

# **Resolutions proposed by the Management Board and the Supervisory Board for the 36<sup>th</sup> Annual General Meeting**

**1. Presentation of the annual financial statements plus management report and corporate governance report, the consolidated financial statements plus group management report, the proposal for the appropriation of profit and the Supervisory Board's report for the 2023 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 2023 annual financial statements have already been approved by the Supervisory Board and thus formally adopted.

**2. Resolution on the appropriation of net retained profits**

The Management Board and the Supervisory Board propose the following appropriation of the net retained profits of € 110,733,448.84 recognised in the adopted annual financial statements as of 31 December 2023:

- (i) Distribution of a dividend of € 1.32 per share carrying dividend rights, i.e. a total dividend amount of € 110,714,578.92
- (ii) Carry forward the remaining amount of € 18,869.92  
to new account

The dividend payment date shall be 13 June 2024.

**3. Resolution formally approving the actions of the members of the Management Board for the 2023 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 2023 financial year for that period.

**4. Resolution formally approving the actions of the members of the Supervisory Board for the 2023 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 2023 financial year for that period.

**5. Appointment of the auditor of the financial statements and consolidated financial statements and the auditor of the sustainability report for the financial year 2024**

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive ("CSRD") obliges listed companies to obtain an external audit of their sustainability report.

This EU directive has not yet been implemented into national law by Austrian legislators.

In order to avoid a subsequent Extraordinary General Meeting to appoint an auditor for the sustainability report for the financial year 2024, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, be appointed as auditor and group auditor for the financial year 2024, as well as auditor of the sustainability report for the financial year 2024, on the condition that the sustainability report for 2024 be audited by an external auditor in accordance with legal requirements.

**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 (AktG).

The remuneration report for the last financial year must be submitted to a vote at the Annual General Meeting. The vote is considered a recommendation. The resolution is not contestable (Section 78d (1) AktG).

At the meeting on 24 March 2024, the Management Board and the Supervisory Board of **Flughafen Wien Aktiengesellschaft** resolved a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108(1) AktG.

The Management Board and the Supervisory Board propose resolving upon the remuneration report for the 2023 financial year as published on the website entered in the register of companies.

## 7. **Resolution on the remuneration policy**

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board and the Supervisory Board (remuneration policy) in accordance with Section 78a in conjunction with Section 98a Austrian Stock Corporation Act (AktG).

The remuneration policy on the principles of remuneration of the members of the Management Board and the Supervisory Board was first submitted to the Annual General Meeting on 4 September 2020 as a resolution for approval.

The remuneration policy must be submitted to the Annual General Meeting for a vote at least every fourth financial year (as well as in the event of any significant change).

The vote at the Annual General Meeting on the remuneration policy is considered a recommendation. The resolution is not contestable (Section 78b (1) AktG).

The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with Section 108 (1) AktG.

In accordance with Section 108 (4) point 4 AktG, this proposed resolution of the Supervisory Board and the remuneration policy must be published starting on the 21st day prior to the Annual General Meeting on the website listed in the commercial register.

At its meeting on 22 March 2024, the Supervisory Board of **Flughafen Wien Aktiengesellschaft** discussed the principles for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a AktG and adopted the remuneration policy.

The remuneration policy will be published on 15 May 2024 at the latest (21st day before the AGM) on the website of Flughafen Wien Aktiengesellschaft, **[www.viennaairport.com](http://www.viennaairport.com)**, which is listed in the commercial register.

The Supervisory Board proposes that the Annual General Meeting approve the remuneration policy as published on the website entered in the commercial register.

## 8. **Resolution on the amendments to the Articles of Association in Article 2 "Company purpose", Article 3 "Publications", Article 6 "Management and representation; Reports to the Supervisory Board", Article 7 "Election of Supervisory Board members", Article 8 "Chair", Article 9 "Quorum, proceedings", Article 10 "Supervisory Board remuneration and other benefits" and Article 14 "Meetings"**

The Management Board and the Supervisory Board propose that the Articles of Association be amended in Article 2 "Company purpose", Article 3 "Publications", Article 6 "Management and representation; Reports to the Supervisory Board", Article 7 "Election of Supervisory Board members", Article 8 "Chair", Article 9 "Quorum, proceedings", Article 10 "Supervisory Board remuneration and other benefits" and Article 14 "Meetings" so that the aforementioned provisions now read as follows:

## "Article 2 Company purpose

1. The purpose of the company is the construction and operation of civil [airfieldsairports](#) with all [associateddirectly and indirectly related](#) facilities ~~as well as the construction and operation of all, including the~~ necessary [utilities \(such as water, electricity, heating\)supply](#) and [waste disposal facilities \(such as sewage systems, waste disposal\), as well as the provision of services both in the airport area and in other areas.](#)
2. The company is authorised to carry out all transactions and measures that appear necessary or useful to achieve the company purpose, in particular the acquisition and lease of real estate, the establishment of subsidiaries in Germany and abroad, and investments in other companies." "

## "Article 3 Publications

Company publications are made ~~in the Official Gazette of Wiener Zeitung and~~ on the Federal Electronic Announcement and Information Platform (EVI) to the extent and for as long as required by the Austrian Stock Corporation Act (AktG). In all other respects, the company's publications are made in accordance with the applicable legal provisions. All publications must also be made available on the company's website."

## "Article 6 Management and representation; Reports to the Supervisory Board

1. The Management Board consists of two or three members; the appointment of the same number of deputy members of the Management Board is permitted.
- ~~2. A candidate can be appointed as a member of the Management Board for the last time in the calendar year of their 65<sup>th</sup> birthday.~~
- ~~3.2.~~ The company is represented by two members of the Management Board jointly or by one member of the Management Board together with an authorised signatory. ~~(four-eyes principle).~~
- ~~4.3.~~ Each member of the Management Board (including a deputy member of the Management Board) is entitled to one vote. The Management Board adopts its resolutions by simple majority of the votes cast.
- ~~5.4.~~ If a member of the Management Board has been appointed Chair of the Management Board, ~~they~~[he or she shall](#) have the casting vote in the event of a tie (right to cast a deciding vote).

- ~~6.~~ The Management Board issues its own rules of procedure, which also stipulate the distribution of business among the members of the Management Board; the rules of procedure and the assignment of responsibilities require the approval of the Supervisory Board.
- ~~7.5.~~ The Supervisory Board issues rules of procedure for the Management Board, which in particular define the assignment of responsibilities among the members of the Management Board and the cooperation between the Management Board and the Supervisory Board.
- ~~8.6.~~ The Management Board is responsible for managing the company in accordance with the law, the Articles of Association and the rules of procedure ~~to be approved by the Supervisory Board~~ applicable to it in a manner which is in the best interests of the company, taking into account the interests of the shareholders and employees as well as the public interest. The pursuit of appropriate social, scientific and cultural projects and objectives is also for the benefit of society. In this context, the Management Board must also take sustainability aspects into account when developing and implementing the corporate strategy in order to ensure socially responsible conduct.
- ~~9.7.~~ The members of the Management Board must exercise the diligence of a prudent and conscientious manager in their management of the company. There is no breach of duty if the Management Board member is not influenced by external interests when taking business decisions and may assume, on the basis of appropriate information, that they are acting for the benefit of the company. Not only purely economic aspects, but in particular also appropriate social, scientific and cultural aspects may be taken into account.
- ~~10.8.~~ The Supervisory Board must determine the transactions that require its approval in addition to the cases provided for by law, whereby these are to be determined in such a way that the accountability of the Management Board remains guaranteed; where provided for by law, the Supervisory Board must also determine the maximum amounts up to which the approval of the Supervisory Board is not necessary for transactions requiring approval. The Supervisory Board must regularly review these maximum limits with regard to their adequacy and inflation.
- ~~11.9.~~ The Management Board must report to the Supervisory Board at least once a year on fundamental issues relating to the company's future business policy and present the future development of the net assets, financial position and results of operations on the basis of a forecast (annual report).
- ~~12.10.~~ The Management Board must also report to the Supervisory Board regularly, at least quarterly, on the course of business and the situation compared with the forecast, taking into account future developments and compliance-relevant events or violations

(quarterly report). The report must also provide information on the status of the main Group companies and associated companies.

- ~~13.11.~~ In the case of important events, a report must be submitted to the Chair of the Supervisory Board without delay; furthermore, circumstances that are of significant importance for the profitability or liquidity ~~of the company~~ and the analysis of the situation, development or management of the company, as well as significant deviations from the established plans and targets, must be reported to the Supervisory Board without delay (ad hoc report), including the disclosure of reasons.
- ~~14.12.~~ The annual report ~~and~~, the quarterly reports and any ad hoc reports to the Supervisory Board must be submitted in writing.
- ~~15.13.~~ The Management Board submits consolidated financial statements and a Group management report to the Supervisory Board for information at the same time as the company's annual financial statements.
- ~~16.14.~~ The Supervisory Board is authorised to request further reports from the Management Board at any time on any matter concerning the company, including its relationships with a Group company. An individual Supervisory Board member may also request a report, but only to the Supervisory Board as such; if the Management Board refuses to provide the report, the report may be requested only if another Supervisory Board member supports the request. The Chair of the Supervisory Board may also request a report without the support of another member of the Supervisory Board."

## **"Article 7**

### **Election of the Supervisory Board members**

1. The Supervisory Board consists of a minimum of six and a maximum of ten members elected by the Annual General Meeting.
2. The Supervisory Board members are elected—if not for a shorter term of office—for the period until the end of the Annual General Meeting that will grant formal approval of the actions of the Board for the fourth financial year after the election. The financial year in which the Supervisory Board member was elected is not counted. Re-election is permitted.  
~~A candidate can be elected~~ However, an election to the Supervisory Board can take place only for the ~~last time in~~ period up to the ~~calendar~~ end of the Annual General Meeting that will grant formal approval of the actions of the Board for the financial year ~~of their 70th birthday~~ in which the candidate becomes 70 years old.
3. Each member of the Supervisory Board may resign from office even without due cause by giving written notice to the Management Board or to the ~~Chairman~~ Chair of the Supervisory Board or, if ~~they are~~ he/she is unable to do so, to one of ~~their~~ his/her deputies; in the event of due cause, this is also possible with immediate effect.

4. If members step down before the end of their term of office, a substitute member does not need to be elected until the next Annual General Meeting. However, an election of a substitute member by an Extraordinary General Meeting must be held without delay if the number of elected Supervisory Board members has fallen below the minimum number stipulated in the Articles of Association.
5. Substitute members are elected for the remainder of the term of office of the prematurely retired member, unless the Annual General Meeting decides otherwise at the election.”

### **“Article 8**

#### **Chair**

1. Following the Annual General Meeting at which all Supervisory Board members to be elected thereby were newly elected, the Supervisory Board elects a chairperson and two deputy chairpersons from among its members at a meeting for which no special invitation is required. An election of a substitute member must be held immediately if the Chair or one of their deputies steps down from this function.
2. If no one receives an absolute majority in an election, a run-off election is held between the two persons who received the most votes. If the run-off election results in a tie, the decision is made by drawing lots.
3. In the event that the Chair of the Supervisory Board is unable to attend, their first deputy shall fulfil the function of the Chair; in the event that the first deputy is unable to attend, their second deputy shall fulfil the function of the Chair.
4. Declarations of intent of the Supervisory Board shall be made on its behalf by the Chair; in the event that the Chair is unable to attend, by their first deputy; and in the event that the first deputy is unable to attend, by their second deputy.”

### **“Article 9**

#### **Quorum, proceedings**

- ~~1. The Supervisory Board must issue its own rules of procedure.~~
1. The Supervisory Board must draw up its own rules of procedure, which in particular must contain provisions on the type of meeting (in person, virtual or hybrid), the frequency of meetings, the voting procedure and the requirements for adopting resolutions, the documentation of meetings and resolutions as well as tasks and functions within the Supervisory Board, such as the formation of committees, insofar as there are no provisions to this effect in these Articles of Association.

2. The Chair convenes the members for the meetings by letter, telephone or e-mail to the last known address. This is without prejudice to Section 94 of the Austrian Stock Corporation Act.
3. The Supervisory Board shall be quorate if at least six members—including the Chair or one of his or her deputies —~~are present.~~attend the meeting. The Chair chairs the meeting and determines the type of voting.
4. Resolutions are passed by a simple majority of the votes cast; in the event of a tie, the Chair of the meeting has the casting vote, including in elections.
5. Supervisory Board members who are absent or unable to attend are authorised to be represented by a Supervisory Board member present at the meeting. Written authorisation to do so must be submitted to the Chair. The represented Supervisory Board member is not to be counted when the quorum of a meeting is determined. The right to chair the meeting cannot be transferred.
6. Minutes of the Supervisory Board's proceedings and resolutions must be prepared and signed by the Chair of the meeting; and the minute taker. The minutes contain the place and type of meeting (in person, virtual or hybrid) and date of the meeting, the participating members, the agenda, the course of the meeting with regard to the main items discussed in a transparent manner and, in the case of the Supervisory Board, its resolutions; in the case of the committees, the recommendations or resolutions. The minutes must be sent to the members of the Supervisory Board within four weeks and presented for approval at the next Supervisory Board meeting.
7. If the Chair so orders for special reasons and no Supervisory Board member expressly objects, resolutions may also be passed in writing, by telephone or in another comparable form; in this case, Supervisory Board members cannot be represented by other parties.
- ~~8. A resolution by e-mail vote is permitted in the same way as set out in (7).~~
- ~~9.8.~~ Resolutions in Supervisory Board meetings can also be ~~adopted~~passed by ~~way~~means of video conference. The provisions of para. 3 and para. 7 apply mutatis mutandis ~~if the other members of the.~~ However, at least one Supervisory Board ~~actually present at the meeting~~ reach the minimum ~~per year should, where possible, be held with the~~ number of Supervisory Board members required for a quorum ~~and no members of the Supervisory Board object to this procedure.~~physically present.
- ~~10.9.~~ The Supervisory Board may appoint committees from among its members to prepare its proceedings and resolutions, monitor their implementation or exercise certain decision-taking powers specifically assigned to them by the Supervisory Board. The committees are dedicated to expert preparatory advice, report regularly to the Supervisory Board on their work and can pass binding resolutions within the scope of their respective competence. The above paragraphs apply mutatis mutandis to the resolutions and proceedings of the committees, unless the full Supervisory Board



resolves otherwise. [An audit](#) committee must be appointed to audit and prepare the assessment of the annual financial statements [in accordance with Section 92 \(4a\) of the Austrian Stock Corporation Act](#).

~~11.10.~~ The employee representatives on the Supervisory Board have the right to nominate members with seats and votes for Supervisory Board committees in accordance with the ratio stipulated in Section 110 (1) of the Austrian Labour Constitution Act (ArbVG). This does not apply to [meetings or parts of meetings of](#) committees in which the relationships between the company and the members of the Management Board are discussed.

~~12.11.~~ The Supervisory Board is authorised to adopt amendments and supplements to the Articles of Association, insofar as these relate only to their wording.”

#### **“Article 10**

#### **Supervisory Board compensation and other benefits**

1. Each member of the Supervisory Board is reimbursed for their cash expenses.
2. The members of the Supervisory Board and its committees are also entitled to an attendance fee for meetings and to a compensation. [The amount must take into account the economic importance and situation of the company as well as the time required, whereby the chairmanship and deputy chairmanship of the Supervisory Board must be considered separately.](#) The Annual General Meeting decides on the amount and distribution.
3. If Supervisory Board members perform a special activity in the interests of the company, they may be granted special remuneration for this by resolution of the Annual General Meeting.”
- ~~4. Flat-rate annual remuneration in the amount of the remuneration for a member of the Supervisory Board must be paid to the Republic of Austria for the permanent representative of the supervisory authority appointed by the Federal Ministry for Transport, Innovation and Technology as the Supreme Civil Aviation Authority in accordance with section 141(5) of the Luftfahrtgesetz (Austrian Aviation Act), BGBl 1957/253, as currently amended.~~

#### **“Article 14**

#### **Meetings**

1. The Annual General Meeting Meeting is chaired by the Chair of the Supervisory Board; if neither they nor one of their deputies is present, the notary called in to notarise the meeting shall chair the meeting until a Chair is elected.

2. The form of exercising the voting rights and the procedure for counting votes is determined by the Chair.
3. The Chair chairs the proceedings and determines the order of speakers and the agenda items to be discussed. In the course of the Annual General Meeting, they may set reasonable limits on speaking time, question time or the total time for speeches and questions in general or for individual speakers.
4. The members of the Management Board and the Supervisory Board must be present at the Annual General Meeting whenever possible. The auditor must be present at the Annual General Meeting. Members of the Management Board or the Supervisory Board may connect via a two-way video and audio connection."

Reasons for amendments:

The Management Board and the Supervisory Board propose a modernisation of the Articles of Association: in addition to the deletion of obsolete or outdated provisions, this includes the adjustment to the changes in legal basis and framework. Amendments to the Austrian Code of Corporate Governance are also to be included in the Articles of Association. This proposed modernisation of the Articles of Association will help to increase transparency for shareholders. Clarifications have also been made in the proposed amendment to the Articles of Association and the Court of Auditors' recommendations, which it has also made for other legal entities, have been taken into account.

Schwechat,

For the Supervisory Board

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Ewald Kirschner  
Chair

The Management Board

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Julian Jäger

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Günther Ofner