

Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m
ISIN AT00000VIE62

INVITATION TO THE ANNUAL GENERAL MEETING

We hereby invite our shareholders to the 31st Annual General Meeting of Flughafen Wien Aktiengesellschaft which will be held on **Friday, May 3, 2019 at 11 a.m.** in Office Park 3, Object 682, Towerstrasse, A-1300 Vienna Airport. The entrance is next to the NH Hotel.

I. 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 2018 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 2018 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2018 financial year
5. Election of the auditor for the annual financial statements and consolidated financial statements for the 2019 financial year
6. Elections to the Supervisory Board

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE

In particular, the following documents will be available on the Website of the Company at **www.viennaairport.com** no later than **April 12, 2019**:

- » Annual financial statements and Management Report, along with the Non-Financial Declaration
 - » 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 2018 financial year;
- » Proposals for resolutions on items 2–6 of the agenda,
 - » Declarations of the candidates to be elected to the Supervisory Board under item 6 of the agenda pursuant to Section 87 Para. 2 Austrian Stock Corporation Act (AktG),
 - » Proxy authorisation form,

- » Form for granting a proxy to an IVA representative,
- » Revocation of proxy form,
- » Complete text of this invitation to the Annual General Meeting.

III. RECORD DATE AND PREREQUISITES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that can be exercised at the Annual General Meeting are based on the shareholding at the end of day on **April 23, 2019** (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 a depository confirmation as stipulated in Section 10a Austrian Stock Corporation Act (AktG). This confirmation must be sent to the Company in written form no later than **April 29, 2019** (12 p.m. midnight, CEST, local Vienna time) exclusively via one of the following communication channels and addresses:

(i) for transmitting the depository confirmation in text form, which is sufficient pursuant to Section 12 Para. 2 Articles of Association

By fax:	+43 (0) 1 8900 500 – 88
By e-mail:	anmeldung.flughafenwien@hauptversammlung.at (depository confirmation to be submitted as a PDF file)

(ii) for transmitting the depository confirmation in written form

By mail or messenger:	Flughafen Wien Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By SWIFT:	GIBAATWGGMS (Message Type MT598 or MT599; the text must include ISIN AT00000VIE62)

Shareholders are requested to contact their depository bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and has no bearing on dividend rights.

Depository 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,
- » Information on the shareholder: name/company, address, date of birth for natural persons, and if applicable, register and registration number for legal persons in the legal person's country of origin,
- » Information on the shares: number of shares held by the shareholder, ISIN AT00000VIE62
- » 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 end of the record date for the proof of shareholding, i.e. **April 23, 2019** (12 p.m. midnight, CEST, local Vienna time).

The depository confirmations will be accepted if it is submitted in German or English.

Proof of identity

For identification purposes, shareholders and their proxies are asked to be ready to show official photo identification when registering for the Annual General Meeting.

IV. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Annual General Meeting and has provided sufficient proof to the Company as described in point III of this invitation is also entitled to appoint a representative, who will participate in the Annual General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder who he or she represents.

The proxy must designate a specific person (natural or legal) in text form (Section 13 Para. 2 AktG). It is also possible to appoint several proxy holders.

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

We offer the following communication channels and addresses as means to convey the appointment of a proxy holder:

By mail or messenger:	Flughafen Wien Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By fax:	+43 (0)1 8900 500 – 88
By e-mail:	anmeldung.flughafenwien@hauptversammlung.at (proxy authorisation to be submitted as a PDF file)

The appointment of a proxy holder must be received by the Company no later than **May 2, 2019** at 4 p.m., exclusively at one of the previously listed addresses, unless submitted at the registration office at the Annual General Meeting.

A form for the appointment (or revocation) of a proxy holder can be downloaded from the Company's Website at **www.viennaairport.com**. In order to ensure problem-free processing, we request that you only use the forms which have been made available.

Details on appointing a proxy, especially the text form and contents of the proxy, are derived from the proxy authorisation form made available to shareholders.

If the shareholder has appointed the depository bank (Section 10a AktG) as her or his proxy, it will suffice if the shareholder submits a declaration, via the communication channels stipulated for this purpose, stating that the depository bank was appointed to serve as the proxy.

Even after appointing a proxy, shareholders may still personally attend the Annual General Meeting and exercise their shareholder rights. Personal attendance is considered to serve as a revocation of the proxy authorisation.

The aforementioned instructions concerning the granting of proxy authorisation also apply analogously to the revocation of 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 on behalf of shareholders at the Annual General Meeting and to comply with instructions from the shareholder in exercising these rights. A special form for the designation of IVA as a shareholder representative is available on the Company's Website at www.viennaairport.com. In addition, Mr. Michael Knap from IVA may be directly contacted by the shareholder at +43-664-213 87 40, per fax at +43 (01) 8763343-39 or via e-mail at michael.knap@iva.or.at.

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

1. Additions to the agenda pursuant to Section 109 AktG

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 and made publicly known, if this request is submitted to the Company in writing by mail no later than **April 12, 2019** (12 p.m. midnight, CEST, local Vienna time) exclusively at the address Mr. Wolfgang Köberl, General Secretariat, A-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 (point III).

2. Draft resolutions on agenda items submitted by shareholders pursuant to Section 110 AktG

Shareholders whose total shareholding equals 1% or more of the Company's share capital may 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 Website of the Company as entered into the Commercial Register, if this request is submitted to the Company in writing no later than **April 23, 2019** (12 p.m. midnight, CEST, local Vienna time) either by fax at +43 (0) 1 7007 - 23622 or per mail to the address Mr. Wolfgang Köberl, General Secretariat, A-1300 Wien-Flughafen, or per e-mail at fwag-hauptversammlung@viennaairport.com, whereby the written request must be attached to the e-mail, e.g. as a PDF file.

In the case of a **proposal for the election of a Supervisory Board member**, the declaration of the proposed candidate pursuant to Section 87 Para. 2 AktG is to be included instead of the statement explaining the reasons.

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 (point III).

3. Information pursuant to Section 110 Para. 2 (2) AktG

Regarding item 6 on the agenda, "Elections to the Supervisory Board" and the potential nomination of a candidate to the Supervisory Board by shareholders pursuant to Section 110 AktG, the Company states the following:

Up until now, i.e. following the last election by the Annual General Meeting, the Supervisory Board of Flughafen Wien Aktiengesellschaft has consisted of ten members elected by the Annual General Meeting (shareholder representatives). Of the ten shareholder representatives, eight are men and two are women. The Works Council, which designates five members of the Supervisory Board, consists of five men.

Women comprise less than 20% of the staff of Flughafen Wien Aktiengesellschaft. For this reason, stipulations contained in Section 86 Para. 7 AktG with respect to the minimum required quota of women do not apply.

4. The right of shareholders to obtain information pursuant to Section 118 AktG

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 obligation to provide information also covers the Company's legal relations with an associated company as well as the status of the Group and companies included in the consolidated financial statements.

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 accordance with Section 14 of the Articles of Association, the chairperson of the Annual General Meeting may set appropriate limits for the time allotted to speakers and the time allotted for questions. In particular, he or she may set general and individual limitations, especially at the beginning of but also during the Annual General Meeting, for speaking time and time for posing questions.

Generally, the request for information on the part of shareholders at the Annual General Meeting is to be submitted orally but may also be submitted in written form.

Any questions whose responses require lengthy preparation should, in the interest of holding an efficient meeting, be submitted in written form to the Management Board in due time prior to the Annual General Meeting. Questions may be submitted to the Company by fax to +43 (0) 1 7007 - 23622 or via e-mail to fwag-hauptversammlung@viennaairport.com.

5. Proposing motions at the Annual General Meeting pursuant to Section 199 AktG

Every shareholder, regardless of the extent of shareholding, is entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting. This right to bring forward a motion is contingent upon proof of the right to participate in the Annual General Meeting as stipulated in the invitation.

If several motions have been proposed for one item on the agenda, the Chairman of the Annual General Meeting determines the order of voting pursuant to Section 119 Para. 3 AktG.

However, the pre-requisite for a **shareholder motion on item 6 on the agenda "Elections to the Supervisory Board"** is the timely transmission of a resolution pursuant to Section 110 AktG. Only shareholders whose total shareholding equals 1% or more of the Company's share capital can propose candidates for election to the Supervisory Board. Such election proposals must be received in the

above-mentioned manner (Point V Para. 2 of this invitation) no later than on **April 23, 2019**. Every proposal for election to the Supervisory Board must be accompanied by the candidate's declaration pursuant to Section 87 Para. 2 AktG concerning his or her professional qualifications, professional or comparable positions as well as any circumstances which could give rise for concerns regarding partiality. Otherwise the shareholder motion relating to the election of a Supervisory Board member may not be taken into consideration.

The minimum required quota of women pursuant to Section 86 Para. 7 AktG does not apply to Flughafen Wien Aktiengesellschaft.

6. Information on the Website

Additional information on shareholder rights as stipulated in Sections 109, 110, 118 and 119 AktG is available on the Company's Website at **www.viennaairport.com**.

7. Information on data privacy for shareholders

Flughafen Wien Aktiengesellschaft takes data protection very seriously. More information on data protection is available in our Data Protection Policy at **www.viennaairport.com/datenschutz**.

VI. FURTHER DISCLOSURES AND INFORMATION

Total number of shares and voting rights

The share capital of the company totalled € 152,670,000 at the time this invitation to the Annual General Meeting was issued. The share capital was divided into 84,000,000 non-par value bearer shares. Each share carries one voting right. Accordingly, the total number of voting rights amounted to 84,000,000 voting rights at the time the invitation to the Annual General Meeting was issued. The company held no treasury shares, either directly or indirectly, at the time the invitation to the Annual General Meeting was issued.

Schwechat, April 2019

The Management Board