

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 AktG:

A. Remuneration policy for the members of the Management Board

I. Preamble

The Supervisory Board sets out the principles for the remuneration of the members of the Management Board in this remuneration policy. 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 sets long-term incentives for a sustainable increase in the value of the company and promotes the business strategy and the 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 benefits in kind)
- 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) Further economic development, 2) Expanding 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, and is also appropriate in terms of market practice.

During the term of the employment contract concluded up to 30 September 2025, each member of the Management Board is granted an annual gross basic salary of €431,881.52 indexed to the CPI. This was contractually agreed by the Supervisory Board (Presidium and Personnel Committee)

in accordance with the qualifications, area of responsibility and performance of the Management Board member in line with the market.

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 with the Management Board for performance-related remuneration are the responsibility of the Presidium and Personnel Committee, which decides on the target agreement for the respective performance period in accordance with the remuneration policy following the necessary agreement with the Management Board.

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 and social targets as well as qualitative targets such as the scheduled realisation of construction projects or passenger satisfaction, 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 determined annually by the Presidium and Personnel Committee at the beginning 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.

For all targets, deductions can be agreed for under-fulfilment of the target value, including a lower limit, or supplements for over-fulfilment, including an upper limit, when evaluating target achievement. The over-fulfilment of one sub-goal can compensate for the under-achievement of another

sub-goal. The Presidium and Personnel Committee is responsible for prioritising the individual objectives.

The employment contract with the members of the Management Board also stipulates that: "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 the 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 2024, for example, the

- achievement of a certain EBIT value (earnings target),
- a social objective in terms of occupational health and safety,
- an environmental target in relation to the further reduction of CO₂ implementation concept for the new ESG reporting, and a
- construction project target in relation to the "Southern Terminal Expansion" project and construction of an electric fast-charging station were agreed;

and there are deductions for underachievement of the target value, including a lower limit above which no annual performance-related remuneration is due. The upper limit results from the capping of the annual performance-related remuneration at 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 the annual gross basic salary each year within the performance period)

The long-term variable remuneration promotes the business strategy and non-current positive development of the company by providing incentives to ensure a non-current positive financial and non-financial business performance and incentivising the fulfilment of strategically important operational targets.

The long-term targets are currently calculated over a period of three years using several weighted criteria. For the long-term period ending in 2024, the following criteria were agreed between the Management Board and the Presidium and Personnel Committee:

- **Dividend target (weight 60% of the long-term bonus)**

The Supervisory Board defines a payout ratio for full target achievement. Discounts or surcharges are agreed for under- or over-fulfilment; target achievement is capped at 120%, including a lower limit from which the bonus component is cancelled in its entirety.

- **Productivity target (weight 30% of the long-term bonus)**

The Supervisory Board agrees an EBITDA margin to be achieved for the years 2022 and 2023 as the target value for target achievement. The target achievement increases by 10 percentage points for each percentage point of higher/lower EBITDA margin, with the target achievement being capped at a total of 120%. If the target achievement falls below 50%, the bonus is cancelled in its entirety.

- **ESG/quality target (weight 10% of the long-term bonus)**

The achievement of the target depends on the results of the ASQ passenger satisfaction survey conducted annually by ACI (Airports Council International). Discounts or surcharges are agreed for under- or over-fulfilment; target achievement is capped at 120%.

With a total cap of 50% of the 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 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 amount corresponding to 15% of the annual remuneration (basic salary plus performance-related remuneration) into a pension fund in favour of the members of the Management Board (defined contribution pension fund commitment). These contributions are vested.

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 for the duration of 6 months is due instead of the 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 the place of residence or holiday location to the place of work and back, as well as for private purposes. The tax add-backs are to 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 fully comprehensive insurance and passenger protection insurance with appropriate cover.

The target value for the duration of use of the company car before a new purchase is 4 years.

Insurance

The company has taken out legal expenses and D&O accident insurance in favour of the Management Board members as insured persons, the costs of which are borne by the company in each case. The sum insured under D&O insurance 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.

Business trips

Miles earned on business from frequent flyer programmes can also be used privately.

Holidays

There is an annual holiday entitlement of 36 working days.

V. Information on the duration and termination of Management Board contracts

The current Management Board contracts were concluded for the maximum statutory term of appointment of 5 years.

The current Management Board contract of both current members of the Management Board, which has been in place since 1 October 2020, ends on 30 September 2025. The period can be shortened to three years by resolution of the Supervisory Board, which can be adopted on 30 September 2022 at the latest. 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 as 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 via the employee private foun-

dation and therefore have an interest in the sustainable increase in shareholder value through profit distributions 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 the salaries of the employees, are in line with the market and in a socially acceptable relationship to one another through the corresponding regulations for Management Board salaries.

VII. Deviation from the remuneration policy

This remuneration policy may be temporarily deviated from in exceptional circumstances. Any deviations from the remuneration policy, including an explanation of the nature of the exceptional circumstances, must be reported to the Annual General Meeting.

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.
- Changing the basis for calculating a non-financial performance criterion so that target fulfilment can no longer be determined if this results in the company being legally obliged to agree an equivalent replacement criterion with the Management Board member. 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 remuneration in line with the market 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.

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 approved the following remuneration for the Supervisory Board for subsequent years, unless a future Annual General Meeting decides otherwise:

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

and 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 proportionally (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 dated 27 May 2022 on the remuneration of the members of the Supervisory Board are incorporated into this remuneration policy.

The members of the Supervisory Board are included in the D&O insurance policy taken out for the members of the Management Board.