

Articles of Association

of

Flughafen Wien

Aktiengesellschaft

I. GENERAL PROVISIONS

Article 1: Company Name, Registered Office and Duration

1. The company is a stock corporation. It conducts business under the company name **Flughafen Wien Aktiengesellschaft**
2. The company's registered office is in Schwechat, Austria.
3. The company may continue in perpetuity and is not subject to any limitations in term of duration.

Article 2: Company Purpose

1. The purpose of the company is the construction and operation of civil airports along with all directly and indirectly related facilities, including the necessary supply and disposal facilities, as well as the provision of services both in relation to the airport and other areas. the airport and other areas.
2. The company is authorised to undertake all transactions and measures that appear necessary or expedient for achieving the company purpose. In particular, the company may acquire and lease real estate, establish subsidiaries in Austria and abroad, and invest in other companies.

Article 3: Announcements

Company announcements are made on the Federal Electronic Announcement and Information Platform (EVI) to the extent that this is required by the Austrian Stock Corporation Act (AktG). In all other respects, company announcements are made in accordance with the applicable legal provisions. All announcements must also be published on the company's website

II. SHARE CAPITAL AND SHARES

Article 4: Share Capital

1. The share capital of the company amounts to € 152,670,000.00
2. This is divided into 84,000,000 no-par bearer shares.

**Article 5:
Share Class**

1. The shares are bearer shares.
2. The form and content of the share certificates are determined by the Management Board.
3. The bearer shares must be securitised in one or, where necessary, several collective certificates and deposited with a securities depository in accordance with Section 1(3) of the Austrian Securities Deposit Act (DepotG) or an equivalent foreign institution.

III. MANAGEMENT BOARD

**Article 6:
Management and Representation; Reports to the Supervisory Board**

1. The Management Board consists of two or three members; the appointment of the same number of deputy members of the Management Board is permitted.
2. The company is represented by two members of the Management Board acting jointly or by one member of the Management Board acting jointly together with an authorised signatory (four-eyes principle).
3. Each member of the Management Board (including a deputy member of the Management Board) is entitled to one vote. The Management Board adopts its resolutions by a simple majority of the votes cast.
4. If a member of the Management Board has been appointed Chair of the Management Board, he or she shall have the casting vote in the event of a tie (right to cast a deciding vote).
5. The Supervisory Board issues rules of procedure for governing the Management Board, which in particular define the assignment of responsibilities among the members of the Management Board and the cooperation between the Management Board and the Supervisory Board.
6. The Management Board is responsible for managing the company in accordance with the law, the Articles of Association and the rules of procedure to which it is subject in a manner which is in the best interests of the company, taking into account the interests of the shareholders and employees as well as the public interest. The pursuit of appropriate social, scientific and cultural projects and objectives is also in the best interests of the company. In this context, the Management Board must also take sustainability aspects into account when developing and implementing the corporate strategy in order to ensure the company acts in a socially responsible manner.
7. The members of the Management Board must exercise the diligence of a prudent and conscientious manager in their management of the company. A member of the Management Board is not considered to be in breach of their duties if they have not been influenced by external interests when making business decisions and it can be assumed that they are acting

in the interests of the company on the basis of suitable evidence. Not only purely economic aspects, but also factual social, social, scientific and cultural aspects may be taken into account.

8. The Supervisory Board must determine the transactions that require its approval in addition to the cases provided for by law, whereby these are to be determined in such a way that the accountability of the Management Board remains guaranteed; where provided for by law, the Supervisory Board must also determine the maximum amounts up to which the approval of the Supervisory Board is not necessary for transactions requiring approval. The Supervisory Board must regularly review these maximum limits with regard to their adequacy and in terms of inflation.
9. The Management Board must report to the Supervisory Board at least once a year on fundamental issues relating to the company's business policy moving forward and present the expected future performance of the net assets, financial position and results of operations on the basis of a forecast (annual report).
10. The Management Board must also report to the Supervisory Board on a regular basis, at least once each quarter, on the course of business and the position compared with the forecast, taking into account the forecast future performance and compliance-related incidents or violations (quarterly report). The report must also provide information on the status of the main Group companies and associated companies.
11. In the case of any events or incidents with serious implications, a report must be submitted to the Chair of the Supervisory Board without delay; furthermore, circumstances that are of significant importance for the profitability or liquidity and the analysis of the position, development or management of the company, as well as significant deviations from the established plans and targets, must be reported to the Supervisory Board without delay (ad hoc report), stating the corresponding grounds.
12. The annual report, the quarterly reports and any ad hoc reports to the Supervisory Board must be submitted in writing.
13. The Management Board submits consolidated financial statements and a Group management report to the Supervisory Board for informational purposes at the same time as the company's annual financial statements.
14. The Supervisory Board is authorised to request further reports from the Management Board at any time on any matter concerning the company, including its relationships with a Group company. An individual member of the Supervisory Board may also request a report, but only to the Supervisory Board as such; if the Management Board refuses to provide the report, the report may only be requested if another member of the Supervisory Board supports the request. The Chair of the Supervisory Board may also request a report without the support of another member of the Supervisory Board.

IV. SUPERVISORY BOARD

Article 7:

Election of Members to the Supervisory Board

1. The Supervisory Board consists of a minimum of six and a maximum of ten members elected by the Annual General Meeting.
2. Members of the Supervisory Board are elected – if not for a shorter term of office – for the period until the end of the Annual General Meeting that resolves to ratify the actions of the Board for the fourth financial year after the election. The financial year in which the member of the Supervisory Board was elected does not count towards this period. Re-election is permitted.

However, an election to the Supervisory Board can take place only for the period up to the end of the Annual General Meeting that resolves to ratify the actions of the Board for the financial year in which the candidate becomes 70 years old.

3. Each member of the Supervisory Board may resign from office, including in the absence of due cause, by giving written notice to the Management Board or to the Chair of the Supervisory Board or, if he/she is unable to do so, to one of their deputies; in the event of due cause, this is also possible with immediate effect.
4. If members step down before the end of their term of office, a substitute member does not need to be elected until the next Annual General Meeting. However, an election of a substitute member by an Extraordinary General Meeting must be held without delay if the number of elected Supervisory Board members has fallen below the minimum number stipulated in the Articles of Association.
5. Substitute members are elected for the remainder of the term of office of the member who stepped down prior to the end of their term of office, unless the Annual General Meeting decides otherwise at the election.

Article 8:

Chair of the Supervisory Board

1. Following the Annual General Meeting at which all members of the Supervisory Board to be elected thereby were newly elected, the Supervisory Board elects a chairperson and two deputy chairpersons from its midst at a meeting for which no special invitation is required. An election of a substitute member must be held immediately if the Chair or one of their deputies steps down from their role prior to the expiry of their term of office.
2. If no one receives an absolute majority in an election, a run-off election is held between the two persons who received the most votes. If the run-off election results in a tie, the decision is made by drawing lots.

3. In the event that the Chair of the Supervisory Board is unable to attend a meeting, their first deputy shall fulfil the role of the Chair; in the event that the first deputy is unable to attend, their second deputy shall fulfil the role of the Chair.
4. Declarations of intent by the Supervisory Board are submitted on behalf of the Supervisory Board by the Chair; in the event that the Chair is unable to attend the meeting, by their first deputy; and in the event that the first deputy is unable to attend, by their second deputy.

**Article 9:
Quorum, Proceedings**

1. The Supervisory Board must issue its own rules of procedure, which in particular must contain provisions on the type of meeting (in person, virtual or hybrid), the frequency of meetings, the voting procedure and the requirements for adopting resolutions, the documentation of meetings and resolutions as well as tasks and functions within the Supervisory Board, such as the formation of committees, insofar as there are no provisions to this effect in these Articles of Association.
2. The Chair convenes members of the Supervisory Board by letter, telephone or email to the last known address. The above clause does not affect the provisions of Section 94 AktG.
3. The Supervisory Board is quorate if at least six members – including the Chair or one of his or her deputies – attend the meeting. The Chair chairs the meeting and determines the type of voting.
4. Resolutions are passed by a simple majority of the votes cast; in the event of a tie, the Chair of the meeting has the casting vote, including in elections.
5. Absent members of the Supervisory Board or members who are unable to attend are authorised to be represented by a member of the Supervisory Board present at the meeting. Written authorisation from the absent member must be submitted to the Chair. The represented Supervisory Board member is not to be counted when the quorum of a meeting is determined. The right to chair the meeting cannot be transferred.
6. Minutes of the Supervisory Board's proceedings and resolutions must be drawn up and signed by the Chair of the meeting and the minute taker. The minutes contain the place and type of meeting (in person, virtual or hybrid), the date of the meeting, the participating members, the agenda, the course of the meeting with regard to the main items discussed in a transparent manner and, in the case of the Supervisory Board, its resolutions; in the case of the committees, the minutes must document recommendations or resolutions. The minutes must be sent to the members of the Supervisory Board within four weeks and presented for approval at the next Supervisory Board meeting.
7. In the case of special grounds and with no express objection from any member of the Supervisory Board, the Chair may order that resolutions may also be passed in writing, by telephone or in another comparable form; in this case, Supervisory Board members cannot be represented by other parties.

8. Resolutions in Supervisory Board meetings can also be passed by means of video conference. The provisions of para. 3 and para. 7 apply mutatis mutandis. At least one Supervisory Board meeting each year should, where possible, be held with the number of Supervisory Board members required to constitute a quorum physically present.
9. The Supervisory Board may appoint committees from among its members to prepare its proceedings and resolutions, monitor their implementation or exercise certain decision-making powers specifically assigned to them by the Supervisory Board. The committees provide expert preparatory advice, report regularly to the Supervisory Board on their work and can pass binding resolutions within the scope of their respective powers. The above paragraphs apply mutatis mutandis to the resolutions and proceedings of the committees, unless the full Supervisory Board resolves otherwise. An audit committee must be appointed to audit and prepare the adoption of the annual financial statements in accordance with Section 92(4a) AktG.
10. The employee representatives on the Supervisory Board have the right to nominate members with seats and votes for Supervisory Board committees in accordance with the ratio stipulated in Section 110(1) of the Austrian Labour Constitution Act (ArbVG). This does not apply to meetings or parts of meetings of committees in which the relationships between the company and the members of the Management Board are discussed.
11. The Supervisory Board is authorised to adopt amendments and supplements to the Articles of Association, insofar as these relate only to their wording.

**Article 10:
Supervisory Board Compensation and Other Benefits**

1. Each member of the Supervisory Board is reimbursed for their cash expenses.
2. The members of the Supervisory Board and its committees are also entitled to remuneration in the form of an attendance fee for meetings and to compensation. The amount must take into account the economic importance and situation of the company as well as the time required, whereby remuneration for the chairship and deputy chairship of the Supervisory Board must be considered separately. The Annual General Meeting decides on the amount and distribution.
3. If Supervisory Board members perform a special activity in the interests of the company, they may be granted special remuneration for this by resolution of the Annual General Meeting.

V. ANNUAL GENERAL MEETING

**Article 11:
Convocation**

1. Annual general meetings are convened by the Management Board or – in the cases provided for by law – by the Supervisory Board in compliance with the provisions of Section 106 AktG.

2. Annual general meetings are held at the company's headquarters, in the federal capital or in one of the Austrian state capitals.
3. The convening of the Annual General Meeting must be announced no later than 28 days prior to the Annual General Meeting.
4. The convening of an Extraordinary General Meeting must be announced no later than 21 days prior to the Extraordinary General Meeting.
5. Notices of convocation must be published in accordance with Article 3 of the Articles of Association.

**Article 12:
Participation**

1. Authorisation to participate in the Annual General Meeting and to exercise the voting rights and other shareholder rights to be exercised at the Annual General Meeting is determined by the corresponding shareholding at the end of the tenth day before the day of the Annual General Meeting (cut-off date).
2. In order to prove the shareholding on the cut-off date, evidence of the shareholding in accordance with Section 10a AktG must be sent to the company by the third working day before the Annual General Meeting at the address provided in the notice of convocation. Details on how to send evidence of shareholdings are provided together with the notice of convocation. The notice of convocation may permit proof of shareholdings to be submitted by fax or email (electronic format may be specified in the notice).

**Article 13:
Elections and Voting Rights**

1. Each no-par-value share grants the right to one vote.
2. Voting rights may also be exercised by proxy. A specific individual must be appointed as a proxy in writing. The appointment of a proxy must be communicated to the company and retained or verifiably documented by the company. There is no limit on the number of people who can be appointed as proxies. Details on granting or revoking a proxy are provided together with the notice of convocation.
3. Unless the law requires a different majority, resolutions of the Annual General Meeting are adopted by a simple majority of votes cast. In cases where a majority of the registered share capital is required, resolutions are adopted by a simple majority of the registered share capital represented upon adoption of the resolution in question.
4. If a simple majority is not obtained in the first round of voting, the two candidates who received the most votes will be shortlisted; if there is a tie, the decision is made by drawing lots. The provisions of Section 87(1) AktG remain unaffected.

Article 14: Meetings

1. The Annual General Meeting is chaired by the Chair of the Supervisory Board; if neither they nor one of their deputies is present, the notary appointed to notarise the meeting shall chair the meeting until a Chair is elected.
2. The form in which voting rights are exercised and the procedure for counting votes is determined by the Chair.
3. The Chair chairs the proceedings and determines the order of speakers and the agenda items to be discussed. In the course of the Annual General Meeting, the Chair may set reasonable time limits for speaking, questions or the total time allocated for speeches and questions in general or for individual speakers.
4. The members of the Management Board and the Supervisory Board must be present at the Annual General Meeting whenever possible. The auditor must be in attendance at the Annual General Meeting. Members of the Management Board or the Supervisory Board may participate in the meeting via a two-way video and audio connection.

Article 15: Remote Participation and Voting; Broadcasting and Recording of the Annual General Meeting; Virtual Annual General Meeting

1. Subject to the approval of the Supervisory Board, the Management Board is authorised to permit shareholders to attend the Annual General Meeting in real-time from any location throughout its duration by means of an acoustic and, if necessary, visual two-way connection, which allows shareholders to follow proceedings and, if the Chair gives them the floor, to address the Annual General Meeting (**remote participation** pursuant to Section 102(3) no. 2 AktG).
2. Subject to the approval of the Supervisory Board, the Management Board is authorised to permit shareholders to cast their votes electronically during the Annual General Meeting from any location (**remote voting** according to Section 102(3) no. 3 in conjunction with Section 126 AktG). In this case, the Management Board must determine how shareholders can raise objections.
3. Subject to the approval of the Supervisory Board, the Management Board is authorised to permit the Annual General Meeting to be broadcast in real-time, either the full meeting or part thereof, acoustically and, if necessary, also visually, on behalf of shareholders who are not in attendance (**broadcast of the Annual General Meeting** pursuant to Section 102(4) AktG). Public broadcasting of the Annual General Meeting may also be permitted. The company is entitled to make audio and video recordings of the Annual General Meeting.

4. Separate registration may be required for remote participation (para. 1) and remote voting (para. 2) and an earlier date may be set for the end of the registration period in deviation from Section 111(2) AktG.
5. Votes cast in the course of remote voting (para. 2) are considered void if the resolution passed at the Annual General Meeting is adopted with different content than stipulated in the form or in the input mask.
6. Resolutions proposed by shareholders pursuant to Section 110 AktG are only put to the vote if the motion is repeated at the meeting. In the case of resolutions proposed by shareholders who are participating in the Annual General Meeting by means of remote voting (para. 2), the requirement stipulated in sentence one shall be replaced by voting by electronic means prior to the Annual General Meeting or the establishment of the connection for voting by electronic means during the Annual General Meeting by the shareholder who submitted the proposal for a resolution.
7. An Annual General Meeting may be held without the physical presence of the participants (**virtual Annual General Meeting**) in accordance with the provisions of the Federal Act on the Conduct of Virtual General Meetings (VirtGesG). Subject to the approval of the Supervisory Board, the Management Board is authorised to determine the format of the meeting, namely whether the Annual General Meeting will be held (i) with the physical attendance of the attendees, (ii) as a virtual Annual General Meeting without the physical attendance of the attendees, (iii) as a simple virtual meeting or a moderated virtual meeting, or (iv) as a hybrid Annual General Meeting, whereby the individual attendees may choose between physical and virtual attendance. If the Annual General Meeting is convened by the Supervisory Board, the decision on the format of the meeting as defined above is left to the Supervisory Board.
8. If the VirtGesG or Articles of Association do not stipulate any organisational or technical specifications for a virtual or hybrid Annual General Meeting, corresponding specifications must be defined by the Management Board or the Supervisory Board as the convening body.
9. Otherwise, the Management Board or the Supervisory Board, as the convening body, is authorised to make all decisions necessary to hold a virtual Annual General Meeting or a hybrid Annual General Meeting.
10. The notice of convocation for a virtual Annual General Meeting or any corresponding notices, which must be published on the company's website by the 21st day prior to the Annual

General Meeting must state the organisational and technical requirements for participating in the virtual Annual General Meeting.

11. A moderated virtual Annual General Meeting may be held in accordance with the VirtGesG and the provisions of the Articles of Association. The virtual Annual General Meeting must be broadcast to the participants in real-time, both visually and acoustically. The virtual Annual General Meeting may also be publicly broadcast.
12. During the virtual Annual General Meeting, shareholders will have the opportunity to express their views by electronic communication, e.g. by email. If a shareholder is given the floor by the Chair, the Chair will give them the opportunity to speak by means of video communication. The Chair shall decide on the order in which speeches are to be made and also on the time until which speeches are to be made or until which questions may be posed.
13. In addition, the company shall provide shareholders with an electronic means of communication, e.g. email, which they can use to submit questions and resolutions to the company no later than the third working day before the Annual General Meeting or at a later date to be determined. Questions and resolutions submitted in this manner must be read out at the Annual General Meeting or brought to the attention of shareholders by other appropriate means, e.g. on the company's website.
14. Shareholders may exercise their voting rights for all votes at the virtual Annual General Meeting by electronic communication and raise objections in the same manner. Subject to technical feasibility, the company may set up and announce a special email address on the day of the Annual General Meeting that can be used to communicate the exercise of voting rights or raising of objections to the company. The company may also facilitate the use of special voting software or a corresponding function on the company's website (HV Portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorised to make provisions to allow shareholders to cast their votes electronically, such as by email, by a date to be determined before the Annual General Meeting. Shareholders who submit their vote in this manner may revoke their vote until the vote takes place in the virtual or hybrid Annual General Meeting and may, if necessary, vote again. Otherwise, Section 126 AktG applies *mutatis mutandis*.
15. For a virtual Annual General Meeting, the company shall, at its expense and in accordance with the statutory provisions in force on the date of the Annual General Meeting, grant shareholders one or two suitable special proxies who are independent of the company and may be authorised by the shareholders to propose resolutions, to vote and, where appropriate, to raise objections at the virtual Annual General Meeting.

16. The provisions of the Articles of Association pursuant to Article 15 para. 7 to 15 expire on 30 June 2026. Subject to the approval of the Supervisory Board, the Management Board is authorised to oversee that each of the company's Annual General Meetings scheduled until 30 June 2026 are held as virtual or hybrid Annual General Meetings.

VI. ANNUAL FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

Article 16: Financial Year

1. The company's financial year is the calendar year.

Article 17: Annual Financial Statements

1. In the first five months of the financial year, the Management Board must prepare the annual financial statements, a management report and a corporate governance report for the preceding financial year supplemented by the notes to the financial statements and, after the audit by the auditor, submit a proposal for the appropriation of profit to the Supervisory Board if the annual financial statements show a net profit. The Supervisory Board must review these documents within two months of submission, make a statement to the Management Board and submit a report to the Annual General Meeting. If the Supervisory Board approves the annual financial statements, they are adopted unless the Management Board and Supervisory Board decide to have them adopted by the Annual General Meeting. This also applies mutatis mutandis to the presentation and audit of any consolidated financial statements and the Group management report, provided that the Supervisory Board is not required by law to approve the consolidated financial statements.
2. The Annual General Meeting to which the annual financial statements including the management report, the corporate governance report, any consolidated financial statements and the Group management report, the proposal for the appropriation of profits and the report submitted by the Supervisory Board are submitted, which resolves on the appropriation of the net profit, on the ratification of the actions taken by the members of the Management Board and the members of the Supervisory Board and, in the cases provided for by law, on the adoption of the annual financial statements (Annual General Meeting), takes place within the first eight months of the financial year.
3. In the absence of any decision to the contrary by the Annual General Meeting, the net profit is distributed among the shareholders. The Annual General Meeting may exclude all or part of the net profit from distribution.

4. Unless otherwise decided by the Annual General Meeting, profit shares are due for payment four weeks after the date of the Annual General Meeting.
5. Shareholders' profit shares not repaid within three years of maturity shall be forfeited in favour of the company's free reserves.

**Article 18:
Language**

1. Proof of shareholdings must be submitted in German or English.
2. Written notifications from shareholders or credit institutions must also be sent to the company in German or English.
3. The Annual General Meeting takes place in German.