

Flughafen Wien Aktiengesellschaft

Schwechat, FN 42984 m

ISIN AT00000VIE62

("Company")

Convening of the 35th annual general meeting

We hereby invite our shareholders to attend the 35th Annual General Meeting of Flughafen Wien Aktiengesellschaft on **Monday, 5 June 2023, starting at 11:00** (Vienna time) at the following location: AirportCity Space Raum Runway 1+2, Office Park 4, Towerstrasse 3, 1300 Wien-Flughafen, Austria.

I. Agenda

1. Presentation of the annual financial statements plus management report and corporate governance report, the consolidated financial statements plus group management report, the proposal for the appropriation of profit and the Supervisory Board's report for the 2022 financial year
2. Resolution on the appropriation of net retained profits
3. Resolution formally approving the actions of the members of the Management Board for the 2022 financial year
4. Resolution formally approving the actions of the members of the Supervisory Board for the 2022 financial year
5. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2023 financial year
6. Resolution on the remuneration report
7. Resolution on the amendment of the Articles of Association, Section 3 "Public announcements"
8. Resolution on amendment of the Articles of Association through the addition of a new Article 15 "Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting" and corresponding amendment of the numbering of the subsequent articles of the Articles of Association and cancellation of the previous Article 18

II. Documents for the annual general meeting; provision of information on the website

In accordance with Section 108 (3) and (4) AktG, the following documents, in particular, will be available on the website of the Company entered in the register of companies – **www.viennaairport.com** – as of no later than **15 May 2023**:

- » Annual financial report 2022, containing:
 - Annual financial statements, including the management report and the non-financial statement,
 - Consolidated financial statements, including the group management report,
- » Consolidated corporate governance report 2022,
- » Report of the Supervisory Board 2022,

- » Proposal for the appropriation of profit,
- » Resolutions proposed by the Supervisory Board and the Management Board,
- » Remuneration report 2022,
- » Form for issuing a proxy,
- » Form for issuing a proxy and instructions to a representative from the interest group for investors (IVA),
- » Form for revoking a proxy,
- » Information on shareholders' rights pursuant to Sections 109, 110, 118 and 119 AktG,
- » the full text of this notice convening the meeting.

III. Record date and requirements for participation in the annual general meeting

Eligibility to participate in the Annual General Meeting and to exercise voting rights and the other shareholder rights to be asserted in the context of the Annual General Meeting shall be based on shareholdings at the end of **26 May 2023** (24:00, Vienna time) (**record date**).

Only shareholders who can provide evidence of their shareholdings to the Company on this record date shall be eligible to participate in the Annual General Meeting.

In accordance with Section 10a AktG, evidence of shareholdings on the record date must be submitted in the form of a deposit certificate, which the Company must receive by no later than **31 May 2023** (24:00, Vienna time) via one of the following communication channels and addresses only:

- (i) for sending the deposit certificate in text form, which is sufficient pursuant to Article 12 (2) of the Articles of Association

By e-mail **anmeldung.flughafenwien@hauptversammlung.at**
(Please provide deposit certificates in PDF format)

- (ii) for sending the deposit certificate in written form

By post or courier Flughafen Wien Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60
Austria

Via SWIFT GIBAATWGGMS
(Message Type MT598 oder MT599,
it is essential to include ISIN AT00000VIE62 in the text)

We request that shareholders contact their custodian bank to arrange for the deposit certificate to be issued and sent.

The record date does not affect the saleability of the shares and is not relevant with respect to dividend entitlements.

Deposit certificate pursuant to Section 10a AktG

The deposit certificate must be issued by a custodian bank that has its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (Section 10a (2) AktG):

- » Information regarding the issuer: name/company name and address or a standard code used for transactions between banks (SWIFT code),
- » Information regarding the shareholder: name/company name, address, date of birth for natural persons or register and registration number for legal persons, as appropriate,
- » Information regarding the shares: number of shares held by the shareholder, ISIN AT00000VIE62 (standard international securities identification number),
- » Custody account number, securities account number or another designation,
- » Date or period to which the deposit certificate relates.

The deposit certificate as evidence of the shareholding for the purposes of participation in the Annual General Meeting must relate to the end of the record date of **26 May 2023** (24:00, Vienna time).

The deposit certificate will be accepted in German or English.

Proof of identity

Flughafen Wien Aktiengesellschaft reserves the right to verify the identity of the persons attending the meeting. If it is not possible to verify a person's identity, they may be refused admission.

We therefore request that shareholders and their proxies be ready to present valid official photo identification when registering.

If you are attending the Annual General Meeting as a proxy, please bring your proxy authorisation in addition to your official photo identification. If the original of the proxy authorisation has already been sent to the Company, please present a copy of the proxy authorisation to facilitate entry.

IV. Option to appoint a representative and procedure to be followed

Each shareholder eligible to participate in the Annual General Meeting who has provided evidence of this to the Company in accordance with the stipulations of item III of this notice convening the meeting has the right to appoint a representative to participate in the Annual General Meeting on behalf of the shareholder with the same rights as the shareholder they are representing.

The proxy authorisation must be issued to a specific (natural or legal) person in text form (Section 13 (2) AktG), although it is also possible to issue proxies to more than one person.

It is possible to issue a proxy before as well as during the Annual General Meeting.

Please send proxy authorisations via the following communication channels and addresses:

By post or courier: Flughafen Wien Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen am Wechsel
Austria

By e-mail: **anmeldung.flughafenwien@hauptversammlung.at**
(Please provide proxy authorisations in PDF format)

Via SWIFT: GIBAATWGGMS
(Message type MT598 or MT599;
it is essential to include ISIN AT00000VIE62 in the text)

On the day of the Annual General Meeting only:

In person when registering for the Annual General Meeting at the meeting location

Proxy authorisations must be received by no later than 16:00 on **2 June 2023** at one of the above addresses unless handed in at the registration point for the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking a proxy will be available on the Company's website at **www.viennaairport.com** as of no later than 15 May 2023. Use of one of the forms is not compulsory within the meaning of Section 114 (3) AktG. However, we request that you always use the forms provided in order to facilitate smooth processing.

Details regarding the proxy, particularly regarding text form and the content of the proxy authorisation, can be found on the proxy form provided to shareholders.

If a shareholder has issued a proxy to their custodian bank (Section 10a AktG), it is sufficient for the custodian bank to issue a declaration that it has been appointed proxy and send it to the Company together with the deposit certificate in the prescribed manner.

Shareholders can exercise their rights in person at the Annual General Meeting even after issuing a proxy. Attendance in person shall be deemed to revoke any proxy issued previously.

The above provisions on issuing a proxy shall apply analogously to revoking a proxy.

Independent proxy

As a special service for shareholders, a representative from the interest group for investors (IVA), Feldmühlgasse 22, 1130 Vienna, will be available as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions; a special proxy form will be provided for this on the Company's website at **www.viennaairport.com** as of no later than 15 May 2023. It is also possible to contact Mr Florian Beckermann, LL.M. at IVA directly by telephone on +43 1 87 63 34 3-0 or by e-mail at **beckermann.flughafenwien@hauptversammlung.at**.

V. Information on shareholders' rights under sections 109, 110, 118 and 119 AktG

1. Additions to the agenda by shareholders pursuant to Section 109 AktG

Shareholders whose shares constitute, separately or together, 5% of the share capital and who have held such shares for at least three months prior to submitting the application can make a written request for **further items to be added to the agenda** of this Annual General Meeting and announced if such request is received by the Company in writing by post or courier by no later than **15 May 2023** (24:00, Vienna time) and addressed exclusively to **Dr Wolfgang Köberl, MBA, Secretary General, 1300 Wien-Flughafen, Austria** or, if sent by e-mail, with a qualified electronic signature to the e-mail address **fwag-hauptversammlung@viennaairport.com** or via SWIFT to the address GIBAATWGGMS. "In writing" means the handwritten signature or company signature of each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent via SWIFT, with message type MT598 or type MT599, in which case it is essential to include ISIN AT00000VIE62 in the text.

Each agenda item requested in this way must be accompanied by a proposed resolution, including a statement of reasons. The agenda item and proposed resolution, but not the related statement of reasons, must also be submitted in German in all cases. Evidence of shareholder status must be submitted in the form of a deposit certificate pursuant to Section 10a AktG which confirms that the shareholders making the application have held the shares for at least three months prior to making the application and which may not be more than seven days old at the time of submission to the Company. Several deposit certificates for shares that constitute only an equity holding of 5% together must relate to the same time (date, time).

Please refer to the information on eligibility to participate for the other requirements relating to deposit certificates (item III of this notice convening the meeting).

2. Proposed resolutions from shareholders on the agenda pursuant to Section 110 AktG

Shareholders whose shares constitute, separately or together, 1% of the share capital can send **proposed resolutions**, including statements of reasons, in text form for any item on the agenda and request that such proposals, together with the names of the shareholders concerned, the attached statements of reasons and any opinions of the Management Board or the Supervisory Board, be made available on the website of the Company entered in the register of companies if such request is received by the Company in text form by no later than **24 May 2023** (24:00, Vienna time) and addressed either to **Dr Wolfgang Köberl, MBA, Secretary General, 1300 Wien-Flughafen, Austria** or sent by e-mail to **fwag-hauptversammlung@viennaairport.com** with the request attached to the e-mail in text form, for example as a PDF document. Where declarations are required to be submitted in text form as defined by Section 13 (2) AktG, they must be submitted in a document or in another form that enables permanent reproduction in written characters, names the person making the declaration and marks the end of the declaration by showing a facsimile of the signature or by other means. The proposed resolution, but not the related statement of reasons, must also be submitted in German in all cases.

Evidence of shareholder status must be submitted in the form of a deposit certificate pursuant to Section 10a AktG which may not be more than seven days old at the time of submission to the Company. Several deposit certificates for shares that constitute only an equity holding of 1% together must relate to the same time (date, time).

Please refer to the information on eligibility to participate for the other requirements relating to deposit certificates (item III of this notice convening the meeting).

3. Shareholders' right to information pursuant to Section 118 AktG

During the Annual General Meeting, any shareholder may request information on the affairs of the Company to the extent that such information is required in order to make a proper assessment of the agenda item. The duty to provide information also extends to the Company's legal relationships with affiliates as well as to the position of the Group and the companies included in the consolidated financial statements.

Information may be denied to the extent that, according to reasonable business judgement, it is likely to cause significant harm to the Company or an affiliate, or its disclosure would constitute a criminal offence.

In accordance with Article 14 of the Articles of Association, the Chair of the Annual General Meeting may impose a reasonable time limit on the shareholders' right to ask questions and speak. The Chair can, particularly at the start of, but also during, the Annual General Meeting, impose general and individual limits on the time allocated to asking questions and speaking.

Requests for information are generally to be made orally at the Annual General Meeting, but can also be made in writing.

To ensure the meeting runs efficiently, questions requiring a longer preparation time may be sent to the Management Board in text form in good time prior to the Annual General Meeting. Questions can be sent to the Company by e-mail to fwag-hauptversammlung@viennaairport.com.

4. Motions by shareholders at the Annual General Meeting pursuant to Section 119 AktG

Any shareholder – irrespective of the number of shares they hold – is entitled to make motions on any item on the agenda at the Annual General Meeting. The requirement for this is evidence of eligibility to participate as defined by the notice convening the meeting.

If more than one motion has been made on one agenda item, the Chair shall determine the order of voting in accordance with Section 119 (3) AktG.

5. Information on the website

Further information on these shareholder rights pursuant to Sections 109, 110, 118 and 119 AktG is available on the Company's website at www.viennaairport.com.

6. Information on data protection for shareholders

Flughafen Wien Aktiengesellschaft takes data protection very seriously. You can find further information in our data protection policy at www.viennaairport.com/datenschutz.

VI. Further information and notes

Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 152,670,000 and is divided into 84,000,000 bearer shares. Each share carries one vote.

The Company holds 125,319 own shares as of 2 May 2023. These shares do not carry voting rights or any other rights. Any change in the number of own shares held prior to the Annual General Meeting and thus to the total number of voting rights shall be announced at the Annual General Meeting.

There is not more than one class of share.

Schwechat, May 2023

The Management Board