



Remuneration report 2021

**for the members of the Management Board
and of the Supervisory Board
of Flughafen Wien Aktiengesellschaft**

www.viennaairport.com

This remuneration report, which was adopted by the Supervisory Board on 25 March 2022 in accordance with Section 78c of the Austrian Stock Corporation Act for the 2021 financial year, is based on the remuneration policy approved by 92.65% of the share capital present at the 32nd Annual General Meeting on 4 September 2020. The remuneration policy is available to all interested parties on the company's website at www.viennaairport.com.

A. Remuneration report for the members of the Management Board

1. Introduction

In 2021, aviation again faced an intense struggle against the effects of the coronavirus pandemic. While the number of passengers in the Flughafen Wien Group grew by 35.8% compared with the crisis year 2020 to around 13.1 million, this is still a significant decline compared with the pre-crisis level of 2019, when the Group handled 34.4 million passengers. Compared with the tough year in 2020, revenue rose by 22% to € 407.0 million in 2021, Group EBIT improved from minus € 86.5 million in 2020 to plus € 20.0 million, and the net result increased significantly again after a loss of minus € 75.7 million in 2020 to plus € 6.6 million. The successful crisis management was only possible thanks to the great commitment of the entire workforce, an extensive savings programme, low net debt and government assistance, especially for short-time work.

The Presidium and Personnel Committee appropriately accounted for the challenges of the coronavirus pandemic when setting the annual target and the long-term targets for 2019 to 2021. In the wake of the reduced working hours agreed for the employees, the Management Board also took a voluntary cut in their ongoing remuneration to the same extent.

Due to the utilisation of government subsidies, the payment of variable salary components in 2021 (for 2020) and 2022 (for 2021) is again limited to 50% of the amount paid in 2019.

2. Basic principles of the remuneration policy

Günther Ofner and Julian Jäger were members of the Management Board in 2021. The target agreement and especially the criteria for granting performance-based remuneration are defined in advance by the Presidium and Personnel Committee of the Supervisory Board and justified and weighted by way of resolution. If, after the variable remuneration is paid, it turns out to have been paid on the basis of obviously incorrect data, the Management Board member is obliged to repay the resulting additional amount in full.

In addition to the fixed basic salary, the Management Board members receive remuneration in line with their performance or achievements ("performance-based remuneration"). The performance-based remuneration is capped at a maximum of 100% of the annual gross basic salary and comprises

- » annual performance-based remuneration (= annual target) amounting to up to 50% of the annual gross basic salary in the respective financial year and
- » long-term performance-based remuneration (= long-term target) with multi-year targets amounting to up to 50% of the annual gross basic salary within the long-term period.

3. Total remuneration of the Management Board¹

The members of the Management Board of Flughafen Wien AG received the following remuneration (payments):

Amounts in T€	Julian Jäger			Günther Ofner			Total		
	2019	2020	2021	2019	2020	2021	2019	2020	2021
Fixed remuneration	348	332	305	348	332	305	697	664	610
Short-term remuneration	225	129	114	225	129	114	451	258	229
Long-term remuneration	118	43	57	118	43	57	236	85	114
Subtotal	692	504	477	692	504	477	1384	1007	953
Non-cash remuneration	9	12	12	9	9	9	17	20	20
Total remuneration	700	515	488	700	512	485	1401	1028	973

Remuneration owed and granted:

As a result of the target attainment in 2021, the Management Board members earned the following entitlements:

Amounts in T€	Julian Jäger			Günther Ofner		
	2019	2020	2021	2019	2020	2021
Basic salary	348	332	305	348	332	305
Non-cash remuneration	9	12	12	9	9	9
Contributions to pension funds	104	78	71	104	78	71
Subtotal	461	422	388	461	419	385
Annual bonus	174	141	183	174	141	183
50% of long-term bonus for FY	57	79	87	57	79	87
50% of long-term bonus after period end	83	79	87	83	79	87
Subtotal	314	299	357	314	299	357
Total	775	720	745	775	717	742
PY bonus payment	343	172	172	343	172	172
Fixed portion	59%	59%	52%	59%	58%	52%
Variable portion	41%	41%	48%	41%	42%	48%

Basic salary

The basic salary (= fixed remuneration) is contractually agreed on market terms according to the qualification, area of responsibility and performance of the Management Board member and paid out in 14 equal instalments. As a result of the short-time work in the company, the

1) Note: Arithmetic differences can occur when adding rounded amounts and percentages due to the use of computer-aided tools.

Management Board showed solidarity by voluntarily waiving 15% of the gross salary in January 2021 and 20% of the gross salary for the rest of 2021. The Management Board also suspended its fixed remuneration adjustment as per the employment contracts as of 1 January 2021 in light of the coronavirus crisis. The bonus payments were paid out 100% in line with the short-time work system. The basic salary, reduced as a result of the coronavirus pandemic, amounted to € 304,833.90 gross for each Management Board member in 2021. The contractually defined basic salary was set as the basis for the calculation of performance-based remuneration. The basic salary covers all overtime as well as the performance of board functions at Group companies.

Non-cash remuneration

The non-cash remuneration shown relates to the Management Board members' company cars. The company provides every Management Board member with an upper mid-size category company car plus driver. The company car may also be used for private purposes. In addition to the statutory liability insurance, the company has also taken out full comprehensive insurance and passenger insurance with appropriate cover. Amounts for group health insurance for Julian Jäger are also included.

Contributions to pension funds

15% of the total remuneration is paid into a pension fund for the benefit of the Management Board members.

2021 annual targets

For 2021, positive EBIT greater than € 18 million and the implementation of the restructuring plan presented to the Supervisory Board by the Management Board were agreed as targets with a weighting of 50% each.

If the defined EBIT value is achieved, target attainment amounts to 100%. Any upward or downward deviation of € 5 million increases/decreases the target attainment by 5 percentage points, with 120% as a maximum. If the EBIT achieved falls below zero, this part of the bonus is waived entirely.

With EBIT of € 19.6 million, the target attainment for this part of the annual target is 100%.

The implementation of the "Recovery 2024" restructuring plan requires the complete implementation of the restructuring programme presented to the Supervisory Board by the Management Board in terms of the measures planned by the end of 2021, resulting in target attainment of 100%. The target attainment of the implementation of the "Recovery 2024" measures planned for 2021 is measured on the basis of the following weighted parameters:

- a) Successful establishment and operation of the New Placement Agency/transfer, supervision, training and placement of at least 285 employees by the end 2021 in the New Placement Agency and corresponding progress in the implementation of the "Recovery 2024" measures planned for 2021 (25% weighting). Target attainment amounted to 100%.
- b) Implementation of the "Recovery 2024" cost optimisation measures planned for 2021, taking actual traffic and passenger development into account (25% weighting). Target attainment amounted to 100%.
- c) Implementation of innovation and digitalisation measures in line with "Recovery 2024", namely application of building information modelling for planning/construction/facility management/third-party contracts, introduction of RPA/process automation and chat bot (25% weighting). Target attainment amounted to 100%.

- d) Expansion of photovoltaic power generation at the airport in line with the project plan submitted to the Supervisory Board for the largest photovoltaic system in Austria with nominal power of around 24 megawatt-peak, with construction to begin in June 2021 (25% weighting). Target attainment amounted to 100%.

Target attainment for the four parameters is assessed on the following basis: completely implemented = 100%, almost completely (approx. 90%) implemented = 90%, mostly (approx. 80%) implemented = 80%, substantially (more than half) implemented = 50%; below this, the bonus for the corresponding parameter is waived entirely. With a total cap of 50% of the variable remuneration for the annual target, over-achievement of Target 1 (up to 120%) can generally compensate for under-achievement of Target 2.

The annual targets were therefore achieved with total target attainment of 100%. The annual target is weighted at 50% of the total bonus payment, so the bonus for the annual target amounts to 50% of the contractually defined basic salary of 2021, which is € 183,162.00.

2019-2021 long-term targets

The coronavirus crisis has had a severe and profound impact on FWAG's business performance. In order to counteract the negative consequences for the company, it was essential to make material changes to the company's policy in comparison with previous planning. In particular, securing the continuing existence of the company has priority over other targets and requires measures that go beyond a short-term improvement in earnings. Taking these factors into account, the Presidium and Personnel Committee resolved upon the following long-term targets for 2019 – 2021:

→ 1) Securing liquidity (33 1/3% of the long-term bonus)

To secure the company's liquidity, liquidity freely available or available via committed lines of credit was defined as of the end of the 2020 and 2021 financial years. If the target is not met, the bonus will be reduced or cancelled entirely. Target attainment amounted to 100%.

→ 2) Completing the Terminal 2 refurbishment on time and on budget (33 1/3% of the long-term bonus)

The completion of the Terminal 2 refurbishment on time and on budget results in target attainment of 100%. A minor alteration was made to the budget and timetable in response to the coronavirus crisis. If the allotted time is exceeded by more than one month, the bonus portion is reduced by 10 percentage points per month, and the entire time bonus portion is cancelled if the allotted time is exceeded by more than six months. If the budget is exceeded by more than 5%, the bonus portion is reduced by 10 percentage points per further 5% overrun, and the entire budget bonus portion is cancelled if the budget is exceeded by more than 25%. Target attainment amounted to 85%.

→ 3) Restructuring target (33 1/3% of the long-term bonus)

It was agreed to devise and adopt a savings and efficiency programme including organisational streamlining by the end of October 2020 with subsequent submission to the Supervisory Board and a detailed implementation plan. The 2020 target is achieved when submission of the full plan is noted by the Supervisory Board. The 2021 target is achieved when the measures are actually implemented. Target attainment amounted to 100%.

The long-term targets were therefore achieved with total target attainment of 95%. This target attainment rate applies both to the 2021 long-term targets and to the outstanding variable 25% remuneration portions of the long-term component of 2019 and 2020. The long-term targets are likewise weighted at 50% of the total bonus payment, with half of the long-term bonus being paid in the next financial year and the other half after the end of the long-term period (2022). The resulting variable salary component amounts to € 82,741.36 for 2019, € 78,847.21 for 2020 and € 174,003.90 for 2021.

In total, the entitlement to performance-based remuneration amounts to € 183,162.00 for the achievement of the annual targets in 2021 and to € 335,592.47 for the achievement of the long-term targets 2019 – 2021.

Payment freeze due to use of emergency aid

As the company is claiming emergency aid from the federal government, the payment of performance-based remuneration for 2021 in 2022 is limited to 50% of the sum paid out in 2019, so each Management Board member is paid € 171,708.99 in 2021. The remaining entitlement to performance-based remuneration for 2021 will be due for payment in January 2023.

4. Other benefits

No stock options were issued, and no shares were offered or granted to the Management Board members. No remuneration was paid by subsidiaries either. There is D&O, legal costs and accident insurance, the costs of which are borne by the company. No loans were granted to Management Board members.

5. Other information and explanations

In the event of premature dismissal of a Management Board member without cause, continued payment of remuneration for a maximum of 24 months is agreed in accordance with rule 27a of the Austrian Code of Corporate Governance. On termination of the Management Board contract, for any reason whatsoever, no severance is owed. In the past financial year, there were no deviations from the remuneration policy or from the implementation procedure described therein. No variable remuneration components were reclaimed.

The annual change in the total remuneration of the Management Board, the economic success of the company and the remuneration of the company's other employees on the basis of full-time equivalents is as follows:

	Change 2020 to 2021
Net profit	108.76% (from -75.7 million +6.6 million)
Total remuneration of the Management Board	-5.39%
Average remuneration of other employees ¹	+4.04%

1) Employees of Flughafen Wien AG not including short-time work assistance

The value of the pension benefits of former Management Board members and their surviving dependants is adjusted annually. The value adjustment is based on the public sector salary table, general administration, service class 9, level 6. In the cases of former Management Board members Gerhard Kastelic and Franz Kotrba, the increase in the statutory Austrian pension is deducted. Karin Engelberger receives 60% of the entitlement of our former Management Board member Otto Engelberger.

→ The following table shows the annual pension payments:

Amounts in T€	Gerhard Kastelic			Franz Kotrba			Karin Engelberger (widow of Otto Engelberger)		
	2019	2020	2021	2019	2020	2021	2019	2020	2021
Retirement pay	195	200	202	191	195	198	78	80	81
Back payments for previous years	24			23					
Total remuneration	219	200	202	214	195	198	79	80	81

B. Remuneration report for the members of the Supervisory Board

Remuneration of members of the Supervisory Board 2021

The remuneration of the Supervisory Board members comprises annual fixed remuneration for the Chair of € 16,200, for the Deputy Chairs of € 13,500 and for ordinary members of € 10,800 and a standard attendance fee of € 500 for each meeting attended by the respective Supervisory Board member. The delegates from the Works Council receive neither annual fixed remuneration nor attendance fees. The Supervisory Board members are included in the existing D&O insurance. The fixed remuneration is not paid out to the members of the Supervisory Board until after the end of the financial year, so the fixed remuneration for 2020 is paid out in the 2021 financial year. The attendance fees are paid in the same financial year. If members of the Supervisory Board or a committee were not members for the entire financial year, the fixed remuneration is paid proportionally. The following table shows the fixed remuneration granted and the attendance fees paid in the 2021 financial year:

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Supervisory Board remuneration in T€									
	2021			2020			2019		
	Fixed remuneration	Attendance fees	Total remuneration	Fixed remuneration	Attendance fees	Total remuneration	Fixed remuneration	Attendance fees	Total remuneration
Susanne Höllinger	12.6	5.0	17.6	7.2	3.5	10.7		2	2
Bettina Glatz-Kremsner	11.0		11.0	16.2	3.5	19.7	15.3	6	21.3
Ewald Kirschner	13.5	5.0	18.5	13.5	4.5	18	14.4	7.5	21.9
Wolfgang Ruttenstorfer	13.5	5.0	18.5	13.5	4.5	18	13.5	6	19.5
Karin Rest	10.8	3.5	14.3	10.8	4.5	15.3	10.8	4.5	15.3
Gerhard Starsich	10.8	2.0	12.8	10.8	3.5	14.3	10.8	2	12.8
Robert Lasshofer	10.8	0.5	11.3	10.8	3.5	14.3	10.8	2	12.8
DI Herbert Paierl	10.8	2.0	12.8	10.8	3.5	14.3	10.8	2.5	13.3
Werner Kerschl	5.6		5.6	10.8	2.5	13.3	10.8	3	13.8
Lars Bespolka	10.8	4.0	14.8	10.8	3.5	14.3	10.8	3.5	14.3
Manfred Pernsteiner M.A.	3.5	3.0	6.5		1	1	0	0	0
Richard Grasl							9.6		9.6
Ralph Müller		1.0	1.0						
Boris Schucht		2.0	2.0						
Thomas Faulhuber					2	2		6	6
David John					1	1		3	3
Thomas Schäffer					2	2		5	5
Heinz Strauby									
Herbert Frank									
Total	113.7	33.0	146.7	115.2	45.5	160.7	117.6	60	177.6