



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

Resolutions proposed by the Management Board and the Supervisory Board for the 34th Annual General Meeting

- 1. Presentation of the annual financial statements plus management report and corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of the net profit and the Supervisory Board's report for the 2021 financial year**

As the aforementioned documents are presented solely for the information of the Annual General Meeting, there will be no resolution on this agenda item.

The 2021 annual financial statements have already been approved by the Supervisory Board and thus formally adopted.

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

The Management Board and the Supervisory Board propose carrying forward the net retained profit of € 59,608.898.51 recognised in the adopted annual financial statements as of 31 December 2021.

- 3. Resolution on the discharge of the members of the Management Board for the 2021 financial year**

The Management Board and the Supervisory Board propose a resolution formally approving the actions of the members of the Management Board in office in the 2021 financial year for that period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2021 financial year**

The Management Board and the Supervisory Board propose a resolution formally approving the actions of the members of the Supervisory Board in office in the 2021 financial year for that period.

- 5. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2022 financial year**

As recommended by the Audit Committee, the Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, be elected as auditor of the annual financial statements and the consolidated financial statements for the 2022 financial year.

6. Resolution on the remuneration report

The Management Board and the Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the Management Board members and the Supervisory Board members in accordance with Section 78c in conjunction with Section 98a of the Austrian Stock Corporation Act.

The remuneration report for the last financial year must be submitted to a vote at the Annual General Meeting. The vote is advisory. The resolution is not contestable (Section 78d (1) of the Austrian Stock Corporation Act).

At the meeting on 25 March 2022, the Management Board and the Supervisory Board of **Flughafen Wien Aktiengesellschaft** resolved upon a remuneration report in accordance with Section 78c in conjunction with Section 98a of the Austrian Stock Corporation Act and put forward a proposed resolution in accordance with Section 108 (1) of the Austrian Stock Corporation Act.

The Management Board and the Supervisory Board propose resolving upon the remuneration report for the 2021 financial year as published on the website entered in the register of companies.

7. Elections to the Supervisory Board

The term of office of all members of the Supervisory Board expires at the end of the upcoming Annual General Meeting.

In accordance with Article 7 (1) of the Articles of Association of Flughafen Wien Aktiengesellschaft, the Supervisory Board comprises a minimum of six and a maximum of ten members elected by the Annual General Meeting.

The Supervisory Board currently, i.e. following the last election by the Annual General Meeting, comprises ten members elected by the Annual General Meeting (plus the delegates in accordance with the Austrian Labour Constitution Act).

At the upcoming Annual General Meeting, ten members will have to be elected in order to regain the current number.

The Supervisory Board proposes filling all ten seats so that after the election at the Annual General Meeting on 27 May 2022 the Supervisory Board again comprises ten members elected by the Annual General Meeting.

Less than 20% of employees at Flughafen Wien Aktiengesellschaft are women. Therefore, the provisions regarding the minimum percentage requirement in accordance with Section 86 (7) of the Austrian Stock Corporation Act do not apply to Flughafen Wien Aktiengesellschaft.

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

The Supervisory Board proposes that

- Susanne Höllinger, born 1965,
- Ewald Kirschner, born 1957,
- Lars Bespolka, born 1964,

- Herbert Paierl, born 1952,
- Manfred Pernsteiner, born 1984,
- Karin Rest, born 1972,
- Boris Schucht, born 1967,
- Gerhard Starsich, born 1960,
- Karin Zipperer, born 1969, and
- Sonja Steßl, born 1981

be elected to the Supervisory Board with effect from the end of this Annual General Meeting and in compliance with Article 7 (2) of the Articles of Association and Section 87 (7) of the Austrian Stock Corporation Act until the end of the Annual General Meeting that resolves on the formal approval of the actions of the members of the Supervisory Board for the 2026 financial year.

The plan is to vote separately on each position to be filled at the upcoming Annual General Meeting.

A ranking of the nominated persons for the individual positions is reserved.

Each of the nominated persons has submitted a declaration in accordance with Section 87 (2) of the Austrian Stock Corporation Act, which is likewise available on the company's website, and declared in particular that

1. all circumstances in connection with Section 87 (2) of the Austrian Stock Corporation Act have been disclosed and, in the nominee's assessment, there are no circumstances that could give rise to apprehension of bias,
2. the nominee has not been finally convicted of a criminal offence, especially one that raises questions about professional reliability in accordance with Section 87 (2a) Sentence 3 of the Austrian Stock Corporation Act, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) of the Austrian Stock Corporation Act.

In the election, the Annual General Meeting is bound by nominations as follows: Nominations for the election of Supervisory Board members and the declarations in accordance with Section 87 (2) of the Austrian Stock Corporation Act for each nominee must be made available on the company's website no later than **19 May 2022**, otherwise the nominee may not be included in the vote. This also applies to nominations from shareholders in accordance with Section 110 of the Austrian Stock Corporation Act, which the company must receive in text form no later than **17 May 2022**.

8. Resolution on the remuneration of the members of the Supervisory Board

The Management Board and the Supervisory Board propose setting the basic remuneration for the 2022 financial year and the subsequent years (as long as the Annual General Meeting adopts no other resolution) for the members of the Supervisory Board elected by the Annual General Meeting as follows:

- | | |
|---|-------------|
| - For the Chairman/Chairwoman | € 20,000.00 |
| - For the Deputy Chairman/Chairwoman | € 17,000.00 |
| - For every other member of the Supervisory Board | € 13,000.00 |

If members of the Supervisory Board have not belonged to the board for the entire financial year, the remuneration is paid proportionally (calculated on a monthly basis). The basic remuneration is paid quarterly.

For the members of the Supervisory Board elected by the Annual General Meeting, an attendance fee of € 600.00 is paid per member and meeting attended.

The above amounts are index-adjusted according to the 2020 consumer price index (base year 2020) published by Statistik Austria or a substitute index. The index figure calculated for the months of May 2022 serves as the reference value. After calculation of the adjustment according to the consumer price index, the amounts are rounded up to the next hundred euros.

Schwechat, April 2022

For the Supervisory Board

.....
Susanne Höllinger
Chairwoman

The Management Board

.....
Julian Jäger

.....
Günther Ofner