

Remuneration policy

for the members of the Management Board and the Supervisory Board of Flughafen Wien Aktiengesellschaft

At the proposal of the Presidium and Personnel Committee, the Supervisory Board, in its function as the Remuneration Committee in accordance with Rule 43 of the Austrian Corporate Governance Code, has adopted the following remuneration policy in accordance with Section 78a of the Austrian Stock Corporation Act (AktG):

A. Remuneration policy for the members of the Management Board

I. Preamble

In this remuneration policy, the Supervisory Board sets out the principles of remuneration for the members of the Management Board. In accordance with this resolution, the remuneration of the members of the Management Board corresponds to the tasks and performance of the individual members of the Management Board, the situation of the company and the standard market remuneration for this task. In particular, it establishes long-term incentives for a sustainable increase in the value of the Company and promotes the business strategy and long-term positive development of the Company, as underpinned by the massive increase in the value of the Company.

The remuneration of the Management Board includes:

- Fixed remuneration components (basic salary, including pension expenses and non-cash benefits)
- Annual performance-related remuneration components
- Long-term performance-related remuneration components

In order to promote the long-term development of the Company, longer-term targets (long-term targets) are agreed in addition to annual targets (annual targets). In addition to financial targets, the remuneration policy for performance-related remuneration also includes non-financial targets that promote the business strategy.

The objectives of Flughafen Wien AG are derived, among other things, from the integrated business and sustainability strategy adopted in 2023, which is divided into the following five strategic areas: 1) Continued economic development 2) Develop core competencies 3) New world of work 4) Increasing productivity and 5) Proactive sustainability policy

II. Basic salary

The basic salary is calculated in such a way that it supports the growth-oriented business strategy, long-term positive development and competitiveness.

The basic salary takes into account the responsibility and performance of the individual members of the Management Board, the company's situation and the usual level of compensation at

comparable companies. The Management Board receives competitive remuneration. The actual basic salary for the members of the Management Board was contractually agreed by the Supervisory Board (Presidium and Personnel Committee) in accordance with the qualifications, area of responsibility and performance of the member of the Management Board and in line with market conditions.

III. Performance-related remuneration

In addition to their basic salary, the members of the Management Board receive a performance-related bonus ("**performance-related remuneration**").

The performance-related remuneration currently consists of an annual component, which is based on the result or parameters to be achieved in the respective financial year, and a longer-term component based on multi-year targets.

The annual performance-related remuneration is up to 50% of the annual gross basic salary in the respective financial year. The long-term performance-related remuneration is also up to 50% of the annual gross basic salary within the performance period. In total, the performance-related remuneration therefore amounts to a maximum of 100% of the annual gross basic salary.

The target agreements reached with the Management Board for performance-related remuneration fall under the remit of the Presidium and Personnel Committee which, after reaching the necessary agreement with the Management Board, adopts the target agreement for the respective performance period in accordance with the remuneration policy.

The performance-related remuneration aims to achieve a balance between short-term target achievement, long-term success and sustainable value creation and thus incentivises a balanced and success-oriented corporate policy.

In order to promote the achievement of financial targets, including, but not limited to the improvement of key financial indicators such as sales, EBITDA, EBIT, profit for the period, as well as the dividend policy or comparable criteria can be agreed.

Both financial and non-financial targets, including environmental, social or governance targets and qualitative targets such as passenger satisfaction or completing construction projects on time and within budget, can be considered as criteria for the annual variable remuneration.

The integration of the sustainability strategy into the corporate strategy enables value-enhancing and sustainable corporate development in the interests of all stakeholders. By setting financial and non-financial performance criteria for the performance-related remuneration of the members of the Management Board, the remuneration policy promotes action in the interests of holistic corporate development.

The Presidium and Personnel Committee can agree sustainability targets with the Management Board for both short-term and long-term performance-related remuneration and, in particular, also take into account ESG criteria that promote the long-term development of the company and that can be derived in particular from the areas of climate change & environment (e.g. resource consumption, energy efficiency, sustainable site development etc.), impact on stakeholders (e.g. occupational safety, affected communities, customers etc.) and governance (e.g. anti-corruption, sustainable procurement, data protection etc.).

The specific performance criteria are set annually by the Presidium and Personnel Committee at the start of the financial year. The specific selection and application of the sustainability criteria is reported in the remuneration report for the respective financial year, in which the payment is made. The degree of target achievement is determined on the basis of the audited IFRS consolidated financial statements and the non-financial reporting of Flughafen Wien AG along with other suitable documentation.

For all targets, a decrease in the bonus, and a lower threshold, can be agreed for the event that a member under-achieves on their targets or an increase, and an upper limit, for the event that they over-achieve. The over-fulfilment of one sub-target can compensate for the under-achievement of another sub-target. The Presidium and Personnel Committee is responsible for prioritising the individual objectives.

The employment contract concluded with the members of the Management Board furthermore stipulates: "Should it transpire after payment of performance-related remuneration that this was paid on the basis of manifestly incorrect data, the member of the Management Board is obliged to repay the performance-related remuneration to the extent that he has received excessive payments on the basis of the corrected data."

a. Annual variable remuneration (up to 50% of annual gross basic salary)

The Presidium and Personnel Committee agrees the targets for the current financial year with the Management Board at the beginning of each financial year.

The Presidium and Personnel Committee ensures that the annual variable remuneration promotes the company's business strategy and long-term development by setting ambitious financial performance targets and providing a corresponding incentive to increase the company's profitability.

For the financial year 2025, for example, agreements were reached on

- achieving a certain EBIT (revenue target)
- a social target in relation to occupational health and safety
- an environmental target in relation to a concept for implementing the new ESG reporting and Group-wide roll-out
- a construction project target in relation to the "Southern Terminal Expansion" project

with a decrease to the bonus agreed for the event that a member under-achieves on their targets, plus a lower threshold, below which no annual performance-related remuneration will be granted. The upper limit results from the capping of the annual performance-related remuneration to a maximum of 50% of the annual gross basic salary.

If the Presidium and Personnel Committee deems it to be in the interests of the Company, it will agree additional or other performance parameters with the Management Board in subsequent years that correspond to the principles mentioned above.

Furthermore, the Presidium and Personnel Committee reserves the right to make appropriate adjustments in the event of unforeseeable developments.

b. Long-term variable remuneration (up to 50% of annual gross basic salary each year within the performance period)

The long-term variable remuneration promotes the business strategy and long-term positive growth of the Company by providing incentives to ensure positive, long-term financial and non-financial business performance and incentivising members of the Management Board to fulfil strategically important operational targets.

The long-term targets are currently calculated over a period of three years using multiple weighted criteria. For the long-term period from 2025 to 2028, the following criteria were agreed between the Management Board and the Presidium and Personnel Committee:

- **Dividend target**

The Supervisory Board defines a payout ratio for full target achievement. Decreases/increases in the bonus are agreed for the event that a member of the Management Board under/over-achieves on their targets,

capped at an upper limit of 120% and subject to a lower threshold, below which the bonus is forfeited in its entirety.

- **Productivity target**

The Supervisory Board agrees an EBITDA margin as the target to be achieved. Achievement of this target increases or decreases by 10% per percentage point increase/decrease in the EBITDA margin, capped at 120%. If a member of the Management Board fails to achieve a threshold of 50% target achievement, the bonus is forfeited in its entirety.

- **Quality target**

Achievement of this target depends on the outcome of the annual ASQ passenger satisfaction survey, conducted by the ACI (Airports Council International). An increase/decrease in the bonus amount is agreed for the event that a member of the Management Board under/over-achieves on the target, capped at a maximum of 120%.

With a total cap of 50% of variable remuneration for the long-term target 2022–2024, over-achievement of targets up to the defined cap can generally compensate for under-achievement of one or more sub-targets.

If the Presidium and Personnel Committee deems it useful or necessary in the interests of the Company, it will agree additional, amended or other suitable performance parameters with the Management Board that fulfil the criteria described above.

If targets are achieved in the financial year within the performance period, the Management Board member receives an annual payment on account equal to half of the long-term variable remuneration. The remaining payments are deferred and are either made at the end of the performance period or the Management Board member is obliged to reimburse payments on account to the extent that these are not due taking into account the achievement of targets over the entire performance period.

The Management Board does not receive any share-based remuneration.

IV. Other benefits

The members of the Management Board are granted the following other benefits, which ensure that the total remuneration is in line with the market and competitive.

Supplementary pension scheme

The Company pays an adequate and appropriate amount, currently equal to 15% of annual remuneration (basic salary plus performance-related remuneration), into a pension fund for the members of the Management Board (defined contribution pension fund commitment). These contributions are vested. Upon reaching 65 years of age, the member of the Management Board is entitled to choose to receive this amount as an additional continuous benefit, instead of as a contribution to a pension fund.

Continued payment of remuneration in the event of illness

In the event of incapacity to work due to illness, the company shall grant the Management Board member continued payment of the basic salary to the statutory extent applicable to salaried employees.

Allowance for sick pay

If sick pay is due from the statutory health insurance scheme, a supplement to the sick pay in the amount of the difference between the sick pay and the basic salary is due for a period of 6 months instead of continued payment of the basic salary for these periods.

Company car

The members of the Management Board are entitled to an upper mid-range company car including driver. The company car may also be used for journeys from their place of residence or holiday to their place of work and back, and for private journeys. The tax add-backs shall be borne by the Management Board.

The costs of operating the company car are borne by the Company.

In addition to statutory liability insurance, the Company also takes out comprehensive vehicle insurance and passenger protection insurance with appropriate cover.

The target length of use of the company car before a new vehicle is purchased is 4 years.

Insurance

The Company has taken out legal expenses, D&O and accident insurance with the members of Management Board as insured parties, the costs of which are borne by the Company in each case. The sum insured under the D&O insurance policy is determined in line with the market, taking into account the size and risks of the Company. For accident insurance, the standard amount of cover is two years' gross basic salary. If the Presidium and Personnel Committee deems it appropriate, the Company may take out other market-standard insurance coverage for the members of the Management Board under suitable conditions.

Business trips

Miles earned on business trips from frequent flyer programmes may also be used for private trips.

Annual leave

Members of the Management Board are currently entitled to 36 working days annual leave. The Presidium and Personnel Committee may make reasonable adjustments.

V. Information on duration and termination of Management Board contracts

The current Management Board contracts were concluded for the maximum statutory term of 5 years and end on 30 September 2025. The members of the Management Board were reappointed for a further term by resolution of the Supervisory Board. Günther Ofner's new Management Board contract starts on 1 October 2025 and ends on 30 September 2028 without requiring termination. Julian Jäger's new Management Board contract starts on 1 October 2025 and ends on 30 September 2030 without requiring termination. The five-year term can be reduced to three years by a resolution of the Supervisory Board, which may be passed no later than 30 September 2027. In addition, the members of the Management Board can be dismissed in accordance with the provisions of the Austrian Stock Corporation Act.

In the event of effective premature dismissal of a member of the Management Board, compensation claims, if any, are limited to a maximum amount of 24 monthly salary payments in accordance with Rule 27a of the Austrian Corporate Governance Code. Upon termination of the Management Board contract, for whatever reason, no severance payment entitlements are due.

VI. Consideration of the remuneration and employment conditions of employees

When drawing up the remuneration policy, the Supervisory Board took into account the fact that the Company's employees hold a significant stake in the Company through the private employee foundation and therefore have an interest in the sustainable increase in shareholder value through distributions of profit and ambitious business development, which is reflected in the share price. The remuneration policy therefore also serves to harmonise the interests of employees with those of the members of the Management Board.

In addition, the Supervisory Board has taken into account the average salary level of the Company's employees and has ensured that the Management Board salaries, like those of the employees, are in line with the market and are socially acceptable with respect to the employees' salaries through corresponding regulations on Management Board salaries.

VII. Deviation from the remuneration policy

Temporary deviations from this remuneration policy may be permitted in exceptional circumstances. Any deviations from the remuneration policy must be reported to the Annual General Meeting, together with an explanation of the nature of the exceptional circumstances.

Exceptional circumstances are:

- The unforeseen resignation or dismissal for good cause of a member of the Management Board if it does not appear possible to fill the position with an equivalent person within the framework of this remuneration policy and the Company could incur damage as a result. In this case, it is possible to deviate from points II. and III. of this remuneration policy.
- A change in the basis for calculating a non-financial performance criterion in order that target achievement can no longer be determined if this results in the Company being legally obliged to agree an equivalent replacement criterion with the member of the Management Board. In this case, it is possible to deviate from the definition of the respective non-financial performance criterion, including the corresponding target agreement.

VIII. Establishment and review of the remuneration policy

The Executive and Nominating Committee prepared the draft of the Company's remuneration policy with the assistance of recognised consultants. The Executive and Nominating Committee attaches particular importance to ensuring remuneration is in line with the market standard and takes into account the remuneration systems of comparable companies.

The Executive and Nominating Committee reviews the target achievement of the Management Board members with regard to performance-related remuneration on an annual basis and takes this into account when setting new target agreements.

In order to avoid conflicts of interest, members of the Management Board may not undertake any other commercial activity, dependently or independently, or hold a direct or indirect stake in another company, excluding stakes held as part of a private investment with no ability to influence the business, or undertake any other activity which, in the opinion of the Supervisory Board, could be detrimental to the interests of the Company without the explicit prior approval of the Supervisory Board. Each member of the Management Board must disclose any potential personal conflicts of interest without delay.

B. Remuneration policy for the members of the Supervisory Board

At the 34th Annual General Meeting of Flughafen Wien AG on 27 May 2022, the Annual General Meeting also approved the following remuneration for the Supervisory Board for subsequent years, unless a future Annual General Meeting resolves otherwise:

- for the chairperson(s) € 20,000
- for the deputy chairperson(s) € 17,000
- for each additional member of the Supervisory Board € 13,000

plus an attendance fee of € 600 per member and meeting attended for Supervisory Board and committee meetings.

If members of the Supervisory Board have not belonged to the board for the entire financial year, the remuneration is paid pro rata (calculated on a monthly basis). The basic remuneration is paid on a quarterly basis.

The above amounts are index-adjusted according to the 2020 consumer price index (base year 2020) published by Statistik Austria or a substitute index. The index figure calculated for the month of May 2022 is used as the reference value. After calculation of the adjustment according to the consumer price index, the amounts are rounded up to the next hundred euros.

The contents of the resolution of the Annual General Meeting of 27 May 2022 concerning the remuneration of the members of the Supervisory Board have been incorporated into this remuneration policy.

The members of the Supervisory Board are included in the D&O and legal expenses insurance policies taken out for the members of the Management Board.