

# ADDITIONAL INFORMATION ON THE RIGHTS OF SHAREHOL- DERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

## ADDITIONS OF ITEMS TO THE AGENDA BY SHAREHOLDERS PURSUANT TO SECTION 109 AKTG

Shareholders whose total shareholding equals **5% or more of the Company's share capital** and who have held these shares for at least three months prior to the filing of their proposal can request in writing that **additional items be put on the agenda** of this Annual General Meeting. and announced if this request is submitted to the Company in writing no later than May 10, 2016. Each item submitted for the agenda in this manner must include a proposed resolution together with a statement explaining the reasons for such a proposal. Such a request will be taken into consideration if it is submitted to the Company in writing and received by the Company no later than **May 10, 2017** (12 a.m. midnight).

All such proposals by shareholders must be sent exclusively to:

Flughafen Wien Aktiengesellschaft  
Attn.: Mr. Wolfgang Köberl  
General Secretariat  
A-1300 Wien-Flughafen

The wording of the proposed addition to the agenda and the recommended resolution must be submitted in German.

A depository confirmation as stipulated in Section 10a AktG must be submitted as proof of shareholding for the exercise of this shareholder right.

## DRAFT RESOLUTIONS SUBMITTED BY SHAREHOLDERS PURSUANT TO SECTION 110 AKTG

Shareholders whose total shareholding equals **1% or more of the Company's share capital** can submit written **proposals for resolutions**. These proposals must include a statement explaining the reasons for any item on the agenda of this Annual General Meeting and require that these proposals, together with

the name of the respective shareholders, the statement explaining the reasons and any related comments on this proposal made by the Management Board or Supervisory Board, be published on the Company's Website.

It must be pointed out that every draft resolution must be accompanied by an explanation of the reasons for this proposal. Shareholder requests of this kind will only be considered if they are received by the Company in writing no later than **May 19, 2017 (12 a.m. midnight)**.

All such proposals by shareholders must be sent exclusively to:

Flughafen Wien Aktiengesellschaft

Attn.: Mr. Wolfgang Köberl  
General Secretariat  
A-1300 Wien-Flughafen  
or be sent by fax to +43 1 7007/23622

or be sent by e-mail to **fwag-hauptversammlung@viennaairport.com**, whereby in this case the written request must be attached to the e-mail, e.g. as a PDF file.

All proposed resolutions must also be submitted in German.

A depository confirmation as stipulated in Section 10a AktG must be submitted as proof of shareholding for the exercise of this shareholder right.

## **DEPOSITORY CONFIRMATION PURSUANT TO SECTION 10A AKTG**

The depository confirmation must be issued by a depository institution which maintains its registered offices in a member state of the European Economic Area or in a full member state of the OECD, and must include the following information:

- » Information on the issuer: name/company and address or a code commonly used in business transactions between financial institutions,
- » Information on the shareholder: name/company, address, date of birth for natural persons, and, if applicable, register and registration number for legal persons in the legal person's country of origin
- » Information on the shares: number of shares held by the shareholder, ISIN AT00000VIE62,
- » Depository number or other designation,
- » Period covered by the depository confirmation.

The depository confirmation must be issued in German or English and in writing.

Proof of the shareholding must be provided by a depository confirmation as stipulated in Section 10a AktG. This confirmation must be received by the Company in written form no later than **May 26, 2017 (12 a.m. midnight)** exclusively via one of the following communication channels and addresses:

By mail or messenger:	Flughafen Wien Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen am Wechsel
By e-mail or electronic document in the form of a PDF with a qualified electronic signature:	<b>anmeldung.flughafenwien@hauptversammlung.at</b>
By SWIFT:	GIBAATWGGMS (message type MT598 or MT599; the text must include ISIN AT00000VIE62)
Gladly by fax in advance:	+43 (0)1 8900 500 – 88

The depository confirmation for proof of shareholding in connection with the exercise of shareholder rights pursuant to Section 109 AktG (additions to the agenda) and Section 110 AktG (proposals by shareholders for resolutions) may not be older than seven days when it is submitted to the Company.

The depository confirmation for proof of shareholding in connection with the exercise of shareholder rights pursuant to Section 109 AktG (additions to the agenda) must confirm that the shareholder has owned the respective shares continuously for at least three months prior to the filing of the proposal.

If a petition is filed by several shareholders who only reach the shareholding threshold together, the relevant depository confirmations must be issued as of the same date.

## **NOTE ON THE RIGHT TO RECEIVE INFORMATION PURSUANT TO SECTION 118 AKTG**

On request, every shareholder must be provided with information concerning the business matters of the Company at the Annual General Meeting, if this information is necessary to enable the shareholder to properly evaluate any item on the agenda. This obligation to provide information also covers the Company's legal and business relations with subsidiaries and associated companies. If the consolidated financial statements and the Group management report are presented at the Annual General Meeting of the parent company (Section 244 Austrian Commercial Code), the obligation to provide information also covers the position of the Group and the companies included in the consolidated financial statements.

This information must comply with the principles of conscientious and accurate accounting. The information must be provided at the Annual General Meeting.

This request for information may be refused if

1. according to sound business judgment, it could result in significant damage to the Company or a subsidiary, or
2. if the provision of this information would comprise a criminal offense punishable under law.

The right to request information applies to every shareholder who participates in the Annual General Meeting. This right not only applies to the shareholder, but to his or her legal representative or proxy.

Any questions whose responses require lengthy preparation should, in the interest of holding an efficient meeting, be submitted in written form to the Management Board in due time prior to the Annual Gene-

ral Meeting. Questions may be submitted to the Company by fax to +43 (0) 7007-23622 or via e-mail to [fwag-hauptversammlung@viennaairport.com](mailto:fwag-hauptversammlung@viennaairport.com).

## **INFORMATION ON THE RIGHT OF SHAREHOLDERS TO PROPOSE MOTIONS AT THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 119 AKTG**

Every shareholder, regardless of the extent of shareholding, is entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting. This right to bring forward a motion is contingent upon proof of the right to participate in the Annual General Meeting as stipulated in the invitation. This right not only applies to the shareholder, but to his or her legal representative or proxy who takes part in the Annual General Meeting.

However, a **shareholder proposal pertaining to the election of a Supervisory Board member** requires the timely transmission of a proposed resolution pursuant to Section 110 AktG. Persons may only be proposed as candidates for election to the Supervisory Board (item 6 of the agenda) by shareholders whose total shareholding equals **1% of more of the Company's share capital**. Such election nominations must be received by the Company no later than **May 19, 2017** in the aforementioned manner (point V Para. 2). Every nomination for election to the Supervisory Board must be accompanied by a statement of the proposed person pursuant to Section 87 Para. 2 AktG, with respect to his or her professional qualifications, professional or comparable positions and all the circumstances that may give rise to concerns of partiality. Declarations of the candidates to be elected to the Supervisory Board pursuant to Section 87 Para. 2 Austrian Stock Corporation Act (AktG), and the corresponding curriculum vitae have to be published on the Website of the Company no later than **May 23, 2017**. Otherwise, the shareholder proposal for the election of a Supervisory Board member will not be taken into consideration at voting time.