

Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m

PROPOSED RESOLUTIONS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD TO THE 28TH ANNUAL GENERAL

MEETING ON MAY 31, 2016

- 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**

A resolution is not required for this item on the agenda.

- 2. Resolution on the appropriation of the net profit**

The Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft recommend the distribution of a dividend amounting to EUR 2.00 per share or a total of EUR 42,000,000 from the net profit of EUR 42,008,417.10 as reported in the 2015 consolidated financial statements, and to carry forward the remaining EUR 8,417.10 to the new balance sheet.

The dividend payment date is June 6, 2016. Ex-dividend day is on June 2, 2016.

- 3. Resolution on the discharge of the members of the Management Board for the 2015 financial year**

The Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft propose to discharge 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**

The Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft propose to discharge the members of the Supervisory Board for the 2015 financial year.

- 5. Resolution on the remuneration of the members of the Supervisory Board**

The Management Board and Supervisory Board of Flughafen Wien Aktiengesellschaft propose, in accordance with Section 98 Stock Corporation Act in conjunction with Section 10 of the Articles of Association, to set the attendance fee and remuneration for the Supervisory Board members

pertaining to the 2015 financial year and subsequent years (inasmuch as a future Annual General Meeting does not decide otherwise) as follows:

- (i) - for the Chairman _____ EUR 16,200
- for the Deputy Chairman _____ EUR 13,500
- for every other Supervisory Board member _____ EUR 10,800

(ii) as well as an attendance fee of EUR 500 per Supervisory Board member for each Supervisory Board or committee meeting attended.

6. Election of the auditor for the annual financial statements and consolidated financial statements for the 2016 financial year

The Supervisory Board of Flughafen Wien Aktiengesellschaft proposes to elect KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, as the auditor of the annual financial statements and consolidated financial statements for the 2016 financial year in accordance with the recommendation submitted by the Audit Committee.

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

The Management Board and Supervisory Board of Flughafen Wien Aktiengesellschaft propose to amend Section 6 "Management and Representation, Reports to the Supervisory Board" of the Articles of Association of Flughafen Wien Aktiengesellschaft by adding the following paragraphs 7 and 8, whose provisions are to read as follows:

"7. The Management Board shall have sole responsibility for managing the Company in accordance with prevailing legal regulations, the Articles of Association and the by-laws applying to the Management Board which are subject to the approval of the Supervisory Board, in such a manner as required in order to benefit the Company, taking into account the interests of shareholders and employees as well as the public interest. The pursuance of relevant social, scientific and cultural projects and goals is also considered to be of benefit to the Company.

8. The members of the Management Board are to conduct their management activities with the due care and diligence of a prudent and conscientious manager. A breach of obligations is not considered to exist if a Management Board member is not guided by irrelevant or extraneous considerations in making business decisions and reasonably believes to be acting in the best interest of the Company on the basis of appropriate information. In this regard, not only economic but in particular relevant social, scientific and cultural aspects as well should be taken into account."

The previous paragraphs numbered 7 to 12 are to designated as paragraphs 9 to 14 in the future.

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".

At present, the capital stock of Flughafen Wien Aktiengesellschaft amounts to EUR 152,670,000, divided into 21,000,000 no-par value shares. The share capital of each no-par value share amounts to EUR 7.27.

The Management Board and Supervisory Board propose that the Annual General Meeting approve a one-for-four stock split for the purpose of enhancing the tradability of the share. In this 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.

Furthermore, the Management Board and Supervisory Board propose to amend the Articles of Association of Flughafen Wien Aktiengesellschaft in Section 4 "Capital Stock," so that this provision is to read as follows:

“§ 4 CAPITAL STOCK

1. The share capital of the Company equals EUR 152,670,000.
2. It is divided into 21,000,000 no-par value bearer shares (ordinary shares)."

If this resolution is approved, the following additional steps will be required on the part of the Company, its shareholders and shareholder representatives:

In any case, the objective is to enter the stock split and the corresponding amendment to the Articles of Association in the Austrian Commercial Register, following consultations with banks and the Vienna Stock Exchange, before July 22, 2016. The pre-requisite is that all shareholders are to be informed about relevant technical details on the basis of an announcement made in the newspaper "Wiener Zeitung" and a corresponding securities account letter. The newly issued shares resulting from the stock split will be credited to the securities account of the shareholders automatically and at no expense to them.

The ex-dividend day has been set for June 2, 2016 and dividend payment day will be on June 6, 2016. In any case, the payment of the dividend resolved upon by this year's Annual General Meeting will take place before this stock split.

Schwechat, March 2016

On behalf of the Supervisory Board

Ewald Kirschner
Chairman

The Management Board

Julian Jäger

Günther Ofner