

**Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m
ISIN AT0000911805**

**Invitation
to the 26th Annual General Meeting**

We hereby invite our shareholders to the 26th Annual General Meeting of Flughafen Wien Aktiengesellschaft

on **Monday, 5 May 2014, at 10.00 am**
in the Multiversum Schwechat,
Möhringasse 2-4.
2320 Schwechat

AGENDA

1. Presentation of the annual financial statements and management report, the corporate governance report, the consolidated financial statements and the group management report and the report of the Supervisory Board on the 2013 financial year
2. Resolution on the use of net profit
3. Resolution on the release of the members of the Management Board from liability for the 2013 financial year
4. Resolution on the release of the members of the Supervisory Board from liability for the 2013 financial year
5. Election of the auditor for the financial statements and consolidated financial statements for the 2014 financial year

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

The following documents will be available for review on the company's website under www.viennaairport.com at the latest on **14 April 2014** and will also be available at the Annual General Meeting:

- Annual financial statements and management report,
- Corporate governance report,
- Consolidated financial statements and group management report,
- Recommendation for the distribution of profit,

- Report of the Supervisory Board, each for the 2013 financial year; as well as
- Proposals for resolutions on points 2–5 of the agenda,
- Form for the granting of a proxy,
- Form for the granting of a proxy to a representative of IVA,
- Form for the cancellation of a proxy,
- The complete text of this invitation.

INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED BY §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

The addition of points to the agenda by shareholders

Shareholders whose stakes reach a combined total of **5% of share capital** and who have held these shares for at least three months prior to the filing of their proposal can petition in writing for the inclusion and announcement of **additional points to the agenda** for this Annual General Meeting, if this request is submitted to the company in writing at the following address no later than **14 April 2014**: 1300 Wien-Flughafen, P.O. Box 1, Mr. Wolfgang Köberl, General Secretariat. Each point submitted for the agenda in this manner must include a proposed resolution together with a statement of the reasons. Proof of the status as a shareholder must be provided by depository confirmation as described § 10a of the Austrian Stock Corporation Act; this confirmation must verify that the shareholder(s) filing the motion has (have) held these shares for a least three months prior to the proposal and may not be older than seven days when it is submitted to the company. Further requirements for depository confirmation are listed under the section on the right to participate in the Annual General Meeting.

Proposals by shareholders for resolutions on points of the agenda

Shareholders whose stakes reach a combined total of **1% of share capital** can submit written **proposals for resolutions**, together with a statement of the reasons, for any point on the agenda and require that these proposals, together with the statement of reasons and any statement by the Management Board or Supervisory Board, be published on the company's website, if this request is submitted to the company in writing no later than **23 April 2014** by telefax to +43 1 7007/23622, or by mail to 1300 Wien-Flughafen, Mr. Wolfgang Köberl, General Secretariat, or 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. Proof of the status as a shareholder must be provided by depository confirmation as described § 10a of the Austrian Stock Corporation Act; this confirmation must verify that the shareholder(s) filing the motion has (have) held these shares for a least three months prior to the proposal and may not be older than seven days when it is submitted to the company. Further requirements for depository confirmation are listed under the section on the right to participate in the Annual General Meeting.

Right to receive information

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 for the correct evaluation of a point on the agenda.

This request for information may be refused if, according to reasonable business judgment, it could result in significant damage to the company or a subsidiary, or if the provision of this information is punishable under law.

In order to ensure the efficient handling of issues, inquiries whose responses require lengthy preparation should be submitted in writing to the Management Board on a timely basis prior to the Annual General Meeting. These inquiries may be submitted to the company by mail at 1300 Wien-Flughafen or by e-mail to fwag-hauptversammlung@viennaairport.com.

Proposals to the Annual General Meeting

Every shareholder is entitled to make a proposal to any point of the agenda at the Annual General Meeting, independent of the number of shares held. The requirement for submitting a proposal is proof to participate in the Annual General Meeting as defined in this invitation.

Information on the website

Additional information on the shareholder rights defined in §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act is now available on the company's website under www.viennaairport.com.

PROOF OF SHAREHOLDING AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that apply to the Annual General Meeting are based on the shareholding at the end of the day on **25 April 2014 (date for proof of shareholding)**.

A person is only eligible to participate in the Annual General Meeting, if he/she is a shareholder on this date and proves this status to the company.

Proof of the shareholding must be provided by depository confirmation as defined in § 10a of the Austrian Stock Corporation Act. This confirmation must be sent to the company no later than **29 April 2014** at one of the following addresses.

Via mail or messenger to: Flughafen Wien Aktiengesellschaft
Investor Relations

Attn.: Mr. Mario Santi
1300 Flughafen-Wien

Via telefax to: +43 1 8900 500/ 88

Via e-mail to: anmeldung.flughafenwien@hauptversammlung.at, whereby the written depository confirmation must be attached to the e-mail, e.g. as a pdf-file.

Via SWIFT to: GIBAAWGGMS (message type MT598; the text must include ISIN AT0000911805)

Depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act

The depository confirmation must be issued by a depository institution which maintains its registered offices in a member state of the European Economic Community 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 transactions between financial institutions (BIC),
- Information on the shares: number of shares held by the shareholder, ISIN AT0000911805,
- Depository number or other designation,
- Period covered by the depository confirmation.

The depository confirmation to verify the shareholding for participation in the Annual General Meeting must relate to the above date for the proof of shareholding, i.e. **25 April 2014**.

Depository confirmations may be submitted in German or English.

REPRESENTATION BY PROXY

Every shareholder who is entitled to participate in the Annual General Meeting is also entitled to delegate a proxy, who will participate in the Annual General Meeting on behalf of the shareholder and may exercise the same rights as the shareholder who he/she represents.

The proxy must designate a specific person (a natural person or legal entity) in writing, whereby more than one person may be authorised.

The proxy must be sent to the company at one of the following addresses:

Via mail or messenger to Flughafen Wien Aktiengesellschaft
Investor Relations
Attn: Mr. Mario Santi
1300 Wien-Flughafen

Via telefax to: +43 1 8900 500/ 88

Via e-mail to: anmeldung.flughafenwien@hauptversammlung.at, whereby the proxy must be attached to the e-mail in writing, e.g. as a pdf-file

Personally: Upon registration at the venue for the Annual General Meeting

Forms to grant and cancel proxies will be sent to shareholders on request and are also available for download on the company's website under www.viennaairport.com.

If a proxy is not to be submitted personally at the registration desk on the day of the Annual General Meeting, it must be received by the company no later than **4 pm on 2 May 2014**.

The above rules for granting a proxy apply analogously to the cancellation of a proxy.

INDEPENDENT VOTING REPRESENTATIVES

As a special service, a staff member of Interessenverband für Anleger, IVA, 1130 Vienna, Feldmühlgasse 22, will be available as an independent representative to exercise voting rights for shareholders at the Annual General Meeting; he/she will vote in accordance with the instructions provided by the respective shareholder. A form for the designation of IVA as a shareholder representative is available on the company's website under www.viennaairport.com. In addition, Dr. Wilhelm Rasinger from IVA may be contacted directly under Tel. +43 1 8763343/42, Fax +43 1 8763343/49 or via e-mail wilhelm.rasinger@iva.or.at.

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; this share capital was divided into 21,000,000 bearer shares. Each share carries one voting right. The company held no treasury shares, either directly or indirectly, at the time the invitation to the Annual General Meeting was issued. Therefore, the number of shares eligible for participation and voting totalled 21,000,000 at the time the invitation to the Annual General Meeting was issued.

We kindly ask you to plan your arrival in sufficient time for the customary security checks and to present valid, official photo identification at the registration desk.

Admission and the distribution of voting cards will begin at 9 am.

Vienna, April 2014

The Management Board