



Notice of Annual General Meeting

13 September 2022 at 3.00 p.m. (CEST)

to be held at Crowne Plaza Geneva, Avenue Louis-Casai 75-77, 1216 Geneva, Switzerland

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this Notice or as to the action you should take, you should seek advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser who is duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in Wizz Air Holdings Plc, please send this Notice, together with the accompanying documents, at once to the relevant purchaser or transferee, or to the stockbroker, bank or agent through whom the sale or transfer was effected for transmission to the relevant purchaser or transferee.

A Form of Proxy for use at the Annual General Meeting is enclosed with this Notice. Notes on completing and returning the Form of Proxy can be found in the Form of Proxy and this Notice and should be read carefully before the Form of Proxy is completed.

Wizz Air Holdings Plc
Notice of Annual General Meeting

19 August 2022

Dear Shareholder,

ANNUAL GENERAL MEETING OF THE COMPANY – 13 September 2022

I am pleased to enclose the Notice convening the forthcoming annual general meeting ("**AGM**") of Wizz Air Holdings Plc (the "**Company**") which will be held at Crowne Plaza Geneva, Avenue Louis-Casai 75-77, 1216 Geneva, Switzerland on 13 September 2022 at 3.00 p.m. (CEST).

The business to be considered at the AGM is set out in the notice of AGM which you can find on pages 3 to 5 of this document ("**Notice**"). Explanatory notes on each resolution to be considered at the AGM appear on pages 10 to 12 of this document.

Please note that only those shareholders whose names appear on the register of members or Separate Register (as defined in the Company's articles of association (the "**Articles**")) of the Company at 3.00 p.m. (CEST) on 9 September 2022 shall be entitled to attend and/or vote at the AGM. For shareholders that are Non-Qualifying Nationals, you will receive or should have received a Restricted Share Notice explaining why the Company has had to restrict the number of ordinary shares you can vote ("**Restricted Shares**") and setting forth the number of ordinary shares that are treated as Restricted Shares. Further information can be found at explanatory notes 4 to 7 on pages 6 to 7 of this document.

Due to possible delays in the postal service, please submit your proxies electronically if possible. The resolutions set out in the Notice will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

AGM arrangements

We do not expect there to be any restrictions in place at the time of the AGM and we look forward to being able to welcome shareholders in person to the AGM. Should there be any changes (including adjournment or postponement of the AGM), the Company will notify shareholders in compliance with the Articles and the Financial Conduct Authority's Listing Rules ("**Listing Rules**"). Shareholders should also continue to monitor the Company's website and regulatory news services for any updates in relation to the AGM arrangements.

Annual report and accounts

Resolution 1 deals with the receipt by the shareholders of the Company's audited financial accounts and the related reports of the directors of the Company and the auditors for the year ended 31 March 2022.

Resolution 2 seeks approval of the Director's Remuneration Report (which describes how the Director's Remuneration Policy has been implemented during the year ended 31 March 2022).

Board of directors

Resolutions 3 to 18 relate to the election and re-election of the directors. In accordance with the UK Corporate Governance Code, all of the directors of the Company, except Anna Gatti, will be standing for re-election at the AGM. Anna Gatti will stand for election by the shareholders for the first time. In accordance with the Listing Rules and the Articles, there will be an ordinary resolution for the election and re-election of all the directors and a separate resolution of Independent Shareholders (as defined in the Articles) in respect of the election and re-election of each of the

Wizz Air Holdings Plc

Company Number: 103356
44 Esplanade, St. Helier
JE4 9WG Jersey, Channel Islands



Independent Directors (as defined in the Articles), being Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri, Anthony Radev and Anna Gatti.

A brief summary of the skills and experience of each director is set out on pages 13 to 15 of this document. Each director is considered to be effective in their role and to be committed to making available the appropriate time for meetings of the Board and other duties for the Company.

Actions to be taken by shareholders

To facilitate and encourage shareholder participation, whether or not you intend to attend the AGM, I encourage you to appoint the chair of the AGM as your proxy. If a shareholder appoints a person other than the chair of the AGM as their proxy and that other proxy is not able to attend the AGM, that shareholder's votes will not be counted. I encourage you, regardless of the number of the Company's ordinary shares ("**Shares**") you own, to complete, sign and return the accompanying Form of Proxy to the Company's Registrar, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible but, in any event, by no later than 3.00 p.m. (CEST) on 9 September 2022.

Alternatively, you may also register your proxy appointment(s) and voting instructions through the CREST electronic proxy appointment service if you are a CREST member. Due to possible delays in the postal service, please submit your proxies electronically if possible.

Please refer to pages 7 to 8 of this document for further details of how to appoint a proxy or proxies.

Recommendation

The Board is strongly of the opinion that all the resolutions set out in the Notice to be put to the AGM are in the best interests of the Company and its shareholders as a whole and therefore recommends that shareholders vote in favour of each of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Queries

The AGM provides an opportunity for you to ask questions about the business set out in the Notice and to raise other matters about the business of the Company.

In addition, shareholders are encouraged to submit questions, no later than 7 days prior to the AGM, via email to Wizz Air Investor Relations at investorrelations@wizzair.com.

Yours sincerely,

William A. Franke
Chairman

Wizz Air Holdings Plc

Registered number: 103356

Registered office: 44 Esplanade, St. Helier JE4 9WG, Jersey, Channel Islands

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("AGM") of the Company will be held at Crowne Plaza Geneva, Avenue Louis-Casai 75-77, 1216 Geneva, Switzerland on 13 September 2022 at 3.00 p.m. (CEST) to consider and, if thought fit, pass the following resolutions of which resolutions 1-21 (inclusive) shall be proposed as ordinary resolutions and resolutions 22 and 23 shall be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1: Reports and accounts

To receive the Company's annual report and accounts for the financial year ended 31 March 2022 together with the related directors' and auditor's report.

Resolution 2: Approval of the Directors' Remuneration Report

THAT the Directors' Remuneration Report for the financial year ended 31 March 2022, set out on pages 102 to 105 and pages 114 to 122 of the 2022 Annual Report and Accounts, be and is hereby approved.

Resolution 3: Re-election of a director

To re-elect William A. Franke as a director of the Company.

Resolution 4: Re-election of a director

To re-elect József Váradi as a director of the Company.

Resolution 5: Re-election of a director

To re-elect Stephen L. Johnson as a director of the Company.

Resolution 6: Re-election of a director

To re-elect Barry Eccleston as a director of the Company.

Resolution 7: Re-election of a director (Independent Shareholder vote)

To re-elect Barry Eccleston as a director of the Company (Independent Shareholder vote).

Resolution 8: Re-election of a director

To re-elect Andrew S. Broderick as a director of the Company.

Resolution 9: Re-election of a director

To re-elect Charlotte Pedersen as a director of the Company.

Resolution 10: Re-election of a director (Independent Shareholder vote)

To re-elect Charlotte Pedersen as a director of the Company (Independent Shareholder vote).

Resolution 11: Re-election of a director

To re-elect Charlotte Andsager as a director of the Company.

Resolution 12: Re-election of a director (Independent Shareholder vote)

To re-elect Charlotte Andsager as a director of the Company (Independent Shareholder vote).

Resolution 13: Re-election of a director

To re-elect Enrique Dupuy de Lome Chavarri as a director of the Company.

Resolution 14: Re-election of a director (Independent Shareholder vote)

To re-elect Enrique Dupuy de Lome Chavarri as a director of the Company (Independent Shareholder vote).

Resolution 15: Re-election of a director

To re-elect Anthony Radev as a director of the Company.

Resolution 16: Re-election of a director (Independent Shareholder vote)

To re-elect Anthony Radev as a director of the Company (Independent Shareholder vote).

Resolution 17: Election of a director

To elect Anna Gatti as a director of the company.

Resolution 18: Election of a director (Independent Shareholder vote)

To elect Anna Gatti as a director of the Company (Independent Shareholder vote).

Resolution 19: Re-appointment of auditors

To re-appoint PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM of the Company.

Resolution 20: Auditor's remuneration

To authorise the audit committee (for and on behalf of the Board) to agree the remuneration of the auditors.

Resolution 21: Authority to allot shares

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) commencing on the date of the passing of this resolution and ending on the earlier of 13 December 2023, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2023, and for that purpose the Authorised Allotment Amount (as defined in the Articles) shall be £3,441 and the Rights Issue Allotment Amount (as defined in the Articles) shall be £3,441. The directors may, during the Allotment Period, make offers or agreements within the terms of this authority which would or might require securities to be allotted or sold or rights to be granted after the expiry of such period and, following the Allotment Period, the directors may allot or sell such securities or grant such rights pursuant to any such offers or agreements as if the authority or power conferred had not expired.

SPECIAL RESOLUTIONS

Resolution 22: Disapplication of pre-emption rights

Subject to and conditional upon the passing of resolution 21 (Authority to allot shares) above, to empower the directors pursuant to Article 21 of the Articles to allot Equity Securities for an Allotment Period (each as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 13 December 2023, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2023, wholly for cash as if Articles 25 to 28 of the Articles did not apply to such allotment and, for the purposes of Article 21(c) of the Articles and the power granted pursuant to this resolution 22, the Non-Pre-emptive Amount (as defined in the Articles) shall be £516. The directors may, during the Allotment Period, make offers or agreements within the terms of this authority which would or might require Equity Securities to be allotted or sold

after the expiry of such period and, following the Allotment Period, the directors may allot or sell Equity Securities pursuant to such offers or agreements as if the authority conferred on them hereby had not expired.

Resolution 23: Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

Subject to and conditional upon the passing of resolution 21 (Authority to allot shares) above, to empower the directors pursuant to Article 21 of the Articles to allot Equity Securities for an Allotment Period (each as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 13 December 2023, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2023, wholly for cash as if Articles 25 to 28 of the Articles did not apply to such allotment and, for the purposes of Article 21(c) of the Articles and the power granted pursuant to this resolution 23, the Non-Pre-emptive Amount (as defined in the Articles and in addition to the Non Pre-emptive Amount specified in resolution 25 (Disapplication of pre-emption rights)) shall be £516, but so that such power may only be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights prior to the date of this Notice. The directors may, during the Allotment Period, make offers or agreements within the terms of this authority which would or might require Equity Securities to be allotted or sold after the expiry of such period and, following the Allotment Period, the directors may allot or sell Equity Securities pursuant to such offers or agreements as if the authority conferred on them hereby had not expired.

BY ORDER OF THE BOARD

William A. Franke
Chairman

19 August 2022

Wizz Air Holdings Plc

Registered number: 103356

Registered office: 44 Esplanade, St. Helier JE4 9WG, Jersey, Channel Islands

EXPLANATORY NOTES TO THE NOTICE OF AGM

Right to attend and vote

1. Only shareholders whose names appear on the register of members or Separate Register (as defined in the Articles) of the Company at 3.00 p.m. (CEST) on 9 September 2022 (the "**Specified Time**") (or, if the AGM is adjourned, on the register of members of the Company 48 hours before the time of the adjourned meeting, excluding any day which is not a working day) shall be entitled to attend and/or vote at the AGM in respect of the number of shares registered in their name at such time. Subsequent changes to entries on the register of members after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. All resolutions at the AGM will be decided by a poll rather than a show of hands. This means that each shareholder has one vote for every share held. The Company believes that this is a more transparent and equitable method of voting, as shareholders are counted according to the number of shares held ensuring an exact and definitive result.
3. The Company has also included on the Form of Proxy a "Vote Withheld" option in order for shareholders 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 votes "For" or "Against" the particular resolution.
4. In December 2020, the Board of the Company resolved in accordance with the Articles to treat as Restricted Shares certain ordinary shares held by shareholders who were Non-Qualifying Nationals. The Company issued Restricted Share Notices to such shareholders. This was to ensure that the Company was able to continue to comply with EU law regarding the ownership and control of airlines after the end of the post-Brexit transition period on 31 December 2020. In view of the forthcoming AGM, the Company has conducted a further review of its shareholders' nationality. As a result, the Board has resolved to (i) withdraw all existing Restricted Share Notices; and (ii) issue further Restricted Share Notices to shareholders who are Non-Qualifying Nationals to reflect changes in its share register during 2022, all with a view to ensuring that Non-Qualifying Nationals will be holding no more voting rights available at the annual general meeting than the Permitted Maximum (i.e. 45%). Accordingly, Ordinary Shares held by Non-Qualifying Nationals will be subject to a proportionate disenfranchisement of approximately 88.7%.
5. Consequently, any 1% interest of Ordinary Shares held by a Non-Qualifying National will entitle such Non-Qualifying National to a voting interest of approximately 0.51%, whilst any 1% interest of Ordinary Shares held by a Qualifying National will entitle such Qualifying National to a voting interest of approximately 4.55%.
6. All registered holders and investors known to the Company to be holding Restricted Shares will be receiving on or around the date hereof a Restricted Share Notice setting forth the number of ordinary shares held by such person that are treated as Restricted Shares and in respect of which such person will not be entitled to attend or to speak at the general meeting of the Company or to vote at the general meeting of the Company. Holders of shares subject to Restricted Share Notices are advised that the Company will treat only the portion of such shareholding that is deemed not to be Restricted Shares as being eligible to be counted in the vote at the General Meeting. Shareholders should refer to the Restricted Share Notice for more information, if applicable.
7. Capitalised terms used in explanatory notes 4 to 6 above shall have the same meaning as in the Articles but the definitions of Non-Qualifying National, Permitted Maximum, Qualifying National, Restricted Shares and Restricted Share Notices are repeated below:
 - a. "**Non-Qualifying National**" means any person who is not a Qualifying National in accordance with the definition below;
 - b. "**Permitted Maximum**" means any aggregate number of Ordinary Shares which the Directors have specified as the maximum aggregate permitted number of Affected Shares pursuant to Article 84.2;
 - c. "**Qualifying National**" means: (a) EEA Nationals; (b) nationals of Switzerland; and (c) in respect of any undertaking, an undertaking which satisfies the conditions as to nationality of ownership and control of undertakings granted an operating licence contained in Article 4(f) of EC Licencing Regulation, as such

EXPLANATORY NOTES TO THE NOTICE OF AGM

conditions may be amended, varied, supplemented or replaced from time to time, or as provided for in any agreement between the EU and any third country (whether or not such undertaking is itself granted an Licence);

- d. "**Restricted Shares**" means any Ordinary Share which shall be treated as a restricted share pursuant to Article 86; and
- e. "**Restricted Share Notices**" means a notice in writing served in accordance with the provisions of Article 87.

Appointment of proxies

General

- 8. A shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote instead of him or her. A shareholder may appoint more than one proxy to attend the AGM. A proxy need not be a member of the Company. Completion and return of a Form of Proxy will not prevent shareholders from attending and voting in person should they wish to do so. If two or more valid proxy appointments are received in respect of the same ordinary share for use at the AGM, the one which is last delivered or received shall be treated as replacing or revoking the others as regards that share, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid.
- 9. To be valid, an appointment of proxy, whether by means of an instrument or contained in an electronic form as stated at explanatory notes 11 and 12 below (together with any relevant power or authority) must be received (or, in the case of the appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by Computershare not later than 48 hours before the time appointed for holding the AGM or any adjournment (excluding any day which is not a working day).

A proxy may be appointed in the following ways:

Printed Form of Proxy

- 10. To appoint a proxy, please fill in the Form of Proxy which accompanies this Notice and return it in accordance with the instructions printed on the form as soon as possible. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of such power or authority, must be received by the Company's Registrar, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by no later than 3.00 p.m. (CEST) on 9 September 2022.

Electronic proxy appointment through CREST

- 11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) not later than 48 hours before the time appointed for the AGM or any adjourned meeting (excluding any day which is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST

EXPLANATORY NOTES TO THE NOTICE OF AGM

application's host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Corporate representatives

15. Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body, authorise such persons as it thinks fit to act as its representative at the AGM. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual shareholder of the Company.

Nominated persons

16. Any person to whom this Notice is sent who is a person nominated to enjoy information rights in accordance with the provisions of the Articles (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if a Nominated Person has no such right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the relevant shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in explanatory notes 8 to 12 above does not apply to Nominated Persons. The rights described in those explanatory notes can only be exercised by the shareholders of the Company.

Voting rights

17. As at 12 August 2022 (being the last practicable business day prior to publication of this Notice), the Company's issued ordinary share capital consisted of 103,237,078 ordinary shares carrying one vote each on a poll and the total number of votes exercisable at that date is the same number. At that date, the Company held no treasury shares.

Inspection of documents

18. Copies of the following documents are available for inspection during normal business hours at the Company's registered office at 44 Esplanade, St. Helier, JE4 9WG, Jersey, Channel Islands and the corporate headquarters at Le Lumion, Route François-Peyrot 12, CH-1218 Grand-Saconnex, Switzerland:
 - a. a copy of the current executive director's service contract (together with an unsigned draft of the proposed new five year service contract);
 - b. copies of the letters of appointment of the non-executive directors;
 - c. copies of the letters of indemnity for each of the directors; and
 - d. the articles of association of the Company.

EXPLANATORY NOTES TO THE NOTICE OF AGM

19. A copy of this Notice, and other relevant shareholder information can be found at <http://wizzair.com>.

Addresses

20. Addresses, including electronic addresses provided in this Notice, are provided solely for the purposes so specified. Shareholders may not use any electronic address provided in this Notice to communicate with the Company for any purpose other than those expressly stated herein.

Shareholders' statement

21. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under the Articles, the Company may be required to publish on a website a statement setting out: (a) any matter relating to the audit of the Company's accounts or (b) any circumstances connected with an auditor of the Company ceasing to hold office. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with such publication requirement. Where the Company is required to place a statement on a website under the Articles, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under the Articles to publish on a website.

Resolutions 1-21 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 22 and 23 are proposed as special resolutions. This means that for these resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolutions.

For each of resolutions 21, 22 and 23, the calculations have been made on the basis of the issued ordinary share capital as at 12 August 2022, the latest practicable date prior to the publication of the Notice of the AGM, being 103,237,078 ordinary shares, and rounded down to the nearest whole £1 in nominal value.

The poll results will be notified to the Financial Conduct Authority and published on the Company's website as soon as possible after the conclusion of the AGM.

Resolution 1: Reports and accounts

The directors are required to present to the AGM the audited accounts and the directors' and auditor's reports for the financial year ended 31 March 2022.

Resolution 2: Directors' Remuneration Report

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report which includes details of the directors' remuneration for the year ended 31 March 2022. The vote on the Directors' Remuneration Report is advisory meaning the directors' entitlements to remuneration are not conditional upon the resolution being passed. The Director's Remuneration Report comprises the Letter from the Chairman of the Remuneration Committee and the Directors' Annual Report on Remuneration as set out on pages 102 to 105 and pages 114 to 122 of the 2022 Annual Report and Accounts.

The Directors' Remuneration Policy was approved by shareholders at the AGM on 27 July 2021 for a period of three years. As the Company is incorporated in Jersey, the UK remuneration reporting regulations which require shareholder approval of the directors' remuneration policy at least every three years do not apply to the Company. However, as a UK listed company, the Board has chosen to apply this regime voluntarily and it is intended that the policy will be put to shareholders for approval again by no later than the AGM in 2024.

The Directors' Remuneration Policy can be found on pages 106 to 114 of the 2022 Annual Report and Accounts and does not form part of the Directors' Remuneration Report for the purposes of Resolution 2.

Resolutions 3-18: Re-election and election of directors

Under the UK Corporate Governance Code, there is a recommendation that all directors stand for annual re-election. Accordingly, all the directors offer themselves for re-election or election, proposed through separate resolutions 3 to 18.

In accordance with Listing Rule 9.2.2E(R) and the Articles, there will be an ordinary resolution and a separate resolution of Independent Shareholders in respect of the election and re-election of each of the Independent Directors (as defined in the Articles), being Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri, Anthony Radev and Anna Gatti.

Anna Gatti joined the Board as Non-Executive Director on 3 November 2021. In accordance with the Articles, Anna Gatti shall hold office only until the AGM but will stand for election at the AGM to continue to be a director of the Company. As with the other Independent Directors, there will be an ordinary resolution and a separate resolution of Independent Shareholders in respect of the election of Anna Gatti.

No Controlling Shareholder (as defined in the Articles) or associate of a Controlling Shareholder will be eligible to vote in respect of the Independent Shareholder resolutions. As at the date of this document, Indigo Hungary LP and Indigo Maple Hill, LP, are the only Controlling Shareholders of the Company and are precluded from voting on the Independent Shareholder resolutions.

The Board has assessed each of the Independent Directors proposed for re-election or election and considers that they are independent as assessed against the circumstances set out in Provision 10 of the UK Corporate Governance Code. The Board considers that each of the Independent Directors is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his or her judgement.

Save as set out below, none of the Independent Directors has any existing or previous relationship, transaction or arrangement with the Company, its advisers, directors or senior employees any Controlling Shareholder or any associate of a Controlling Shareholder:

- Barry Eccleston retired as the chief executive officer of Airbus Americas, Inc. in February 2018. The Company has historically entered into purchase agreements with Airbus S.A.S. for the acquisition of Airbus A320 family aircraft but in negotiating these purchase agreements, the Company has not had any material business relationship with either Barry Eccleston or Airbus Americas, Inc.

Biographical details of each of the directors standing for re-election and election are set out on pages 13 to 15 of this Notice. The Board considers each director to be effective in their role and that they continue to demonstrate the level of commitment required in connection with their role on the Board and the needs of the business.

Resolutions 19 and 20: Re-appointment and remuneration of the auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders. Resolution 19 proposes the appointment of PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM.

It is normal practice for a company's audit committee to be authorised to determine the level of the auditors' remuneration for the ensuing year for and on behalf of the Board. Resolution 20 proposes to give such authority to the audit committee.

Resolution 21: Authority to allot shares

The Company's directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so by shareholders. This resolution will give authority for the directors to allot shares or grant rights to subscribe for or convert any securities into shares in accordance with the Investment Association (the "IA") Guidelines and Article 20 of the Articles: (a) up to a maximum aggregate nominal amount of £3,441 (representing approximately one third of the total issued ordinary shares as at 12 August 2022, being the last practicable date before publication of this Notice) without restriction; and (b) the same amount again, but only in respect of a pre-emptive issue to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical restrictions).

In accordance with IA guidance, this authority shall expire at the conclusion of the Company's next AGM (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution, being 13 December 2023). The directors have no present intention of exercising this authority other than in connection with the Company's employee share schemes. However, it is considered prudent to maintain the flexibility that this authority provides. The Company's directors intend to renew this authority annually. As at 12 August 2022, being the latest practicable date prior to the publication of this Notice, the Company does not hold any shares in treasury.

Resolutions 22 and 23: Disapplication of pre-emption rights

Pursuant to Article 25 of the Articles, if the directors wish to allot Equity Securities (as defined in the Articles) for cash, they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue or transfer of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Articles unless the shareholders have first waived their pre-emption rights. Resolutions 22 and 23 will therefore empower the directors to allot unissued Equity Securities, pursuant to the authority granted under resolution 21 above, for cash, without application of the pre-emption rights contained in Articles 25 to 28 of the Articles.

The purpose of resolution 22 is to empower the directors to allot new shares pursuant to the authority given by resolution 21, or sell treasury shares, for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to a nominal value of £516, being approximately 5% of the issued ordinary share capital of the Company as at 12 August 2022 (being the latest practicable date prior to the publication of this Notice), without the shares being offered to existing shareholders in proportion to their existing holdings.

The purpose of resolution 23 is to empower the directors to allot new shares pursuant to the authority given by resolution 21, or sell treasury shares, for cash up to a further nominal value of £516 being approximately 5% of the issued ordinary share capital of the Company as at 12 August 2022 (being the latest practicable date prior to the publication of this Notice), without the shares being offered to existing shareholders in proportion to their existing holdings, only in connection with an acquisition or specified capital investment (within the meaning given in the Pre-emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights ("**Statement of Principles**")) which is announced at the same time as the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of that allotment.

The directors have no present intention of exercising these authorities other than in connection with the Company's employee share schemes. The directors do not intend to issue more than 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares (if any)) for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Statement of Principles) without prior consultation with shareholders.

These authorities will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on the date which is 15 months after the date of passing of these resolutions, being 13 December 2023.

DIRECTORS' BIOGRAPHIES

William A. Franke, *Chairman*

Mr Franke has been Chairman of Wizz Air since 2004. The Chairman's role is to lead the Board and ensure that it operates effectively. Mr Franke is the founder and managing partner of Indigo Partners LLC, a private equity fund focused on air transportation. He is currently chairman of Frontier Airlines, Inc, a United States airline, JetSMART SpA, a Chilean airline, EnerJet, a Canadian start-up airline, and APiJET LLC, a software company focused on providing real-time cost saving analytics to airlines, and currently serves on the board of directors of Concesionaria Vuela Compania de Aviacion, S.A. de C.V., a Mexican airline that does business as Volaris. From 1998 to 2001, Mr Franke was a managing partner of Newbridge Latin America, a private equity fund focused on Latin America. Mr Franke was the chairman and chief executive officer of America West Airlines from 1993 to 2001. He served as chairman of Spirit Airlines Inc., a United States airline, from 2006 to 2013 and Tiger Aviation Pte. Ltd, a Singapore-based airline, from 2004 to 2009, and held directorships in Alpargatas S.A.I.C., an Argentina-based footwear and textiles manufacturer, from 1996 to 2007, and Phelps Dodge Corporation, a mining company, where he served as the lead outside director for several years, from 1980 to 2007. He has in the past served on a number of publicly listed company boards of directors including ON Semiconductor, Valley National Corporation, Southwest Forest Industries and the Circle K Corporation. Mr Franke has both undergraduate and law degrees from Stanford University and an honorary PhD from Northern Arizona University. Mr Franke was the 2019 recipient of the Excellence in Leadership Award at the 45th ATW Airline Industry Achievement Awards.

József Váradi, *Chief Executive Officer*

Mr Váradi was one of the founders of Wizz Air in 2003. Mr Váradi worked at Procter & Gamble for ten years between 1991 and 2001, and became sales director for global customers where he was responsible for major clients throughout eleven EU countries. He then joined Malév Hungarian Airlines, the Hungarian state airline, as chief commercial officer in 2001, before serving as its chief executive officer from 2001 to 2003. He is currently a non-executive director of JetSMART Airlines SpA in Chile and he also held board memberships with companies such as Lufthansa Technik Budapest (Supervisory Board, 2001–2003) and Mandala Airlines in Indonesia (Board of Commissioners, 2007–2011). He has been serving the Board of Directors of Wizz Air Holdings Plc as executive director since 2003 and he chairs the Board of Directors of Wizz Air UK Ltd and Wizz Air Abu Dhabi. Mr Váradi won the Ernst & Young Hungary "Brave Innovator" award in 2007 and the "Entrepreneur Of The Year" award in 2017. Mr Váradi holds a master's degree in economics from the Budapest University of Economic Sciences and a master's degree in law from the University of London as well as an international directorship degree from INSEAD.

Stephen L. Johnson, *Non-Executive Director*

Mr Johnson joined the Board in 2004, left the Board in 2009 and was re-appointed as a Non-Executive Director in 2011. Mr Johnson is Executive Vice President and Strategic Advisor to the CEO, leadership team and the board of directors at American Airlines Group Inc. and its principal subsidiary, American Airlines, Inc. Previously, Mr. Johnson served as Executive Vice President - Corporate Affairs of American, from 2013 through 2021 and from 2009 until 2013 as Executive Vice President, Corporate and Government Affairs for US Airways. Prior to joining US Airways in 2009, Mr Johnson was a partner at Indigo from 2003 to 2009. Between 1995 and 2003, Mr Johnson held a variety of positions with America West Airlines, Inc. prior to its merger with US Airways, including Executive Vice President, Corporate. Prior to joining America West, Mr Johnson served as Senior Vice President and General Counsel at GPA Group plc, an aircraft leasing company, and as an attorney at Seattle-based law firm Bogle & Gates where he specialised in corporate and aircraft finance and taxation. Mr Johnson earned his Master of Business Administration and Juris Doctor from the University of California, Berkeley, and a Bachelor of Arts in Economics from California State University, Sacramento. He is a Lecturer at the School of Law and the Haas School of Business at the University of California, Berkeley, and serves on the Executive Advisory Board of the University's Berkeley Center for Law and Business.

Barry Eccleston, *Non-Executive Director*

Mr. Eccleston retired as CEO of Airbus Americas, Inc. in February 2018, where he was responsible for all aspects of the Airbus commercial airplane business in North America. He held this position since 2005. Previously, he was Vice President and General Manager for Honeywell's Propulsion Systems Enterprise and had earlier served as Honeywell's

Vice President of Commercial Aerospace for Europe, Middle East and Africa. Before joining Honeywell's in 2002, Mr. Eccleston was Executive Vice President of Fairchild Dornier Corporation, a provider of Regional Aircraft. He started his career with Rolls Royce where he held several senior positions, culminating as CEO of International Aero Engines, a joint venture with Pratt & Whitney. Mr. Eccleston holds a bachelor's degree in Aeronautical Engineering from Loughborough University, England and completed the International Executive Program at the International Institute for Management Development in Lausanne, Switzerland and holds an Honorary Doctorate from Loughborough University and from Vaughn College of Aeronautics. He has previously served as Chairman of the British-American Business Association in Washington D.C. and as President of The Wings Club of New York and has served on the Boards of other industry Associations. He recently stepped down as Executive Chairman of FLYHT Aerospace Solutions Ltd, a Canadian public company, and was a past outside director at Vector Aerospace Corporation in Canada. In Her Majesty the Queen's New Year 2019 Honours List, Mr. Eccleston was appointed an O.B.E.

Andrew S. Broderick, *Non-Executive Director*

Mr Broderick joined the Board in April 2019. Mr Broderick is a Managing Director of Indigo Partners LLC, a private equity fund focused on air transportation, which he joined in July 2008. He has served on the board of directors of Frontier Airlines Holdings, Inc., an airline based in the United States, since January 2018; JetSMART Airlines SpA, an airline based in Chile, since September 2018; and APIJET, LLC, a software company focused on providing real-time cost saving analytics to airlines, since November 2020. Additionally, he has served as an alternate on the board of directors for Concesionaria Vuela Compañía de Aviación, S.A.B. de C.V., an airline based in Mexico doing business as Volaris, since July 2010. Prior to joining Indigo, Mr Broderick was employed at a macroeconomic hedge fund and a stock-option valuation firm. Mr Broderick holds a B.S. in Economics and a B.A. in Spanish from Arizona State University and a Masters of Business Administration from the Stanford Graduate School of Business.

Charlotte Pedersen, *Non-Executive Director*

Ms Pedersen joined the Board in June 2020. She has more than 30 years of experience in the aviation sector. A joint Danish and Luxembourgish national, Ms Pedersen has been President of Helicopter Services and Chief Executive Officer of Luxaviation Helicopters, a global VVIP helicopter organisation and part of Luxaviation Group between 2016 and 2021. Ms. Pedersen was selected as the first female pilot candidate for the Royal Danish Air Force in 1989 and graduated her helicopter flight training in the US Navy on the Commodore's List with Distinction. After her military officer services, she joined the Civil Aviation Authority (CAA) in Luxembourg as a Flight Operations Inspector. Ms. Pedersen joined Luxaviation in 2012 and was appointed Chief Operating Officer of the Luxaviation Group in 2014, before becoming the President Helicopter Services and Chief Executive Officer of Luxaviation Helicopters. Ms. Pedersen holds a Master's degree with honors in Business Administration from Sacred Heart University and was awarded the Deans Leadership Award. Ms. Pedersen is an Elected Fellow of the Royal Aeronautical Society in the UK.

Charlotte Andsager, *Non-Executive Director*

A Danish national, Ms Andsager has held multiple regulatory roles within the Ministry of Transport and Communications of Norway as well as Telenor, the Norwegian majority state-owned multinational telecommunications company. In 2005, Ms Andsager served as Vice President, European & U.S. Public Affairs for SAS Group. In this capacity, Ms Andsager advised SAS Group on European & U.S. public affairs and maintained contacts with the European institutions and the U.S. Administration. In 2010, Ms Andsager joined Rolls-Royce Plc as Vice President EU Affairs where she served until 2014. Prior to joining the Wizz Air board, Ms Andsager served as an Independent Director on the board of Avinor Flysikring AS, the state-owned air navigation services provider in Norway. Ms Andsager holds a Masters' Degree in Law from Aarhus University.

Enrique Dupuy de Lome Chavarri, *Non-Executive Director*

Mr Dupuy de Lome Chavarri has had an extensive career at Spain's national carrier IBERIA. After joining the company in 1990 as Financial Director, he ultimately rose to become Chief Financial Officer, a position which he held for several years. He also played a key role in the merger of Iberia with British Airways in 2011 and the creation of the International Airlines Group ("IAG"). He became Chief Financial Officer at IAG, a position he held until he retired in June 2019. During his time at IAG, he led the financial strengthening and expansion of IAG, driving a significant improvement in its market capitalisation, profitability and returns. He also played a critical role in the Group's acquisitions of BMI, Vueling, Aer Lingus and the creation of Level. Mr Dupuy de Lome Chavarri holds an

MBA from IESE Business School, as well as a Master's Degree in Mining and Mineral Engineering from Universidad Politécnica de Madrid.

Dr. Anthony Radev, *Non-Executive Director*

Dr Radev joined the Board in April 2021 as an independent Non-Executive Director. A citizen of Hungary, Germany and Bulgaria, Dr. Radev has had an extensive career in academia and business. Presently, he serves as a president of Corvinus University in Budapest, Hungary, is a member of the Board of Directors at MOL Hungarian Oil and Gas Public Limited Company, a member of the Board at Hungary Football Federation and at the DSK bank in Bulgaria. For over twenty years, Dr. Radev has been involved with McKinsey & Co., in various roles, the last one culminating in a Senior Partner from 2001 until 2013. His engagement has spanned many sectors of the economy and included leading McKinsey's financial institutions practice in Central and Eastern Europe as well as being a member of the senior leadership team in European banking practice. Today, Dr. Radev is a Director Emeritus of McKinsey (honorary membership). In 2014, Dr. Radev founded the School for Executive Education and Development (SEED) in Budapest to serve the needs of Central and Eastern European companies. Dr. Radev holds a Master's Degree in Economics from Marx Karoly University of Economics in Budapest, a Ph.D Degree in Economics, from the Institute of Contemporary Social Sciences at Sofia, Bulgaria and a Post-graduate programme in International Studies at Bologna Center, School for Advanced Studies at the John Hopkins University, Bologna, Italy.

Anna Gatti, *Non-Executive Director*

Ms Gatti is a global technology and business leader with robust corporate governance experience built over years of board membership in international public and private companies. She currently serves as independent non-executive director at Intesa Sanpaolo Bank, Fiera Milano, and WiZink Bank in Spain. As a seasoned digital sales and operations executive, she has demonstrated an ability to translate strategic thinking into strong business growth, and driven customer success at scale for companies such as Google, YouTube and Skype. She worked at launching YouTube in more than 22 countries and built an entirely new advertising product business for Skype that laid the foundation for the company's planned IPO and eventual sale to Microsoft. Ms. Gatti is also an active angel investor. In the Silicon Valley, where Anna has been living for over twenty years, she co-founded two start-ups leveraging artificial intelligence applied to big data. Prior to her career in technology, Ms. Gatti spent years in research and public policy, working at the World Health Organization and at the University of Berkeley, California, Goldman School of Public Policy. She currently serves as Associated Professor of Practice of Digital Transformation at the Scuola di Direzione Aziendale (SDA) at Bocconi University, where she is also the Director of the research lab in life sciences and digital technology (LIFT Lab). She holds a Ph.D Degree in Business Administration and a Ph.D Degree in Criminology. She has also completed a post-doctoral program in Organization Behaviour at Stanford University.