PROPOSED RESOLUTIONS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD TO THE 29th ANNUAL GENERAL MEETING ON MAY 31, 2017

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 2016 financial year

There will be no resolution on this item on the agenda in light of the fact that the presentation of the above-mentioned documents is only for information purposes for the benefit of the Annual General Meeting.

The annual financial statements for 2016 have already been approved by the Supervisory Board and have thus been adopted.

2. Resolution on the appropriation of the net profit

The Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft propose to use the balance sheet profit of EUR 52,503,808.34 reported in the adopted annual financial statements as at December 31, 2016 as follows:

(i) To distribute a dividend of EUR 0.625 per dividend-bearing share i.e. a total dividend payment of EUR 52,500,000.00 and

(ii) To carry forward of the remaining amount of EUR 3,808.34 to the new balance sheet.

The dividend payment date is June 7, 2017.

3. Resolution on the discharge of the members of the Management Board for the 2016 financial year

The Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft propose to discharge the members of the Management Board for the 2016 financial year.

4. Resolution on the discharge of the members of the Supervisory Board for the 2016 financial year

The Management Board and the Supervisory Board of Flughafen Wien Aktien- gesellschaft propose to discharge the members of the Supervisory Board for the 2016 financial year.
5. **Election of the auditor for the annual financial statements and consolidated financial statements for the 2017 financial year**

The Supervisory Board of Flughafen Wien Aktiengesellschaft proposes to elect KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellantasse 51, 1090 Vienna, as the auditor of the annual financial statements and consolidated financial statements for the 2017 financial year in accordance with the recommendation submitted by the Audit Committee.

6. **Elections to the Supervisory Board**

All of the members of the Supervisory Board elected by the Annual General Meeting have declared their intention to resign from their position on the Supervisory Board at the end of the upcoming Annual General Meeting.

Pursuant to Section 7 Para. 1 of the Articles of Association of Flughafen Wien Aktiengesellschaft, the Supervisory Board consists of a minimum of six and a maximum of ten members elected by the Annual General Meeting.

Up until now i.e. following the last election to the Supervisory Board by the Annual General Meeting, the Supervisory Board has consisted of ten elected members (in addition to the members appointed in accordance with the Austrian Labour Constitution Act).

Accordingly, ten members of the Supervisory Board are to be elected at the upcoming Annual General Meeting in order to once again reach the previous figure.

The Supervisory Board proposes to fill all ten positions so that the Supervisory Board will consist of ten members elected by the Annual General Meeting following the elections to the Supervisory Board on May 31, 2017.

The following nominations to the Supervisory Board were made on the basis of the requirements stipulated in Section 87 Para. 2 Austrian Stock Corporation Act (AktG) and the Austrian Corporate Governance Code.

The Supervisory Board proposes to elect the following people to serve as members of the new Supervisory Board effective at the end of this Annual General Meeting, in accordance with Section 7 Para. 5 of the Articles of Association and Section 87 Para. 7 AktG:

- Ewald Kirschner, born August 11, 1957
- Karin Rest, born June 21, 1972
- Bettina Glatz-Kremsner, born September 30, 1962
- Richard Grasl, born January 21, 1973
- Werner Kerschl, born January 3, 1977
- Lars Bespolka, born April 2, 1964
- Wolfgang Ruttensdorfer, born October 15, 1950
- Robert Laschofer, born August 3, 1957
- Herbert Paierl, born May 26, 1952 and
- Gerhard Starsich, born September 16, 1960

Their term of office shall end at the end of the Annual General Meeting that will resolve to discharge the members of the Supervisory Board in the fourth financial year following the elections, excluding the current financial year. In case the Company maintains the current balance sheet date of December 31st, the term of office of the Supervisory Board members to be elected by the Annual
General Meeting will expire at the end of the Annual General Meeting resolving on the discharge of the Supervisory Board members for the 2021 financial year.

Plans call for a separate vote to be held for each position on the Supervisory Board.

Each of the nominees has issued a declaration pursuant to Section 87 Para. 2 AktG, which are also available on the Website of the Company, in particularly declaring that:

1. All circumstances in connection with Section 87 Para. 2 AktG have been disclosed, and that according to the nominee's judgment, no circumstances exist which could give rise to concerns about his/her impartiality,

2. The nominee has not been legally convicted of an offence punishable by a court of law, especially an offence that would cast doubt upon his or her professional integrity pursuant to Section 87 Para. 2 (3) AktG, and that

3. No obstacles exist that would prevent his or her appointment to the Supervisory Board as stipulated in Section 86 Para. 2 and 4 AktG.

The Annual General Meeting is obliged to vote on the persons nominated for election to the Supervisory Board. Proposals to elect Supervisory Board members including the declarations submitted by each candidate in accordance with Section 87 Para. 2 AktG have to be made available on the Website of the Company no later than May 23, 2017. Otherwise the particular nominee will not be taken into consideration in the voting process. This also applies to persons nominated for election to the Supervisory Board by shareholders pursuant to Section 110 AktG, in which case the Company has to receive the proposal in written form no later than May 19, 2017. With respect to further details and the prerequisites for taking such nominations into account, reference is made to the "Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG)/Draft resolutions on agenda items submitted by shareholders pursuant to Section 110 AktG".

7. Resolution on an amendment to the Articles of Association in Section 12, Para. 2

The Management Board and Supervisory Board of Flughafen Wien Aktiengesellschaft propose that the Annual General Meeting approve an amendment to the Articles of Association in Section 12 Para. 2 to read as follows:

"2. For the confirmation of shareholding on the record date, a depositary confirmation pursuant to Section 10a AktG is required, which must be received by the Company no later than a period of three working days prior to the Annual General Meeting at the address designated in the invitation to the Annual General Meeting. Details on sending the depositary confirmation are made known together with the invitation. The convocation of the Annual General Meeting may stipulate fax or email as the permitted means of communication for transmitting the depositary confirmation (in which case the electronic format may be precisely defined in the invitation)."

8. Resolution on the renewed authorisation to be granted to the Management Board to buy back the Company's own shares (treasury shares) and to dispose of these shares whilst revoking the corresponding resolution on agenda item 9 passed by the Annual General Meeting held on May 31, 2016 granting such authorisation to the Management Board.

The Management Board and Supervisory Board propose that the Annual General Meeting on May 31, 2017 approve a resolution on item 8 of the agenda to read as follows:

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 to buy back and dispose of the Company's own shares up to the 10% threshold can also be exercised repeatedly. The Management Board shall be authorised to purchase and sell these shares either via the stock exch-
ange or via a public offer. The value of the share price shall not be lower than EUR 19 per share and shall not exceed EUR 35 per share.

The authorisation granted to the Management Board to buy back and dispose of the Company’s own shares within the context of the resolution on item 9 of the agenda passed by the Annual General Meeting held on May 31, 2016 is hereby revoked.

Schwechat, on March 28, 2017

On behalf of the Supervisory Board

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Ewald Kirschner
Chairman

The Management Board

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Julian Jäger

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Günther Ofner