

Flughafen Wien Aktiengesellschaft  
Schwechat, FN 42984 m  
ISIN AT0000911805

# INVITATION TO THE 28<sup>TH</sup> ANNUAL GENERAL MEETING

We hereby invite our shareholders to the 28th Annual General Meeting of Flughafen Wien Aktiengesellschaft which will be held on **Tuesday, May 31, 2016 at 10 a.m.** 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, the Group management report, the resolution on the appropriation of the net profit and the report of the Supervisory Board on the 2015 financial year
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Management Board for the 2015 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2015 financial year
5. Resolution on the remuneration of the members of the Supervisory Board
6. Election of the auditor for the annual financial statements and consolidated financial statements for the 2016 financial year
7. Resolution on an amendment to the Articles of Association in Section 6, "Management and Representation, Reports to the Supervisory Board" by adding two new paragraphs 7 and 8 and subsequently changing the designation of previous paragraphs from 7 until 12 to 9 until 14
8. Resolution on
  - (i) a one-for-four stock split, in which case the number of shares will increase to a total of 84,000,000, with each share representing a proportionate amount of the share capital equivalent to EUR 1.8175, and

- (ii) a corresponding amendment to the Articles of Association in Section 4 "Capital Stock".

[Due to a proposed resolution received on April 15, 2016 pursuant to Section 109 Austrian Stock Corporation Act (AktG) and submitted by the shareholders Wien Holding GmbH headquartered in Vienna and NÖ Landes-Beteiligungsholding GmbH headquartered in St. Pölten, which have held 4,200,000 no-par value shares each in the Company for a period of more than three months and thus a total shareholding exceeding 5% of the Company's share capital, the following item has been added to the agenda of the Annual General Meeting:]

- 9. Authorization for the Management Board to buy back and sell own shares (treasury shares) in the Company

## **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The following documents will be available on the Website of the Company at [www.viennaairport.com](http://www.viennaairport.com) no later than **May 10, 2016**:

- » Annual financial statements and management report,
- » Corporate governance report,
- » Consolidated financial statements and group management report,
- » Proposal for the appropriation of the net profit,
- » Report of the Supervisory Board,

all with respect to the 2015 financial year;

- » Proposals for resolutions on items 2–8 of the agenda,
- » Proposed resolution of the shareholders Wien Holding GmbH and NÖ Landes-Beteiligungsholding GmbH with respect to item 9 on the agenda,
- » Proxy authorization form,
- » Form for granting a proxy to an IVA representative,
- » Revocation of proxy form,
- » Complete text of this invitation to the Annual General Meeting.

# INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED BY SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

## The right of shareholders to put additional items on the agenda

Shareholders whose total shareholding equals **5% or more of the Company's share capital** and who have held these shares for at least three months prior to the filing of their proposal can request in writing that **additional items be put on the agenda** of this Annual General Meeting, if this request is submitted to the Company in writing no later than **May 10, 2016** at the address Flughafen Wien AG, Mr. Wolfgang Köberl, General Secretariat, P.O. Box 1, 1300 Wien-Flughafen. Each item submitted for the agenda in this manner must include a proposed resolution together with a statement explaining the reasons for such a proposal. Proof of the status as a shareholder must be provided by depository confirmation as stipulated in Section 10a AktG. This confirmation must verify that the shareholder(s) filing the motion has (have) held these shares for at 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.

## The right of shareholders to propose resolutions on items of the agenda

Shareholders whose total shareholding equals **1% or more of the Company's share capital** can submit written **proposals for resolutions** including a statement explaining the reasons for any item on the agenda of this Annual General Meeting and require that these proposals, together with the statement explaining the 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 **May 19, 2016** either by fax at +43(0)1-7007/23622 or per mail at the address Flughafen Wien AG, Mr. Wolfgang Köberl, General Secretariat, 1300 Wien-Flughafen or per e-mail at **fwag-hauptversammlung@viennaairport.com**, whereby in this case the written request must be attached to the e-mail, e.g. as a PDF file. Proof of the status as a shareholder must be provided by depository confirmation as stipulated in Section 10a AktG provided that this confirmation is not more than seven days old 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.

## The right of shareholders to receive information

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 to enable the shareholder to properly evaluate any item on the agenda.

This request for information may be refused if by the Company, according to sound business judgment, it could result in significant damage to the Company or a subsidiary, or if the provision of this information would comprise a criminal offense 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 or by e-mail to **fwag-hauptversammlung@viennaairport.com**.

## **The right of shareholders to propose motions at the Annual General Meeting**

Every shareholder is entitled to bring forward a motion on any item of the agenda at the Annual General Meeting, independent of the number of shares held. This right to bring forward a motion is contingent upon the right to participate in the Annual General Meeting as defined in this invitation.

## **Information on the Website**

Additional information on the shareholder rights stipulated in Sections 109, 110, 118 and 119 AktG is now available on the Company's Website at [www.viennaairport.com](http://www.viennaairport.com).

## **RECORD DATE 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 at the end of day on **May 21, 2016 (record date to provide proof of shareholding)**.

A person is only eligible to participate in the Annual General Meeting, if he/she is a shareholder on this record date and is able to supply sufficient proof of this status to the Company.

Proof of the shareholding must be provided by depository confirmation as stipulated in Section 10a AktG. This confirmation must be sent to the Company no later than **May 25, 2016** exclusively at one of the following addresses:

By mail or messenger	Flughafen Wien Aktiengesellschaft Investor Relations Attn.: Mr. Mario Santi 1300 Flughafen-Wien
By fax:	+43 (1) 8900 500 – 50
By e-mail	<a href="mailto:anmeldung.flughafenwien@hauptversammlung.at">anmeldung.flughafenwien@hauptversammlung.at</a> , whereby the written depository confirmation must be attached to the e-mail, e.g. as a PDF file.
By SWIFT	GIBAATWGGMS (message type MT598, the text must include ISIN AT0000911805)

## DEPOSITARY CONFIRMATION PURSUANT TO SECTION 10A AKTG

The depository confirmation must be issued by a depository institution which maintains its registered offices in a member state of the European Economic Area 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 business transactions between financial institutions (BIC)
- » Information on the shareholder: name/company, address, date of birth for natural persons, register and registration number for legal person
- » 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 as the basis for participation in the Annual General Meeting must relate to the above-mentioned record date for the proof of shareholding, i.e. **May 21, 2016**.

Depository confirmations may be submitted in German or English.

## REPRESENTATION PER PROXY

Every shareholder who is entitled to participate in the Annual General Meeting is also entitled to appoint a proxy, who will participate in the Annual General Meeting on behalf of the shareholder and who may exercise the same rights as the shareholder who he or she represents.

The proxy must designate a specific person (natural or legal) in writing. It is also possible to appoint several proxy holders.

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

By mail or messenger	Flughafen Wien Aktiengesellschaft Investor Relations Attn.: Mr. Mario Santi 1300 Flughafen-Wien
By fax:	+43 (1) 8900 500 – 50
By e-mail	anmeldung.flughafenwien@hauptversammlung.at, whereby the written proxy authorization must be attached to the e-mail, e.g. as a PDF file.
Personally	Upon registration at the venue for the Annual General Meeting

A proxy authorization form and the form for revocation of proxy will be sent to shareholders on request and are also available for download on the Company's Website at [www.viennaairport.com](http://www.viennaairport.com).

If a 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 p.m. on May 30, 2016**.

The above rules for appointing a proxy apply analogously to the revocation of a proxy.

## **INDEPENDENT VOTING REPRESENTATIVE**

As a special service, a representative of the Austrian Shareholder Association IVA (Interessenverband für Anleger) Feldmühlgasse 22, 1130 Vienna, will be available as an independent representative to exercise voting rights for shareholders at the Annual General Meeting. He or she will vote in accordance with the instructions provided by the respective shareholder. A form for the designation of IVA as a shareholder representative is available on the Company's Website at [www.viennaairport.com](http://www.viennaairport.com). In addition, Mr. Wilhelm Rasinger from IVA may be directly contacted by the shareholder at +43 1 8763343/42, Fax +43 1 8763343/49 or via e-mail at [wilhelm.rasinger@iva.or.at](mailto:wilhelm.rasinger@iva.or.at).

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

The share capital of the company totaled € 152,670,000 at the time this invitation to the Annual General Meeting was issued. The share capital was divided into 21,000,000 on non-par value 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 totaled 21,000,000 at the time the invitation to the Annual General Meeting was issued.

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 a.m.

Vienna, April 2016

The Management Board