

Wizz Air Holdings Plc

RESULT OF ANNUAL GENERAL MEETING

SHAREHOLDERS APPROVE ALL ORDINARY AND SPECIAL RESOLUTIONS AT WIZZ AIR'S 2023 AGM

Geneva, 2 August 2023: Wizz Air Holdings Plc ("Wizz Air" or the "Company"), announces that at its annual general meeting ("AGM") held earlier today, all ordinary and special resolutions were passed. All resolutions were decided by poll.

The total voting rights of the Company as at 3.00 p.m. (CEST) on 31 July 2023, being the time at which shareholders had to be on the Company's shareholder register in order to be eligible to vote, was 103,332,880.

In accordance with paragraph 9.2.2E of the Listing Rules, the resolutions to re-elect Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri, Anthony Radev, and Anna Gatti and to elect Phit Lian Chong as directors of the Company were approved by (a) the shareholders of the Company (resolutions 9, 12, 14, 16, 18, 20 and 22) and (b) the independent shareholders of the Company (resolutions 10, 13, 15, 17, 19, 21 and 23).

In accordance with paragraph 9.6.2R of the Listing Rules, a copy of the special resolutions approved at the AGM have been forwarded to the Financial Conduct Authority for publication through the Document Viewing Facility and will be accessible via the National Storage Mechanism website ([National Storage Mechanism | FCA](#)).

The AGM results will also be made available on the Company's website: [General Meetings \(wizzair.com\)](#).

The Board notes that resolutions 2, 3, 4 and 28, being approval of the Directors' Remuneration Report, approval of the Directors' Remuneration Policy, approval of amendments to the Wizz Air Value Creation Plan and approval of the disapplication of pre-emption rights in connection with an acquisition or specified capital investment, respectively, were opposed by more than 20% of voting shareholders.

In respect of resolutions 3 and 4, the Company notes that the Chair of the Remuneration Committee held numerous meetings and calls throughout the year on the Directors' Remuneration Policy and has engaged with key shareholders to understand their sentiment to the proposed Directors' Remuneration Policy changes, specifically the extension of the Value Creation Plan. The Board is pleased that resolutions 3 and 4 were passed with 74.0% of votes cast in favour (prior to the proportionate disenfranchisement noted below) which, following proportionate disenfranchisement, amounts to 72% and 75% in favour, respectively. The Board remains of the view that the leadership of the Company's CEO, József Váradi, is central to delivering Wizz Air's recovery in the coming years and these changes are in the best interests of the Company, its shareholders and other stakeholders. In respect of resolution 2 to approve the Directors' Remuneration Report, the Board recognises that the changes during the year ended 31 March 2023 presented some challenges, but met the commercial context, and is pleased to have 63.1% of votes cast in support of these actions (again, prior to the proportionate disenfranchisement noted below).

In respect of resolution 28, the Board notes that this resolution is in line with the Pre-Emption Group's Statement of Principles, as revised in November 2022, and the Company would intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Group principles in connection with any non-pre-emptive offering.

In the coming months, the Board will continue to consult with major shareholders on remuneration and wider governance matters. In accordance with the UK Corporate Governance Code, the Board will publish an update on this engagement within six months of the AGM.

The Board is pleased that each of the AGM resolutions received broad-based shareholder support and appreciates the time taken by shareholders to engage with the Company in recent months.

The first table below shows the proxy votes validly lodged in advance of the AGM. This table does not show the effect of disenfranchising a fixed proportion of shares held by each Non-Qualifying National as the result of sending Restricted Share Notices to such persons, as announced by the Company on 11 July 2023. It is not, therefore, the result of the AGM.

The second table shows the results of the poll taken at the AGM. The number of shares voting and the percentage of share capital voted reflect such proportionate disenfranchisement.

Further details of each of the resolutions are contained in the notice of AGM which is available at <http://corporate.wizzair.com>.

Table 1 – proxy votes lodged in advance of the AGM

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
Ordinary resolutions							
1 To receive the Company's annual report and accounts for the financial year ended 31 March 2023 together with the related directors' and auditor's report (the "2023 Annual Report and Accounts").	88,052,366	100.00	522	0.00	88,042,552	85.21	323,307
2 To approve the directors' remuneration report for the financial year ended 31 March 2023.	55,751,674	63.10	32,606,257	36.90	88,347,595	85.51	18,264
3 To approve the directors' remuneration policy set out in the 2023 Annual Report and Accounts.	65,404,863	74.01	22,969,899	25.99	88,364,426	85.52	1,433
4 To approve certain amendments to the rules of the Wizz Air Valuation Creation Plan.	65,403,763	74.01	22,971,117	25.99	88,364,544	85.52	1,315
5 To approve certain amendments to the rules of the Wizz Air Omnibus Plan.	84,166,272	95.24	4,208,368	4.76	88,364,304	85.52	1,555
6 To re-elect William A. Franke as director.	81,892,221	92.91	6,247,903	7.09	88,129,788	85.30	236,071
7 To re-elect József Váradi as director.	88,270,574	99.88	104,099	0.12	88,364,337	85.52	1,522
8 To re-elect Stephen L. Johnson as director.	88,270,666	99.88	104,007	0.12	88,364,337	85.52	1,522
9 To re-elect Barry Eccleston as director.	76,439,135	86.61	11,815,138	13.39	88,243,937	85.41	121,922
10 To re-elect Barry Eccleston as director. (INDEPENDENT VOTE)	51,466,573	81.33	11,815,138	18.67	63,271,375	61.24	25,094,484
11 To re-elect Andrew S. Broderick as director.	88,270,653	99.88	104,020	0.12	88,364,337	85.52	1,522
12 To re-elect Charlotte Pedersen as director.	88,373,299	100.00	1,374	0.00	88,364,337	85.52	1,522
13 To re-elect Charlotte Pedersen as director. (INDEPENDENT VOTE)	63,400,737	100.00	1,374	0.00	63,391,775	61.36	24,974,084
14 To re-elect Charlotte Andsager as director.	87,684,787	99.52	423,889	0.48	88,098,340	85.27	267,519
15 To re-elect Charlotte Andsager as director. (INDEPENDENT VOTE)	62,812,225	99.33	423,889	0.67	63,225,778	61.20	25,140,081

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
16 To re-elect Enrique Dupuy de Lome Chavarri as director.	88,373,260	100.00	1,101	0.00	88,364,025	85.52	1,834
17 To re-elect Enrique Dupuy de Lome Chavarri as director. (INDEPENDENT VOTE)	63,400,698	100.00	1,101	0.00	63,391,463	61.36	24,974,396
18 To re-elect Anthony Radev as director.	86,440,382	97.81	1,933,979	2.19	88,364,025	85.52	1,834
19 To re-elect Anthony Radev as director. (INDEPENDENT VOTE)	61,467,820	96.95	1,933,979	3.05	63,391,463	61.36	24,974,396
20 To re-elect Anna Gatti as director.	86,706,386	98.11	1,667,975	1.89	88,364,025	85.52	1,834
21 To re-elect Anna Gatti as director. (INDEPENDENT VOTE)	61,733,824	97.37	1,667,975	2.63	63,391,463	61.36	24,974,396
22 To elect Phit Lian Chong as director.	88,373,215	100.00	1,146	0.00	88,364,025	85.52	1,834
23 To elect Phit Lian Chong as director. (INDEPENDENT VOTE)	63,400,653	100.00	1,146	0.00	63,391,463	61.36	24,974,396
24 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM.	85,951,356	97.26	2,423,452	2.74	88,364,472	85.52	1,387
25 To authorise the audit committee to agree the remuneration of the auditors.	88,029,136	99.61	345,743	0.39	88,364,543	85.52	1,316
26 To authorise the directors to allot shares.	85,937,935	97.24	2,436,942	2.76	88,364,541	85.52	1,318
Special resolutions							
27 To disapply pre-emption rights.	75,541,765	85.48	12,833,147	14.52	88,364,576	85.52	1,283
28 To disapply pre-emption rights in connection with an acquisition or specified capital investment.	69,019,407	78.10	19,355,505	21.90	88,364,576	85.52	1,283

Table 2 – results of the poll taken at the AGM

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
Ordinary resolutions							
1 To receive the Company's annual report and accounts for the financial year ended 31 March	18,210,086	100.00	69	0.00	18,203,960	17.62	43,094

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
2023 together with the related directors' and auditor's report (the "2023 Annual Report and Accounts").							
2 To approve the directors' remuneration report for the financial year ended 31 March 2023.	12,596,781	69.02	5,653,578	30.98	18,244,164	17.66	2,889
3 To approve the directors' remuneration policy set out in the 2023 Annual Report and Accounts.	13,109,922	71.83	5,142,656	28.17	18,246,383	17.66	671
4 To approve certain amendments to the rules of the Wizz Air Valuation Creation Plan.	13,743,861	75.30	4,508,733	24.70	18,246,398	17.66	655
5 To approve certain amendments to the rules of the Wizz Air Omnibus Plan.	17,298,202	94.77	954,360	5.23	18,246,367	17.66	687
6 To re-elect William A. Franke as director.	16,957,444	93.06	1,264,208	6.94	18,215,457	17.63	31,596
7 To re-elect József Váradi as director.	18,238,846	99.92	13,720	0.08	18,246,371	17.66	682
8 To re-elect Stephen L. Johnson as director.	18,238,892	99.93	13,674	0.07	18,246,371	17.66	682
9 To re-elect Barry Eccleston as director.	15,662,646	85.89	2,574,052	14.11	18,230,502	17.65	16,551
10 To re-elect Barry Eccleston as director. (INDEPENDENT VOTE)	12,371,262	82.78	2,574,052	17.22	14,939,119	14.46	3,307,935
11 To re-elect Andrew S. Broderick as director.	18,238,890	99.93	13,676	0.07	18,246,371	17.66	682
12 To re-elect Charlotte Pedersen as director.	18,252,385	100.00	181	0.00	18,246,371	17.66	682
13 To re-elect Charlotte Pedersen as director. (INDEPENDENT VOTE)	14,961,001	100.00	181	0.00	14,954,987	14.48	3,292,066
14 To re-elect Charlotte Andsager as director.	18,154,991	99.66	62,516	0.34	18,211,312	17.63	35,741
15 To re-elect Charlotte Andsager as director. (INDEPENDENT VOTE)	14,876,788	99.58	62,516	0.42	14,933,109	14.46	3,313,945
16 To re-elect Enrique Dupuy de Lome Chavarri as director.	18,252,382	100.00	145	0.00	18,246,332	17.66	724
17 To re-elect Enrique Dupuy de Lome Chavarri as director. (INDEPENDENT VOTE)	14,960,999	100.00	145	0.00	14,954,949	14.48	3,292,107
18 To re-elect Anthony Radev as director.	17,978,465	98.50	274,063	1.50	18,246,332	17.66	724
19 To re-elect Anthony Radev as director. (INDEPENDENT VOTE)	14,687,081	98.17	274,063	1.83	14,954,949	14.48	3,292,107

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
20 To re-elect Anna Gatti as director.	18,013,524	98.69	239,004	1.31	18,246,332	17.66	724
21 To re-elect Anna Gatti as director. (INDEPENDENT VOTE)	14,722,140	98.40	239,004	1.60	14,954,949	14.48	3,292,107
22 To elect Phit Lian Chong as director.	18,252,377	100.00	151	0.00	18,246,332	17.66	724
23 To elect Phit Lian Chong as director. (INDEPENDENT VOTE)	14,960,993	100.00	151	0.00	14,954,949	14.48	3,292,107
24 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM.	16,581,791	90.85	1,670,796	9.15	18,246,391	17.66	665
25 To authorise the audit committee to agree the remuneration of the auditors.	18,200,563	99.71	52,032	0.29	18,246,401	17.66	655
26 To authorise the directors to allot shares.	16,270,629	89.14	1,981,967	10.86	18,246,400	17.66	656
Special resolutions							
27 To disapply pre-emption rights.	16,515,481	90.48	1,737,120	9.52	18,246,405	17.66	651
28 To disapply pre-emption rights in connection with an acquisition or specified capital investment.	13,864,109	75.96	4,388,492	24.04	18,246,405	17.66	651

*A vote withheld is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.

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ABOUT WIZZ AIR

Wizz Air, the fastest growing European ultra-low-cost airline, operates a fleet of 185 Airbus A320 and A321 aircraft. A team of dedicated aviation professionals delivers superior service and very low fares, making Wizz Air the preferred choice of 51.1 million passengers in the Financial Year F23 ending 31 March 2023. Wizz Air is listed on the London Stock Exchange under the ticker WIZZ. The company was recently named one of the world's top ten safest airlines by [airlineratings.com](https://www.airlineratings.com), the world's only safety and product rating agency, and named Airline of the Year by Air Transport Awards in 2019 and in 2023. Wizz Air has also been recognised as the "Most Sustainable Low-Cost Airline" within the World Finance Sustainability Awards in 2021-2023 and the "Global Environmental Sustainability Airline Group of the Year" by the CAPA-Centre for Aviation Awards for Excellence 2022.

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