



Flughafen Wien Aktiengesellschaft

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ISIN AT0000911805

Invitation to the 25th Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting of Flughafen Wien Aktiengesellschaft on **Tuesday, 30 April 2013**, 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 2012 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 2012 financial year
4. Resolution on the release of the members of the Supervisory Board from liability for the 2012 financial year
5. Resolution on remuneration for the members of the Supervisory Board
6. Election of the auditor for the financial statements and consolidated financial statements for the 2013 financial year
7. Elections to the Supervisory Board

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

The following documentation will be available for review by shareholders at the latest on **9 April 2013** on the company's website under <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 2012 financial year; as well as

- Proposals for resolutions on the various points of the agenda
- Statements by the candidates for election to the Supervisory Board under point 7 of the agenda pursuant to § 87 (2) of the Austrian Stock Corporation Act, incl. curricula vitae
- 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, 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 Annual General Meeting, if this request is submitted to the company in writing at the following address no later than **9 April 2013**: 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. Proof of the status as a shareholder must be provided by a 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 **19 April 2013** by telefax to +43(0)1-7007/23622 or by mail to 1300 Wien-Flughafen, Mr. Wolfgang Köberl, General Secretariat, or by e-mail to HV2013@viennaairport.com, whereby in this case the written request must be attached to the e-mail, e.g. as a pdf-file. The nomination of candidates to the Supervisory Board should include a statement by the nominee pursuant to § 87 (2) of the Austrian Stock Corporation Act instead of the above-mentioned reasons. Proof of the status as a shareholder must be provided by a 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 or by telefax to +43(0)1-7007/23622.

Every shareholder is entitled to make a proposal to any point of the agenda. Nominations to the Supervisory Board can only be made by shareholders whose stakes reach a combined total of at least 1% of share capital (point 7 of the agenda). All such nominations must be received by the company no later than **19 April 2013** as indicated above. Each nomination must include a statement by the nominee pursuant to § 87 (2) of the Austrian Stock Corporation Act on his/her professional qualifications, professional or similar functions and any circumstances that could raise questions over possible bias.

Additional information on these shareholder rights as defined in §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act are now available 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 at the end of the day on **20 April 2013** (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.

Proof of the shareholding must be provided by a depository confirmation as defined in § 10a of the Austrian Stock Corporation Act. This confirmation must be sent to the company no later than **25 April 2013** at one of the following addresses.

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

Via telefax to: +43 (1) 8900 500 – 88

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

Flughafen Wien Aktiengesellschaft will no longer accept depository confirmations and statements pursuant to § 114 (1) fourth sentence of the Austrian Stock Corporation Act via an international, secured financial institution communications network (SWIFT) because other electronic communication alternatives (telefax and e-mail) are now available. This decision is based on the fact that the depository institutions did not use SWIFT for electronic communications related to previous Annual General Meetings of Flughafen Wien Aktiengesellschaft.

Cancelled share certificates

Flughafen Wien Aktiengesellschaft is required by law to replace all bearer shares in circulation (effective share certificates) with a collective certificate and to deposit this collective certificate with Oesterreichische Kontrollbank Aktiengesellschaft. Information on this subject was provided at the 24th Annual General Meeting. The approval of this measure by the Commercial Court in Vienna on 10 April 2012 was followed by three subsequent announcements in the federal gazette of the Wiener Zeitung, which asked all shareholders of the company holding bearer shares of common stock as effective share certificates to submit these certificates no later than 30 October 2012. In accordance with § 67 of the Austrian Stock Corporation Act in connection with § 262 (29) of the Austrian Stock Corporation Act, the Management Board passed a resolution on 12 November 2012 cancelling all effective bearer share certificates that were not submitted. The related announcement in the federal gazette of the Wiener Zeitung was made on 17/18 November 2012.

These effective share certificates lost their standing as securities upon cancellation and do not carry the right to participate or vote in the Annual General Meeting of Flughafen Wien Aktiengesellschaft. Shareholders who still hold effective share certificates can submit these cancelled share certificates to UniCredit Bank Austria AG, 1010 Vienna, Schottengasse 6-8, as the submission office, or to their depository institution during regular business hours. In exchange for the cancelled share certificates, a credit for the number of submitted common shares can be recorded to a securities depository named by the shareholder. Shareholders should request this voucher on a timely basis to ensure its issue no later than **20 April 2013** (date for proof of shareholding) and thereby allow for participation in the coming Annual General Meeting.

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

The depository confirmation must be issued by a 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,
- 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. **20 April 2013**.

Depository confirmations will be accepted in German or English.

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: 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 at the venue for the Annual General Meeting

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 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 pm on 29 April 2013**.

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

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.

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.

Vienna, March 2013

The Management Board
of
Flughafen Wien Aktiengesellschaft