



EQS-News: Flughafen Wien AG / Announcement of the Convening of the General Meeting
Flughafen Wien AG: Invitation to the 34th Annual General Meeting of Flughafen Wien Aktiengesellschaft on Friday, 27 May 2022 at 10 a.m. Vienna time
28.04.2022 / 08:00
Announcement of the Convening of the General Meeting, transmitted by EQS - a service of EQS Group AG.
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Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984m
ISIN AT00000VIE62
("Company")

**Invitation to the 34th Annual General Meeting of
Flughafen Wien Aktiengesellschaft
on Friday, 27 May 2022 at 10 a.m. Vienna time**

Location of the Annual General Meeting in line with Section 106 (1) of the Austrian Stock Corporation Act (hereafter "AktG") will be on the premises of Flughafen Wien Aktiengesellschaft in 1300 Vienna Airport, Office Park 4, Verbindungsstrasse (Building 683).

I. HOLDING AS A VIRTUAL GENERAL MEETING

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

In view of the respective lead time, uncertainty of the development of the pandemic and to avoid every risk for the holding of the Annual General Meeting, the Management Board has resolved to take advantage of the 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 **27 May 2022** pursuant to Section 1 Para. 2 COVID-19 Company Law Act, Federal Law Gazette I No. 16/2020 in the version Federal Law Gazette I No. 246/2021 in connection with the Corporate Law COVID-19 Ordinance - hereafter "COVID-19 Ordinance" - (Federal Law Gazette II No. 140/2020 in the version Federal Law Gazette II No. 609/2021) taking account of the interests of the company as well as those of the participants.

This means that after the decision of the Management Board shareholders and their proxy holders (with exception of the special proxy holders pursuant to Section 3 Para. 4 COVID-19 Ordinance) will not be able to be physically present at the Annual General Meeting of **Flughafen Wien Aktiengesellschaft** to be held on **27 May 2022**.

The virtual Annual General Meeting will take place in **1300 Wien-Flughafen, Office Park 4, Verbindungsstrasse (Building 683)** with the exclusive attendance of the Chair of the Supervisory Board, the Members of the Management Board, the certified public notary and the four special proxy holders nominated by the Company.

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 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** of the Company provided that the shareholders have transmitted a depositary confirmation pursuant to Section 10a AktG and point IV. and have authorized a special proxy holder pursuant to point V.

2. Webcast of the Annual General Meeting

Pursuant to Section 3 Para. 1, 2 and 4 COVID-19 Ordinance in connection with Section 102 Para. 4 AktG, the Annual General Meeting 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. 1, 2 and 4 COVID-19 Ordinance.

All shareholders of the Company can follow the Annual General Meeting live on the Internet starting at 10 a.m., Vienna time, on **27 May 2022** by using the appropriate technical equipment (e.g. computer, laptop, tablet or smartphone and an internet connection with sufficient bandwidth to stream videos) at **www.viennaairport.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 the Company 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 one-way connection and to follow the presentation of the Management Board, the responses to questions posed by shareholders and the voting procedure.

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 on the Internet does not allow for a two-way connection. The shareholder can therefore only follow the progress of the Annual General Meeting. The shareholder therefore cannot request to speak via this connection.

Reference is also made to the fact that the Company is only responsible for the use of technical means of communications inasmuch as this can be attributed to the Company's sphere of responsibility (§ 2 Abs 6 COVID-19 Ordinance).

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**").

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 2021 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 2021 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2021 financial year
5. Election of the auditor for the annual financial statements and consolidated financial statements for the 2022 financial year
6. Resolution on the Remuneration Report
7. Elections to the Supervisory Board
8. Resolution on the Remuneration of the Members of 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 as entered into the Commercial Register at **www.viennaairport.com** no later than **6 May 2022** pursuant to Section 108 Para. 3 and 4 AktG:

- Invitation to the 34th Annual General Meeting on 27 May 2022,
- **Information on Participation in the 34th Annual General Meeting:** 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,
- Proposal for the appropriation of the net profit,
- Question form,
- Proxy authorisation form for the special proxy holders
- Revocation of proxy form,
- Proposals for resolutions of the Supervisory Board and Management Board,
- Annual Financial Report 2021, containing:
 - Annual financial statements and Management Report, along with the Non-Financial Declaration
 - Consolidated financial statements and Group Management Report
- Consolidated Corporate Governance Report 2021,
- Report of the Supervisory Board 2021,
- Remuneration Report 2021
- Declaration pursuant to Section 87 Para. 2 AktG - Susanne Höllinger,
- Curriculum Vitae -Susanne Höllinger,
- Declaration pursuant to Section 87 Para. 2 AktG -Ewald Kirschner,
- Curriculum Vitae -Ewald Kirschner,
- Declaration pursuant to Section 87 Para. 2 AktG - Lars Bespolka,
- Curriculum Vitae - Lars Bespolka,
- Declaration pursuant to Section 87 Para. 2 AktG -Herbert Paierl,
- Curriculum Vitae -Herbert Paierl,
- Declaration pursuant to Section 87 Para. 2 AktG -Manfred Pernsteiner,
- Curriculum Vitae -Manfred Pernsteiner
- Declaration pursuant to Section 87 Para. 2 AktG -Karin Rest,
- Curriculum Vitae - Karin Rest,
- Declaration pursuant to Section 87 Para. 2 AktG - Boris Schucht,
- Curriculum Vitae - Boris Schucht,
- Declaration pursuant to Section 87 Para. 2 AktG -Gerhard Starsich,
- Curriculum Vitae -Gerhard Starsich,
- Declaration pursuant to Section 87 Para. 2 AktG -Karin Zipperer,
- Curriculum Vitae -Karin Zipperer
- Declaration pursuant to Section 87 Para. 2 AktG -Sonja Steßl,
- Curriculum Vitae -Sonja Steßl.

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 **17 May 2022** (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-19 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 depository confirmation as stipulated in Section 10a AktG. This confirmation must be sent to the Company no later than **23 May 2022** (12 p.m. midnight, CEST, local Vienna time) exclusively via one of the following communication channels and addresses:

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

Per e-mail **anmeldung.flughafenwien@hauptversammlung.at**

(please submit the depository confirmation as a PDF file)

Per fax +43 (0) 1 8900 500 - 88

(ii) for transmitting the depository 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 GIBAAWGGMS

(Message type MT598 or MT599; the text must include

ISIN AT00000VIE62)

Appointing a special proxy holder and the right of shareholders to obtain information cannot be done effectively without a depository confirmation being received by the Company in a timely manner.

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

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

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 (Section 10a Para. 2 AktG):

- Information on the issuer: name/company and address or a code commonly used in business transactions between financial institutions (SWIFT-code),
- Information on the shareholder: name/company, address, date of birth for natural persons, and if applicable, register and registration number for legal persons,
- Information on the shares: number of shares held by the shareholder, ISIN AT00000VIE62 (customary international securities identification number)
- Depository number, share account number or other designation,
- Date or 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. **17 May 2022** (12 p.m. midnight, CEST, local Vienna time).

The depository confirmation 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-19 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 holder.

Proposing a motion, submitting votes and raising objections at the virtual Annual General Meeting of **Flughafen Wien Aktiengesellschaft** on **27 May 2022** can only be exercised via one of the special proxies pursuant to Section 3 Para. 4 COVID-19 Ordinance whose costs are born by the company.

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

(i) Dipl.-Volkswirt, Dipl.-Jurist Florian Beckermann, LL.M.

c/o Austrian Shareholder Association (Interessenverband für Anleger, IVA)

1130 Vienna, Feldmühlgasse 22, Austria

E-mail: **beckermann.flughafenwien@hauptversammlung.at**

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

1010 Vienna, Rotenturmstraße 12/6, Austria

E-mail: **fussenegger.flughafenwien@hauptversammlung.at**

(iii) Mr. Ewald Oberhammer, attorney-at-law

c/o Oberhammer Rechtsanwälte GmbH

1010 Vienna, Karlsplatz 3/1, Austria

E-mail: **oberhammer.flughafenwien@hauptversammlung.at**

(iv) Mag. Gernot Wilfling, attorney-at-law

c/o Müller Partner Rechtsanwälte GmbH

1010 Vienna, Rockhgasse 6, Austria

E-mail: **wilfling.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.

Conferring proxy authorisation to any other person is not permissible pursuant to Section 3 Para. 4 COVID-19 Ordinance.

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** starting no later than **6 May 2022**. 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 by shareholders pursuant to Section 109 AktG

Shareholders whose own or combined 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 or messenger no later than **6 May 2022** (12 p.m. midnight, CEST, local Vienna time) exclusively at the address **Mr. Wolfgang Köberl, General Secretariat, A-1300 Vienna Airport** or, if by e-mail, with qualified electronic signature to the e-mail address **fwag-hauptversammlung@viennaairport.com** or via SWIFT to the address GIBAATWGGMS. "Written form" means genuine signature or signed and with the company's official mark of the proposer or, if by e-mail, with qualified electronic signature or, if by transmission via SWIFT, with message type MT598 or MT599 and mandatory inclusion of ISIN AT00000VIE62 in the text.

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 (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 **17 May 2022** (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@viennaairport.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 case of a **proposal for the election of a Supervisory Board Member** the declaration of the proposed person will replace the statement explaining the reasons pursuant to Section 87 Para. 2 AktG.

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 1% 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 (point IV. of this invitation).

3. Disclosures pursuant to Section 110 Para. 2 Clause 2 AktG in connection with Section 86 Para. 7 and 9 AktG

Regarding agenda item 7. "Elections to the Supervisory Board" and the possible submission of a respective proposal for the election by shareholders pursuant to Section 110 AktG the company discloses the following:

The Supervisory Board of Flughafen Wien Aktiengesellschaft consisted so far, namely after the last election by the Annual General Meeting, of ten members which were elected by the Annual General Meeting (shareholder representatives). These ten shareholder representatives consist of eight men and two women. All five members of the Supervisory Board delegated by the works council are men.

The workforce of Flughafen Wien Aktiengesellschaft consists of less than 20% of women. Consequently, the regulations of the minimum quota mandate pursuant to Section 86 Para. 7 AktG need not be applied by Flughafen Wien Aktiengesellschaft.

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.

Precondition for the exercise of the right of shareholders to obtain information is the proof of eligibility for participation (point IV. of the invitation) and the granting of an appropriate authorization to a special proxy holder pursuant to point V.

It is expressly pointed out that the **right to obtain information and the right to speak during the virtual Annual General Meeting** on the part of shareholders themselves can only be exercised by directly transmitting the questions or the statement in writing to the Company per e-mail at the address **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** and do so in a timely manner so that the questions are **received** by the Company no later than on the third working day before the Annual General Meeting, which is **23 May 2022**. This provides for the organisation of an efficient session in the interest of all participants of the Annual General Meeting, especially for questions that need longer preparation time.

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**. If this question form is not used, then the person (name/company, date of birth/companies' register number of the shareholder) must be named in the respective e-mail. To enable the Company to check identity and consistency with the depositary confirmation, we ask you to also state your depositary account number in the e-mail.

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.

Motion proposals can only be submitted by the respective shareholder to the mandated special proxy holder who can bring forward the motion in the Annual General Meeting.

The point in time until which instructions for the proposal of motions to the special proxy holders are possible will be determined by the chairperson in course of the virtual 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 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.

However, if a shareholder tables a **motion for election of a member of the Supervisory Board**, it is mandatory that a resolution proposal pursuant to § 110 AktG be submitted within the time period allowed: Candidates for election to the Supervisory Board (item 7 on the agenda) can only be proposed by shareholders whose aggregate shareholding reaches 1% of the total shares. Such election proposals must be delivered to the company as described above (item VI, para. 2) not later than **17 May 2022**. Each proposal must be accompanied by the declaration pursuant to Section 87 Para. 2 AktG by the candidate for election concerning their professional qualifications, their professional or comparable functions, and all circumstances that could give cause for concern with regard to the candidate's impartiality.

Otherwise the shareholders' motion for election of a member of the Supervisory Board cannot be considered in the vote.

Concerning the information pursuant to Section 110 Para. 2 Clause 2 AktG in connection with Section 86 Para. 7 and 9 AktG reference is made to the content of item VI. Para. 3.

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**.

VII. FURTHER DISCLOSURES AND INFORMATION

Total number of shares and voting rights

The share capital of the company totalled € 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 in the virtual Annual General Meeting. The company held a total of 125,319 own shares (treasury shares) as at 15 April 2022. 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 other class of shares exist.

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, April 2022
The Management Board

28.04.2022

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Listed:	Regulated Unofficial Market in Berlin, Dusseldorf, Frankfurt (Basic Board), Munich, Stuttgart, Tradegate Exchange; London, Nasdaq OTC, Vienna Stock Exchange (Official Market)