

Flughafen Wien Aktiengesellschaft

Schwechat, FN 42984 m

Resolutions proposed by the Management Board and the Supervisory Board for the 37th Annual General Meeting

1. Presentation of the annual financial statements, management report and corporate governance report, presentation of the consolidated financial statements, Group management report, proposal for appropriation of earnings and the Supervisory Board's report for financial year 2024

As the documents described above are presented solely for the information of the Annual General Meeting, there will be no resolution on this agenda item.

The 2024 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 € 138,471,268.59 recognised in the adopted annual financial statements as at 31 December 2024:

- (i) to distribute a dividend of € 1.65 per share carrying dividend rights, i.e. a total dividend amount of € 138,393,223.65
- (ii) To carry forward the remaining € 78,044.94 to new account.

The proposed dividend payment date is 16 June 2025.

3. Resolution to discharge the members of the Management Board for financial year 2024

The Management Board and the Supervisory Board propose a resolution to discharge those Management Board members who served in financial year 2024 for this same period.

4. Resolution to discharge the members of the Supervisory Board for financial year 2024

The Management Board and the Supervisory Board propose a resolution to discharge those Supervisory Board members who served in financial year 2024 for this same period.

5. Appointment of the auditor of the financial statements and consolidated financial statements and of the auditor of the sustainability report for financial year 2025

The Corporate Sustainability Reporting Directive (CSRD; Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, OJEU L 2022/322, 15) introduces future requirements for the contents of the sustainability report section of the (consolidated) management report to be audited by an external auditor.

The CSRD was adopted by the European Parliament, the Council of the European Union and the European Commission on 10 November 2022 and published in the Official Journal of the European Union on 16 December. The Directive entered into force on 5 January 2023 and was originally planned for transposition into national law by 6 July 2024 for applicability to reporting periods from 1 January 2024 onwards.

A ministerial draft of the Austrian Sustainability Reporting Act (NaBeG), which is intended to satisfy the requirements arising from the CSRD, was submitted for review on 13 January 2025. It is not yet possible to predict when this Act will be adopted by parliament.

Since the draft stipulates that the auditor of the financial statement and the auditor of the sustainability report must be appointed by the Annual General Meeting, the Supervisory Board proposes appointing an auditor for the sustainability report for financial year 2025 for the event that there is a statutory requirement.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, be appointed as auditor and group auditor for financial year 2025, and as auditor of the sustainability report for financial year 2025 for the event that statutory provisions make this necessary for financial year 2025.

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 concerning remuneration of members of the management board and the supervisory board 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 considered a recommendation. The resolution is not contestable (Section 78d (1) Stock Corporation Act).

At the meeting on 24 March 2025, the Management Board and the Supervisory Board of **Flughafen Wien Aktiengesellschaft** resolved a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108(1) Stock Corporation Act.

The Management Board and the Supervisory Board propose that the remuneration report for financial year 2024 be adopted as published on the website listed in the commercial register.

7. Resolution on the remuneration policy

The supervisory board of a listed company must draw up principles for remuneration of members of the management board and the supervisory board (remuneration policy) in accordance with Section 78a in conjunction with Section 98a Stock Corporation Act.

The remuneration policy on the principles of remuneration of the members of the Management Board and the Supervisory Board was first submitted to the Annual General Meeting on 5 June 2024 as a resolution for approval.

The remuneration policy must be submitted to the Annual General Meeting for a vote in the event of any significant change.

The vote on the remuneration policy at the Annual General Meeting is considered a recommendation. The resolution is not contestable (Section 78b (1) Stock Corporation Act).

The Supervisory Board must propose a resolution on the remuneration policy in accordance with Section 108 (1) Stock Corporation Act.

In accordance with Section 108 (4) (4) Stock Corporation Act, the resolution proposed by the Supervisory Board and the remuneration policy must be published on the website listed in the commercial register at least 21 days before the Annual General Meeting.

At its meeting on 24 March 2025, the Supervisory Board of **Flughafen Wien Aktiengesellschaft** discussed the principles for remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a Stock Corporation Act and adopted the remuneration policy (Remuneration Policy 2024).

The amended remuneration policy (Remuneration Policy 2025) will be published on the website of Flughafen Wien Aktiengesellschaft, **www.viennaairport.com**, as listed in the commercial register, no later than on 16 May 2025 (21 days before the AGM).

The Supervisory Board proposes that the Annual General Meeting approve the amended remuneration policy (Remuneration Policy 2025) as published on the website listed in the commercial register.

Schwechat, March 2025

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