flughafen, P.O. Box 1, Mr. Wolfgang Köberl, General Secretariat, or by e-mail to HV2012@viennaairport.com, whereby in this case the written request must be attached to the e-mail, e.g. as a pdf-file. For bearer shares held in a depository, proof of the status as a shareholder for the exercise of this shareholder right may be provided by the submission of depository confirmation as described § 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 under the section on the right to participate in the Annual General Meeting.

On request, every shareholder must be provided with information concerning the business matters of the company at the Annual 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 subsidiary, 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 Annual 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.

Additional information on these shareholder rights as defined in §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act are available immediately on the company's website under <http://www.viennaairport.com>.

## **PROOF OF SHAREHOLDING AND PARTICIPATION IN THE ANNUAL GENERAL MEETING**

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that apply to the Annual General Meeting are based on the shareholding or, if interim certificates have been issued, on listing in the register of shareholders at the end of **14 April 2012** (date for proof of shareholding).

A person is only eligible to participate in the Annual 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 **19 April 2012** at one of the following addresses:

Via mail or messenger to      Flughafen Wien Aktiengesellschaft  
Investor Relations  
Attn.: Mr. Mario Santi  
1300 Flughafen-Wien

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

Via telefax to         +43 (1) 8900 500 – 88

Via e-mail to          [anmeldung.flughafenwien@hauptversammlung.at](mailto: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 the confirmation provided by a notary public (with the exception of the depository number).

**Interim certificates**

If interim certificates have been 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 Annual General Meeting.

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

The depository confirmation must be issued by the depository institution, which maintains its registered offices 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 Annual General Meeting must relate to the above date for the proof of shareholding, i.e. **14 April 2012**.

Depository confirmations will be accepted in German or English.

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

## **REPRESENTATION BY PROXY**

Every shareholder who is entitled to participate in the Annual General Meeting also has the right to delegate a proxy, who will participate in the Annual General 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 or messenger to      Flughafen Wien Aktiengesellschaft  
                                  Investor Relations  
                                  Attn: Mr. Mario Santi  
                                  1300 Wien-Flughafen

Via telefax to        +43 (1) 8900 500 – 88

Via e-mail to        [anmeldung.viennaairport@hauptversammlung.at](mailto: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 Annual 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>

If the proxy is not to be submitted personally at the registration desk on the day of the Annual General Meeting, it must be received by the company **no later than 4 pm on 23 April 2012.**

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 Annual 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 Annual 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 Annual General Meeting was issued. The company does not have more than one class of shares.

We kindly ask you to plan your arrival 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.

The Management Board of Flughafen Wien Aktiengesellschaft  
Vienna, March 2012