

Form of Proxy - Annual General Meeting to be held on 29 September 2015



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913119

SRN:

PIN:



Register at www.investorcentre.co.uk/je - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 27 September 2015 at 10.00 am (BST).**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes). The proxy appointment shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The proxy appointment shall be valid for any adjournment of the meeting as well as for the meeting to which it relates.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the company or Separate Register (as defined in the Company's articles of association (the "Articles") at close of business on 27 September 2015. Changes to entries on the Register of Members or Separate Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10.00 am (BST) on 27 September 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members or Separate Register. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this proxy form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



| | |
|--|---|
| | * |
|--|---|

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Wizz Air Holdings Plc to be held at **Crowne Plaza Hotel, 75-77 Avenue Louis Casai, 1216 Cointrin, Geneva, Switzerland** on **29 September 2015** at **11.00 am (CET)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



| Ordinary Resolutions | For | Against | Vote Withheld | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's annual report and accounts for the financial year ended 31 March 2015 together with the related directors' and auditor's report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. To re-elect Simon Duffy as a director of the Company (Independent Shareholder vote). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on pages 47 to 51 of the directors' remuneration report) for the financial year ended 31 March 2015. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. To re-elect Stephen L. Johnson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the directors' remuneration policy, set out on pages 47 to 51 of the directors' remuneration report, which takes effect immediately after the end of the AGM on 29 September 2015. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. To re-elect John McMahon as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect William A. Franke as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. To re-elect John McMahon as a director of the Company (Independent Shareholder vote). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect József Váradi as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. To re-elect John R. Wilson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Thierry de Preux as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next AGM of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Thierry de Preux as a director of the Company (Independent Shareholder vote). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. To authorise the directors and/or the audit committee to agree the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Guido Demuyck as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. To authorise the directors pursuant to Article 20 of the Articles to allot shares or grant rights to subscribe for or to convert any security into shares for an Allotment Period (as defined in the Articles). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Guido Demuyck as a director of the Company (Independent Shareholder vote). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Special Resolution | | | |
| 10. To re-elect Simon Duffy as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19. Subject to and conditional upon the passing of resolution 18 (Authority to allot shares) above, to empower the directors pursuant to Article 21 of the Articles to allot Equity Securities for an Allotment Period (as defined in the Articles). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | Intention To Attend | | | |
| | | | | Please indicate if you intend to attend the AGM | | | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

