

**Resolution proposed by the shareholders
Wien Holding GmbH and NÖ Landes-Beteiligungsholding GmbH
pertaining to
item 9 on the agenda of the
28th Annual General Meeting of
Flughafen Wien AG
Schwechat, FN 42984 m
held on May 31, 2016**

Due to a proposed resolution received by Flughafen Wien Aktiengesellschaft on April 15, 2016 pursuant to Section 109 Austrian Stock Corporation Act as 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 was 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

The shareholders Wien Holding GmbH and NÖ Landes-Beteiligungsholding GmbH propose that the Annual General Meeting approve the following resolution:

"The Management Board shall be authorized, pursuant to Section 65 Para. 1 (8) as well as Para. 1a and 1b Austrian Stock Corporation Act, for a period of 30 months beginning with the approval of the resolution, to buy back or sell up to 10% of the Company's own shares. This right can be exercised repeatedly. The Management Board shall be authorized to purchase and sell these shares either via the stock exchange or via a public offer. The value of the share price shall not be below EUR 85 per share and shall not exceed EUR 120 per share."

The shareholders Wien Holding GmbH and NÖ Landes-Beteiligungsholding GmbH specified the following as justification for the proposed resolution:

"The Management Board of Flughafen Wien AG is currently not authorized to carry out the purchase or sale of own shares in the Company. On the basis of granting this authorization to purchase or sell own shares, the future liquidity and stock exchange listing of the Flughafen Wien share shall be strengthened and secured."