

Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m

Resolutions proposed by the Management Board and the Supervisory Board for the 35th 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 2022 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 2022 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 € 64,584,426.22 recognised in the adopted annual financial statements as of 31 December 2022:

- (i) Distribution of a dividend of € 0.77 per share carrying dividend rights, i.e. a total dividend amount of € 64,583,504.37
- (ii) Carrying forward of the remaining amount of € 921.85 to new account

The dividend payment date shall be 15 June 2023.

3. Resolution formally approving the actions of the members of the Management Board for the 2022 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 2022 financial year for that period.

4. Resolution formally approving the actions of the members of the Supervisory Board for the 2022 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 2022 financial year for that period.

5. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2023 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 2023 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 (AktG).

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) AktG).

At the meeting on 24 March 2023, 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 AktG and put forward a proposed resolution in accordance with Section 108 (1) AktG.

The Management Board and the Supervisory Board propose resolving upon the remuneration report for the 2022 financial year as published on the website entered in the register of companies.

7. Resolution on the amendment of the Articles of Association, Section 3 “Public Announcements”

The Management Board and the Supervisory Board propose amending Article 3 “Public Announcements” of the Articles of Association so that this provision reads as follows:

“Article 3 Public Announcements”

If and to the extent required under the Austrian Stock Corporation Act (AktG), public announcements made by the Company shall be published in the Official Gazette of Wiener Zeitung (Amtsblatt zur Wiener Zeitung) or on the federal electronic announcement and information platform (EVI). Public announcements by the Company shall otherwise be published in accordance with the legal provisions applicable from time to time. All announcements must also be made available on the Company’s website.”

Statement of reasons:

Currently, specific announcements by listed companies, such as the convening of the Annual General Meeting, must be published in the Official Gazette of Wiener Zeitung.

We have learned through the media that the Austrian government plans for the federal electronic announcement and information platform (EVI) to replace the Official Gazette of Wiener Zeitung as the publication medium.

The upcoming Annual General Meeting on 5 June 2023 is to be taken as an opportunity to amend Article 3 of the Articles of Association regarding announcements by the Company accordingly.

8. **Resolution on amendment of the Articles of Association through the addition of a new Article 15 “Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting” and corresponding amendment of the numbering of the subsequent articles of the Articles of Association and cancellation of the previous Article 18**

The Management Board and the Supervisory Board propose to amend the Articles of Association by adding a new Article 15 “Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting”.

- (i) The resolution proposed on the basis of the meeting of the Supervisory Board on 24 April 2023 reads as follows:

“Article 15 Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting”

1. With the approval of the Supervisory Board, the Management Board is authorised to make provision for shareholders to participate in the Annual General Meeting in real time from any location via a two-way audio and, if need be, visual connection for the entire duration of the meeting that enables the shareholders to follow the course of the meeting and, if the Chair gives them the floor, to address the Annual General Meeting themselves (**remote participation** pursuant to Section 102 (3) no. 2 AktG).
2. With the approval of the Supervisory Board, the Management Board is authorised to make provision for shareholders to cast their vote electronically during the Annual General Meeting from any location (**remote participation** pursuant to Section 102 (3) no. 3 in conjunction with Section 126 AktG). In this case, the Management Board must define the means by which shareholders can raise objections.
3. With the approval of the Supervisory Board, the Management Board is authorised to make provision for the Annual General Meeting to be broadcast in full or in part in audio and, if need be, visual format in real time for the benefit of those shareholders who are not present (**transmission of the Annual General Meeting** pursuant to Section 102 (4) AktG). Provision can also be made for public broadcast of the Annual General Meeting. The Company is entitled to record the Annual General Meeting in audio and video format.
4. Special registration can be requested for remote participation (1) and remote voting (2) and an earlier time limit set for registration in derogation of Section 111 (2) AktG.
5. Votes cast by way of remote voting (2) shall be void if the content of the resolution passed at the Annual General Meeting differs to that on the form or input screen.
6. Resolutions proposed by shareholders pursuant to Section 110 AktG shall be put to the vote only if the motion is repeated at the meeting. In the case of resolutions proposed by shareholders participating in the Annual General Meeting by way of remote voting (2), the requirement under sentence 1 shall be replaced by electronic voting prior to the Annual General Meeting, or the shareholder

proposing the resolution shall establish a connection to the voting electronically during the Annual General Meeting.

7. In accordance with the provisions of the Austrian Federal Act on Conducting Virtual Shareholder Meetings (VirtGesG), an Annual General Meeting can be conducted without the physical presence of the participants (**virtual Annual General Meeting**). Subject to the approval of the Supervisory Board, the Management Board shall decide on the method of conducting the Annual General Meeting, i.e. whether it is conducted (i) in the physical presence of the participants, (ii) without the physical presence of the participants (virtual Annual General Meeting), (iii) as a simple virtual meeting or a moderated virtual meeting or (iv) as an Annual General Meeting at which the individual participants can choose whether to participate in person or virtually (hybrid Annual General Meeting). If the Supervisory Board convenes the Annual General Meeting, it shall decide on the method of conducting the meeting as described above.
8. If the provisions of the VirtGesG or the Articles of Association do not define the organisational and technical specifications for a virtual or hybrid Annual General Meeting, the Management Board or the Supervisory Board shall establish them as the body convening the meeting.
9. As the body convening the meeting, the Management Board or the Supervisory Board is also called upon to make all the decisions needed for conducting a virtual Annual General Meeting or a hybrid Annual General Meeting.
10. The notice convening the virtual Annual General Meeting or an appropriate notice provided on the Company's website as of the 21st day before the Annual General Meeting shall specify the organisational and technical requirements for participation in the virtual Annual General Meeting.
11. Conducting a moderated virtual meeting is permitted in accordance with the VirtGesG and the provisions of the Articles of Association. The virtual Annual General Meeting shall be broadcast for the participants in real time in video and audio format. The virtual Annual General Meeting can also be broadcast publicly.
12. During the virtual Annual General Meeting, shareholders shall have the option to voice opinions by means of electronic communication, e.g. by e-mail. If the Chair gives a shareholder the floor, the Chair shall grant them the opportunity to speak by means of video communication. The Chair shall decide on the order of the contributions as well as on the time up to which contributions can be made or questions asked.
13. In addition, the Company shall provide the shareholders with an electronic means of communication, e.g. e-mail, for sending questions and motions for resolutions to the Company by no later than the third working day before the Annual General Meeting. Questions and motions for resolutions submitted in this way shall be read out at the Annual General Meeting or brought to the attention of the shareholders in another appropriate manner, e.g. on the Company's website.
14. During all votes at the virtual Annual General Meeting, shareholders shall be able to exercise their voting rights by means of electronic communication and, where relevant, also to raise objections in this manner. On the day of the Annual General Meeting, the Company can, as far as is technically possible, set up and announce a special e-mail address via which voting rights can be exercised and objections sent to the Company, or offer use of special voting software or an appropriate function on the Company's website (AGM portal) for the purpose of exercising voting rights or raising objections.
15. In the case of a virtual Annual General Meeting, the Company shall, at a mini-mum, provide to the shareholders at its own cost a suitable specific proxy who is independent from the Company and can be authorised by shareholders to make motions for resolutions, cast votes and, where relevant, raise objections at the virtual Annual General Meeting."

The Management Board and the Supervisory Board propose cancelling Article 18 of the Articles of Association and amending the numbering of the current Articles 15 to 17 to 16 to 18.

Updated proposal for resolution:

- (ii) In conjunction with the legislative review process, a revised version of the Austrian Federal Act on Conducting Virtual Shareholder Meetings (VirtGesG) was published with a handful of minor alterations on 26 April 2023.

Reflecting these revisions, the Management Board proposed at its meeting on 5 May 2023 to amend the Articles of Association by adding a new Article 15 "Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting", which is to read as follows:

"Article 15 Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting"

1. With the approval of the Supervisory Board, the Management Board is authorised to make provision for shareholders to participate in the Annual General Meeting in real time from any location via a two-way audio and, if need be, visual connection for the entire duration of the meeting that enables the shareholders to follow the course of the meeting and, if the Chair gives them the floor, to address the Annual General Meeting themselves (**remote participation** pursuant to Section 102(3) no. 2 AktG).
2. With the approval of the Supervisory Board, the Management Board is authorised to make provision for shareholders to cast their vote electronically during the Annual General Meeting from any location (**remote participation** pursuant to Section 102(3) no. 3 in conjunction with Section 126 AktG). In this case, the Management Board must define the means by which shareholders can raise objections.
3. With the approval of the Supervisory Board, the Management Board is authorised to make provision for the Annual General Meeting to be broadcast in full or in part in audio and, if need be, visual format in real time for the benefit of those shareholders who are not present (**transmission of the Annual General Meeting** pursuant to Section 102(4) AktG). Provision can also be made for public broadcast of the Annual General Meeting. The Company is entitled to record the Annual General Meeting in audio and video format.
4. Special registration can be requested for remote participation (1) and remote voting (2) and an earlier time limit set for registration in derogation of Section 111(2) AktG.
5. Votes cast by way of remote voting (2) are void if the content of the resolution passed at the Annual General Meeting differs to that on the form or input screen.
6. Resolutions proposed by shareholders pursuant to Section 110 AktG shall be put to the vote only if the motion is repeated at the meeting. In the case of resolutions proposed by shareholders participating in the Annual General Meeting by way of remote voting (2), the requirement under sentence 1 shall be replaced by electronic voting prior to the Annual General Meeting, or the shareholder proposing the resolution shall establish a connection to the voting electronically during the Annual General Meeting.
7. In accordance with the provisions of the Austrian Federal Act on Conducting Virtual Shareholder Meetings (VirtGesG), an Annual General Meeting can be conducted without the physical presence of the participants (**virtual Annual General Meeting**). Subject to the approval of the Supervisory Board, the Management Board shall decide on the method of conducting the Annual General Meeting, i.e. whether it is conducted (i) in the physical presence of the participants, (ii) without

the physical presence of the participants (virtual Annual General Meeting), (iii) as a simple virtual meeting or a moderated virtual meeting or (iv) as an Annual General Meeting at which the individual participants can choose whether to participate in person or virtually (hybrid Annual General Meeting). If the Supervisory Board convenes the Annual General Meeting, it shall decide on the method of conducting the meeting as described above.

8. If the provisions of the VirtGesG or the Articles of Association do not define the organisational and technical specifications for a virtual or hybrid Annual General Meeting, the Management Board or the Supervisory Board shall establish them as the body convening the meeting.
9. As the body convening the meeting, the Management Board or the Supervisory Board is also called upon to make all the decisions needed for conducting a virtual Annual General Meeting or a hybrid Annual General Meeting.
10. The notice convening the virtual Annual General Meeting or an appropriate notice provided on the Company's website as of the 21st day before the Annual General Meeting shall specify the organisational and technical requirements for participation in the virtual Annual General Meeting.
11. Conducting a moderated virtual meeting is permitted in accordance with the VirtGesG and the provisions of the Articles of Association. The virtual Annual General Meeting shall be broadcast for the participants in real time in video and audio format. The virtual Annual General Meeting can also be broadcast publicly.
12. During the virtual Annual General Meeting, shareholders shall have the option to voice opinions by means of electronic communication, e.g. by e-mail. If the Chair gives a shareholder the floor, the Chair shall grant them the opportunity to speak by means of video communication. The Chair shall decide on the order of the contributions as well as on the time up to which contributions can be made or questions asked.
13. In addition, the Company will provide the shareholders with an electronic means of communication, e.g. e-mail, for sending questions and motions for resolutions to the Company by no later than the third working day before the Annual General Meeting **or a later date yet to be determined**. Questions and motions for resolutions submitted in this way will be read out at the Annual General Meeting or brought to the attention of the shareholders in some other appropriate manner, e.g. on the Company's website.
14. During all votes at the virtual Annual General Meeting, shareholders shall be able to exercise their voting rights by means of electronic communication and, where relevant, also to raise objections in this manner. On the day of the Annual General Meeting, the Company can, as far as is technically possible, set up and announce a special e-mail address via which voting rights can be exercised and objections sent to the Company, or offer use of special voting software or an appropriate function on the Company's website (AGM portal) for the purpose of exercising voting rights or raising objections. **The Management Board is authorised to make provision for shareholders to cast their vote electronically, for example by e-mail, before the Annual General Meeting by a date yet to be determined. Shareholders who choose to do so can revoke any votes already cast prior to voting in the virtual or hybrid Annual General Meeting and vote again. Section 126 AktG applies with the corresponding changes in other cases.**
15. In the event of a virtual Annual General Meeting, at its own cost and **in accordance with the statutory provisions applicable on the day of the Annual General Meeting**, the Company will provide the shareholders with **one or two** suitable special proxies who are independent of the Company and who can be authorised by shareholders to bring motions for resolutions, to cast votes and, where relevant, to raise objections at the virtual Annual General Meeting.
16. **The provisions of the Articles of Association in accordance with Article 15(7) to (15) are limited until 30 June 2026. With the approval of the Supervisory Board, the Management Board is authorised**

to determine whether each individual Annual General Meeting of the Company to be held before 30 June 2026 will be held as a virtual or hybrid meeting.

(The updates made by the Management Board in the text of the Articles of Association have been highlighted above.)

The Management Board and the Supervisory Board propose to cancel Article 18 of the Articles of Association and to change the numbering of the current Articles "15 to 17" to "16 to 18".



The Management Board is authorised to enter this amendment to the Articles of Association through the addition of a new Article 15 “Remote Participation and Remote Voting, Transmission and Recording of the Annual General Meeting, Virtual Annual General Meeting” in the register of companies as soon as a relevant Austrian Federal Act on Conducting Virtual Shareholder Meetings (VirtGesG) is promulgated.

Statement of reasons:

The AktG already contains provisions establishing the possibility of exercising shareholder rights by means other than physical presence alone: remote participation, remote voting, transmission of the Annual General Meeting.

In accordance with Section 1 (2) of the Austrian COVID-19 Company Law Act (COVID-19-GesG – Austrian Federal Gazette I (BGBl. I) no. 16/2020, as amended in BGBl. I no. 224/2022) and the Austrian Corporate Law COVID-19 Ordinance (COVID-19-GesV – BGBl. II no. 140/2020, as amended in BGBl. II no. 505/2022), virtual Annual General Meetings can be held until 30 June 2023, taking into consideration the interests of the Company and the participants.

A separate law is expected to be passed in Austria this year that will allow virtual Annual General Meetings even after 30 June 2023 and introduce new rules as regards content.

The Management Board and the Supervisory Board would like to take the opportunity of the upcoming Annual General Meeting on 5 June 2023 to amend the Articles of Association accordingly.

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