

**EANS-General Meeting: Flughafen Wien AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act**

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06.08.2020

Flughafen Wien Aktiengesellschaft  
Schwechat, FN 42984 m  
ISIN AT00000VIE62

Invitation to the 32nd Annual General Meeting of  
Flughafen Wien Aktiengesellschaft  
( "Company" )  
on Friday, 4 September 2020 at 10 a.m.  
on the premises of Flughafen Wien Aktiengesellschaft  
in 1300 Vienna Airport, Office Park 4, Verbindungsstrasse (Building 683).

**I. HOLDING A VIRTUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS**

**1. COVID-19 Company Law Act (COVID-19-GesG) and the Corporate Law COVID-19 Ordinance (COVID-19-GesV)**

In order to protect shareholders and other participants, the Management Board has resolved to take advantage of the possibility opened up by the new legal regulations to hold a virtual annual general meeting.

Accordingly, the Annual General Meeting of Flughafen Wien Aktiengesellschaft will be held as a "virtual Annual General Meeting" on 4 September 2020 pursuant to Section 1 Para. 2 COVID-19 Company Law Act (COVID-19-GesV Federal Law Gazette I No. 16/2020 in connection with the Corporate Law COVID-19 Ordinance - hereafter "COVID-10 Ordinance" (COVID-19-GesV Federal Law Gazette I No. 24/2020) taking account of the interests of the company as well as those of the participants.

This means that shareholders will not be able to be physically present at the Annual General Meeting of Flughafen Wien Aktiengesellschaft to be held on 4 September 2020.

Holding the Annual General Meeting of Flughafen Wien Aktiengesellschaft as a virtual Annual General Meeting in line with the COVID-19 Ordinance has resulted in modifications to the procedures at the Annual General Meeting as well in how shareholders may exercise their rights.

Voting rights, the right to propose motions and the right to raise objections can only be exercised exclusively via proxy authorisation and instructions given to one of the independent special proxy holders proposed by the Company pursuant to Section 3 Para. 4 COVID-19 Ordinance.

The right to obtain information can be exercised by shareholders during the virtual Annual General Meeting by way of electronic communications i.e. exclusively in writing via e-mail sent directly to the e-mail address [fragen.flughafenwien@hauptversammlung.at](mailto:fragen.flughafenwien@hauptversammlung.at) of the Company.

## 2. Webcast of the Annual General Meeting

Pursuant to Section 3 Para. 4 COVID-19 Ordinance in connection with Section 102 Para. 4 Austrian Stock Corporation Act (hereafter "AktG"), the Annual General Meeting of Flughafen Wien Aktiengesellschaft will be entirely broadcast on the Internet as a Webcast in real time.

This is permissible in terms of data protection regulations, in the light of the legal foundation provided by Section 3 Para. 4 COVID-19 Ordinance in connection with Section 102 Para. 4 AktG.

All shareholders of the Company can follow the Annual General Meeting live on the Internet starting at 10 a.m. on 4 September 2020 by using the appropriate technical equipment at [www.viennaaairport.com](http://www.viennaaairport.com) as a virtual Annual General Meeting. It is not required to register or log in in order to follow the Annual General Meeting.

Due to the broadcasting of the Annual General Meeting of Flughafen Wien Aktiengesellschaft on the Internet, all shareholders who wish to do so have the possibility to follow the proceedings of the Annual General Meeting in real time thanks to this acoustic and visual connection and to follow the presentation of the Management Board and the responses to questions posed by shareholders.

Reference is made to the fact that the live transmission as a virtual Annual General Meeting does not enable any remote participation (Section 102 Para. 3 (2) AktG) nor does it allow for remote voting (Section 102 Para. 3 (3) AktG and Section 126 AktG), and that the transmission of the virtual Annual General Meeting on the Internet does not allow for a two-way connection.

Reference is also made to the fact that the Company is also responsible for the use of technical means of communications inasmuch as this can be attributed to the Company's sphere of responsibility.

In addition, reference is made to the Information on the Organisational and Technical Prerequisites for participating in the Annual General Meeting pursuant to Section 3 Para. 3 in connection with Section 2 Para. 4 COVID-19 Ordinance ("Information on Participation").

We request that shareholders pay particular attention this year to this Information on Participation which explains the procedures at the Annual General Meeting.

## II. AGENDA

1. Presentation of the annual financial statements and Management Report, the Corporate Governance Report, the consolidated financial statements including the Group Management Report, the resolution on the appropriation of the net profit and the Report of the Supervisory Board on the 2019 financial year
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Management Board for the 2019 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2019 financial year
5. Election of the auditor for the annual financial statements and consolidated financial statements for the 2020 financial year
6. Resolution on the Remuneration Policy
7. Elections to the Supervisory Board

### III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE

In particular, the following documents will be available on the Website of the Company at [www.viennaairport.com](http://www.viennaairport.com) no later than 14 August 2020:

- \* Information on the Organisational and Technical Prerequisites for Participation pursuant to Section 3 Para. 3 in connection with Section 2 Para. 4 COVID-19 Ordinance ("Information on Participation")
- \* Annual financial statements and Management Report, along with the Non-Financial Declaration
- \* Corporate Governance Report,
- \* Consolidated financial statements and Group Management Report
- \* Proposal for the appropriation of the net profit,
- \* Report of the Supervisory Board,

all with respect to the 2019 financial year;

- \* Proposals for resolutions on items 2-7 of the agenda,
- \* Remuneration Policy
- \* Declarations of the candidates to be elected to the Supervisory Board under item 7 of the agenda pursuant to Section 87 Para. 2 AktG),
- \* Proxy authorisation form for the special proxy holders pursuant to Section 3 Para. 4 COVID-19 Ordinance
- \* Question form,
- \* Revocation of proxy form,
- \* Complete text of this invitation to the Annual General Meeting.

### IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

Eligibility to participate in the virtual Annual General Meeting and to exercise voting rights and other shareholder rights that can be exercised at this virtual Annual General Meeting pursuant to the COVID-19 Company Law Act and the COVID-10 Ordinance based on the shareholding at the end of day on 25 August 2020 (record date to provide proof of shareholding).

A person is only eligible to participate in the virtual Annual General Meeting pursuant to the COVID-19 Company Law Act and the COVID-10 Ordinance if he/she is a shareholder on this record date and is able to supply sufficient proof of this status to the Company.

Proof of the shareholding must be provided by a depositary confirmation as stipulated in Section 10a AktG. This confirmation must be sent to the Company in written form no later than 1 September 2020 (12 p.m. midnight, CEST, local Vienna time) exclusively via one of the following communication channels and addresses:

- (i) for transmitting the depositary confirmation in text form, which is sufficient pursuant to Section 12 Para. 2 Articles of Association

Per e-mail [anmeldung.flughafenwien@hauptversammlung.at](mailto:anmeldung.flughafenwien@hauptversammlung.at)  
(please submit the depositary confirmation as a PDF file)  
Per fax +43 (0) 1 8900 500 - 88

- (ii) for transmitting the depositary confirmation in written form

Per mail or messenger Flughafen Wien Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

Per SWIFT GIBAATWGGMS  
(Message type MT598 or MT599; the text must include  
ISIN AT00000VIE62)

Appointing a special proxy holder cannot be done effectively without a depositary confirmation being received by the Company in a timely manner.

Shareholders are requested to contact their depositary bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and has no bearing on dividend rights.

Depositary confirmation pursuant to Section 10a AktG

The depositary 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 (customary international securities identification number)
- \* Depository number or other designation,
- \* Period covered by the depository confirmation

The depository confirmation to verify the shareholding as the basis for participation in the Annual General Meeting must relate to the end of the record date for the proof of shareholding, i.e. 25 August 2020 (12 p.m. midnight, CEST, local Vienna time).

The depository confirmations will be accepted if it is submitted in German or English.

#### V. AUTHORISATION OF A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Every shareholder entitled to participate in the Annual General Meeting pursuant to the COVID-19 Company Law Act and the COVID-10 Ordinance and who has provided sufficient proof to the Company as described in point IV of this invitation has the right to appoint and authorise a special proxy.

Proposing a motion, submitting votes and raising objections at the virtual Annual General Meeting of Flughafen Wien Aktiengesellschaft on 4 September 2020 can only be exercised via one of the special proxies pursuant to Section 3 Para. 4 COVID-19 Company Law Act.

The following special proxy holders who are suitable and independent of the Company are proposed:

(i) Mr. Wilhelm G. Rasinger  
c/o Austrian Shareholder Association (Interessenverband für Anleger, IVA)  
Feldmühlgasse 22, 1130 Vienna, Austria  
E-mail: rasinger.flughafenwien@hauptversammlung.at

(ii) Mr. Christoph Moser, attorney-at-law  
c/o Weber Rechtsanwälte GmbH & Co KG  
Rathausplatz 4, 1010 Vienna, Austria  
E-mail: moser.flughafenwien@hauptversammlung.at

(iii) Mr. Paul Fussenegger, attorney-at-law

Rotenturmstraße 12/6, 1010 Vienna, Austria  
E-mail: fussenegger.flughafenwien@hauptversammlung.at

(iv) Mr. Ewald Oberhammer, attorney-at-law  
c/o Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1, 1010 Vienna, Austria  
E-mail: oberhammer.flughafenwien@hauptversammlung.at

Every shareholder can choose one of the four above-mentioned individuals to serve as his or her special proxy holder and confer proxy authorisation on this special proxy.

In order to grant authorisation to the special proxies, a separate proxy authorisation form can be downloaded on the Website of the Company at [www.viennaairport.com](http://www.viennaairport.com) starting no later than 14 August 2020. It is expressly requested to use this proxy authorisation form.

The rules contained in the Information on Participation for conferring authorisation on proxies, the stipulated means of conveying authorisation and relevant deadlines must be complied with.

The possibility to personally confer proxy authorisation at the location of the Annual General Meeting is expressly excluded.

## VI. INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

### 1. Additions to the agenda 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 made publicly known, if this request is submitted to the Company in writing by mail no later than 14 August 2020 (12 p.m. midnight, CEST, local Vienna time) exclusively at the address Mr. Wolfgang Köberl, General Secretariat, A-1300 Vienna Airport. 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. In any case, the item on the agenda and the proposed resolution, but not the statement explaining the reasons for this proposal, must be formulated and submitted in German. Proof of the status as a shareholder must be provided by depository confirmation as stipulated in Section 10a AktG. This confirmation must verify that the shareholders filing the motion have held these shares for at least three months prior to the proposal and may not be older than seven days when it is submitted to the Company. Several depository confirmations for shares which together comprise a shareholding of more than 5% in the Company must refer to the same point in time (day, time).

Further requirements for depository confirmation are listed under the section on the right to participate in the Annual General Meeting (point IV contained in this invitation).

### 2. Draft resolutions on agenda items submitted by shareholders pursuant to Section 110 AktG

Shareholders whose total shareholding equals 1% or more of the Company's share capital may submit written proposals for resolutions including a statement explaining the reasons for the proposals relating to any item on the agenda of this Annual General Meeting and require that these proposals, together with the names of the affected shareholders, the statement explaining the reasons and any statement by the Management Board or Supervisory Board, be published on the

Website of the Company as entered into the Commercial Register, if this request is submitted to the Company in writing no later than 26 August 2020 (12 p.m. midnight, CEST, local Vienna time) either by fax at +43 (0) 1 7007 - 23622 or per mail to the address Mr. Wolfgang Köberl, General Secretariat, A-1300 Vienna Airport, or per e-mail at fwag-hauptversammlung@viennaaairport.com, whereby the written request must be attached to the e-mail, e.g. as a PDF file. In light of the fact that the statements must be submitted in written form pursuant to Section 13 Para 2 AktG, the statement must be made in a document or in a different manner of written characters suitable for the permanent reproduction of the lettering, and include the identity of the person making the statement, with the conclusion of the document containing a reproduction of the person's signature or by other means. The proposed resolution, but not the statement explaining the reasons for this proposal, must be formulated and submitted in German.

In the case of a proposal for the election of a Supervisory Board member, the declaration of the proposed candidate pursuant to Section 87 Para. 2 AktG is to be included instead of the statement explaining the reasons for the proposal.

Proof of the status as a shareholder must be provided by depository confirmation as stipulated in Section 10a AktG provided that this confirmation is not more than seven days old when it is submitted to the Company. Several depository confirmations for shares which together comprise a shareholding of more than 5% in the Company must refer to the same point in time (day, time).

Further requirements for depository confirmation are listed under the section on the right to participate in the Annual General Meeting (point IV of this invitation).

### 3. Information pursuant to Section 110 Para. 2 (2) AktG

Regarding item 7 on the agenda, "Elections to the Supervisory Board" and the potential nomination of a candidate to the Supervisory Board by shareholders pursuant to Section 110 AktG, the Company states the following:

Up until now, i.e. following the last election by the Annual General Meeting, the Supervisory Board of Flughafen Wien Aktiengesellschaft has consisted of ten members elected by the Annual General Meeting (shareholder representatives). Of the ten shareholder representatives, seven are men and three are women. The Works Council, which designates five members of the Supervisory Board, consists of five men.

Women comprise less than 20% of the staff of Flughafen Wien Aktiengesellschaft. For this reason, stipulations contained in Section 86 Para. 7 AktG with respect to the minimum required quota of women do not apply.

### 4. The right of shareholders to obtain 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 relations with an associated company as well as the status of the Group and companies included in the consolidated financial statements.

This request for information may be refused if, according to sound business judgment, it could result in significant damage to the Company or a subsidiary, or if the provision of this information would comprise a criminal offense punishable under law.

It is expressly pointed out that the right to obtain information during the virtual Annual General Meeting on the part of shareholders themselves pursuant to Section 118 AktG can only be exercised by directly transmitting the questions in writing to the Company during the Annual General Meeting per e-mail at the address [fragen.flughafenwien@hauptversammlung.at](mailto:fragen.flughafenwien@hauptversammlung.at).

Shareholders are requested to convey all questions in writing per e-mail in advance to the address [fragen.flughafenwien@hauptversammlung.at](mailto:fragen.flughafenwien@hauptversammlung.at) and do so in a timely manner so that the questions are received by the Company no later than 1 September 2020.

In turn, this will allow the Management Board to make precise preparations and quickly respond to the questions posed by you.

Please make use of the question form which is accessible on the Website of the Company at [www.viennaairport.com](http://www.viennaairport.com).

Please note that appropriate time limitations may be specified by the chairperson of the Annual General Meeting.

More detailed information and the modalities of exercising the shareholders' right to obtain information pursuant to Section 118 AktG are included in the Information on Participation.

**5. Proposing 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 through his or her special proxy holder in respect to each item on the agenda at the virtual Annual General Meeting pursuant to the COVID-19 Company Law Act and the COVID-10 Ordinance.

This right to bring forward a motion is contingent upon proof of the right to participate in the Annual General Meeting as stipulated in point IV of this invitation and the granting of a corresponding authorisation to a special proxy holder in line with point V of this invitation.

A shareholder proposal relating to the election of a Supervisory Board member requires the timely submission of a draft resolution pursuant to Section 110 AktG. Individuals can only be nominated for election to the Supervisory Board (item 7 on the agenda) by shareholders whose collective shareholding totals at least 1% of the Company's share capital. Such election proposals must be received by the Company no later than 26 August 2020 and in the manner designated above (point VI Para 2). Each election proposal must be accompanied by the declaration of the nominated candidate pursuant to Section 87 Para. 2 AktG about her or his professional qualifications, professional or similar functions as well as all circumstances which could give rise to a cause of concern pertaining to the candidate's partiality. Otherwise the shareholder proposal concerning the election of a Supervisory Board member will not be taken into consideration in the voting.

Reference is made to point VI Para. 3 with respect to information in line with Section 110 Para 2 (2) in connection with Section 86 Para. 7 and 9 AktG.

More detailed information and the modalities of exercising the shareholders' right to propose motions pursuant to Section 119 AktG are included in the Information on Participation.

**6. Information on data protection for shareholders**  
Flughafen Wien Aktiengesellschaft takes data protection very seriously. More

information on data protection is available in our Data Protection Policy at [www.viennaairport.com/dataprotection](http://www.viennaairport.com/dataprotection).

## VII. FURTHER DISCLOSURES AND INFORMATION

### Total number of shares and voting rights

The share capital of the company totalled EUR 152,670,000 at the time this invitation to the Annual General Meeting was issued. The share capital was divided into 84,000,000 non-par value bearer shares. Each share carries one voting right.

The company held a total of 125,410 own shares (treasury shares) as at 30 July 2020. These shares do not confer any rights, including voting rights. Any change in the number of own shares held by the Company up until the Annual General Meeting and thus the total number of voting rights will be announced at the Annual General Meeting.

### No physical attendance

We would like to once again bring to your attention the fact that neither shareholders nor guests will be allowed to come to the event venue of the upcoming Annual General Meeting held as a virtual Annual General Meeting pursuant to the COVID-19 Ordinance.

Schwechat, August 2020

The Management Board

### Further inquiry note:

Flughafen Wien AG  
Investor Relations  
+43 1 7007-23126  
[investor-relations@viennaairport.com](mailto:investor-relations@viennaairport.com)

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