



**Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m**

Proposed Resolutions of the Management Board and Supervisory Board for the 32nd Annual General Meeting

- 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 2019 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 2019 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 recommend to use the balance sheet profit of EUR 94,922,284.84 reported in the adopted annual financial statements as at December 31, 2019 as follows:

Due to the legal ban on distributions by companies claiming benefits from the government's emergency fund in connection with the Covid-19 pandemic the balance sheet profit of the financial year 2019 will not be distributed and will entirely be carried forward.

- 3. Resolution on the discharge of the members of the Management Board for the 2019 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the 2019 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2019 financial year**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the 2019 financial year

5. Election of the auditor for the annual financial statements and consolidated financial statements for the 2020 financial year

The Supervisory Board proposes to elect KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, as the auditor of the annual financial statements and consolidated financial statements for the 2020 financial year in accordance with the recommendation submitted by the Audit Committee.

6. Resolution on the Remuneration Policy

The Supervisory Board of a publicly traded company is required to define the principles underlying the remuneration paid to the members of the Management Board and Supervisory Board pursuant to Section 78 in connection with Section 98a AktG - Austrian Stock Corporation Act (Remuneration Policy).

The Remuneration Policy must be submitted to the Annual General Meeting and put to a vote at least every fourth financial year (or every year in which there is a significant change in the policy). Flughafen Wien Aktiengesellschaft is required to do this for the first time at the Annual General Meeting on 4 September 2020.

The vote on this resolution at the Annual General Meeting is to be considered as a recommendation. The resolution is not contestable (Section 78b Para. 1 AktG).

The Supervisory Board is called upon to present a proposal for a resolution on the Remuneration Policy pursuant to Section 108 Para. 1 AktG.

Pursuant to Section 108 Para. 4 (4) AktG, this proposed resolution of the Supervisory Board along with the Remuneration Policy must be made available on the Website of the Company entered into the Commercial Register starting on the 21st day before the Annual General Meeting.

At its meeting held on 8 July 2020, the Supervisory Board of Flughafen Wien Aktiengesellschaft discussed the principles underlying the remuneration for the members of the Management Board and Supervisory Board pursuant to Section 78a in connection with Section 98a AktG and resolved upon the Remuneration Policy.

The Remuneration Policy will be available on the Website of Flughafen Wien Aktiengesellschaft at www.viennaairport.com as entered into the Commercial Register no later than on 14 August 2020 (21st day before the Annual General Meeting).

The Supervisory Board proposes that the Annual General Meeting approves the proposed resolution on the Remuneration Policy, which is available on the Website of the Company entered into the Commercial Register.

The Remuneration Policy is attached to this proposed resolution as *Appendix./1*.

7. Elections to the Supervisory Board

Ms. Bettina Glatz-Kremsner declared her resignation from her position as a Member of the Supervisory Board effective at the end of the Annual General Meeting on 4 September 2020. Mr. Werner Kerschl also declared his resignation from his position as a Member of the Supervisory Board effective 9 July 2020.

Furthermore, Mr. Robert Lasshofer also tendered his resignation from the Supervisory Board, which will take effect on 31 December 2020.

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 members elected by the Annual General Meeting. For this reason, a total of three members will have to be elected at the upcoming Annual General Meeting in order to equal the previous number of elected members once again.

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

The Supervisory Board proposes to elect Mr. Manfred Pernsteiner, born on 19 March 1984, to serve as a member of the Supervisory Board of Flughafen Wien Aktiengesellschaft effective at the end of this Annual General Meeting. Furthermore, the Supervisory Board proposes to elect Boris Schucht, born 1 June 1967, and Ralph Müller, born on 26 August 1968, to serve as members of the Supervisory Board as of 1 January 2021. The terms of office of all three new Supervisory Board members are to last until the end of the Annual General Meeting that will resolve to discharge the members of the Supervisory Board for the 2021 financial year.

Appendix./1 Remuneration Policy

Schwechat, on

For the Supervisory Board

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Bettina Glatz-Kremsner
Chairwoman

The Management Board

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Julian Jäger

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Günther Ofner