

## RESULT OF ANNUAL GENERAL MEETING

### ALL ORDINARY AND SPECIAL RESOLUTIONS DULY PASSED

**Geneva, 24 July 2017:** 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 duly passed. All the resolutions were decided by poll.

The results of the poll, incorporating proxy votes lodged in advance of the meeting, can be found below. Further details of each of the resolutions are contained in the notice of AGM which is available at <http://corporate.wizzair.com>.

Resolution	Votes For	%	Votes Against	%	Total Votes	% of Issued Share Capital Voted	Votes Withheld*
<b>Ordinary resolutions</b>							
<b>1</b> To receive the Company’s annual report and accounts for the financial year ended 31 March 2018 together with the related directors’ and auditor’s report.	53,148,317	99.10	482,833	0.90	53,631,150	73.06	641,498
<b>2</b> To approve the directors’ remuneration report for the financial year ended 31 March 2018	50,533,946	93.38	3,581,402	6.62	54,115,348	69.47	157,300
<b>3</b> To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, which takes effect immediately after the end of the AGM.	34,989,350	74.10	12,230,322	25.90	47,219,672	48.10	7,052,976
<b>4</b> To re-elect William A. Franke as a Director	46,571,759	90.31	4,996,062	9.69	51,567,821	64.02	2,704,827
<b>5</b> To re-elect József Váradi as a Director	53,965,657	99.72	149,992	0.28	54,115,649	74.18	157,000
<b>6</b> To re-elect Thierry de Preux as a Director	53,695,245	99.22	420,403	0.78	54,115,648	73.81	157,000
<b>7</b> To re-elect Thierry de Preux as a Director (Independent Shareholder Vote)	53,695,245	99.22	420,403	0.78	54,115,648	73.81	157,000
<b>8</b> To re-elect Guido Demuyck as a Director	52,171,863	96.41	1,943,785	3.59	54,115,648	71.72	157,000
<b>9</b> To re-elect Guido Demuyck as a Director (Independent Shareholder Vote)	52,155,405	96.38	1,960,243	3.62	54,115,648	71.70	157,000
<b>10</b> To re-elect Simon Duffy as a Director	52,041,731	97.43	1,372,481	2.57	53,414,212	71.54	858,437
<b>11</b> To re-elect Simon Duffy as a Director	52,041,731	97.43	1,372,481	2.57	53,414,212	71.54	858,437

(Independent Shareholder Vote)								
12 To re-elect Susan Hooper as a Director	53,856,166	99.52	259,483	0.48	54,115,649	74.03	157,000	
13 To elect Susan Hooper as a Director (Independent Shareholder Vote)	53,856,166	99.52	259,483	0.48	54,115,649	74.03	157,000	
14 To re-elect Stephen L. Johnson as a Director	53,337,570	99.72	150,234	0.28	53,487,804	73.32	784,845	
15 To re-elect John McMahon as a Director	Resolution withdrawn							
16 To re-elect John McMahon as a Director (Independent Shareholder Vote)	Resolution withdrawn							
17 To re-elect John R. Wilson as a Director	53,337,570	99.72	150,234	0.28	53,487,804	73.32	784,845	
18 To elect Barry Eccleston as a Director	54,024,988	99.83	90,661	0.17	54,115,649	74.27	157,000	
19 To elect Barry Eccleston as a Director (Independent Shareholder Vote)	54,024,988	99.83	90,661	0.17	54,115,649	74.27	157,000	
20 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors	51,803,585	96.47	1,893,878	3.53	53,697,463	71.21	575,185	
21 To authorise the directors and/or the audit committee to agree the auditors' remuneration	46,607,256	86.80	7,090,207	13.20	53,697,463	64.07	575,185	
22 To authorise the directors to allot shares or grant rights to subscribe for or to convert any security into shares	47,122,185	87.08	6,993,463	12.92	54,115,648	64.78	157,000	
<b>Special Resolution</b>								
23 Disapplication of pre-emption rights.	53,873,029	99.55	242,620	0.45	54,115,649	74.06	157,000	
24 Disapplication of pre-emption rights in connection with an acquisition or specified capital investment	48,614,368	89.83	5,501,280	10.17	54,115,648	66.83	157,000	

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

While pleased that shareholders have approved all resolutions proposed at the 2018 AGM, including strong support for our 2018 remuneration report, the Board notes a significant minority vote against the resolution to approve our Remuneration Policy (resolution 3). As outlined in our annual report, the remuneration policy is largely unchanged from the previous policy approved at the 2015 AGM. However, the Remuneration Committee has introduced recovery provisions (clawback and malus) for all variable remuneration and will now also have the power to implement shareholding guidelines, mandatory bonus deferral and an additional LTIP post-vesting holding period during the lifetime of the policy.



The Board and the Remuneration Committee have engaged extensively with shareholders and proxy advisors and have gained a clear insight into the reasons for the number of votes registered against Resolution 3, which primarily relate to the absence of the structural features outlined. The Remuneration Committee recognises that, at certain companies, the absence of those features may be a cause for concern. However at Wizz Air, the sole executive director – the CEO and Co-founder – owns shares currently valued at approximately GBP 69 million (circa 115 times salary). This holding ensures strong alignment between the interests of the CEO and those of shareholders.

The Remuneration Committee will, as a matter of course, continue to keep such features and shareholder feedback under close review, while maintaining a philosophy of simplicity and low cost which has been very effective in driving strong performance and delivering shareholder value.

In accordance with paragraph 9.2.2E of the Listing Rules, the resolutions to re-elect Thierry de Preux, Guido Demuyne, Simon Duffy and Susan Hooper as directors of the Company were approved by (a) the shareholders of the Company (resolutions 6, 8, 10, and 12) and (b) the independent shareholders of the Company (resolutions 7, 9, 11, and 13).

As announced to the market, John McMahon retired as a Director prior to the meeting with immediate effect. Resolutions 15 and 16 dealt with the re-election of John McMahon as a Director and were therefore redundant and would, if passed, be ineffective. They were therefore withdrawn at the meeting.

In accordance with paragraph 9.6.2R of the Listing Rules, a copy of the special resolution approved at the AGM has been forwarded to the Financial Conduct Authority for publication through the Document Viewing Facility and will be accessible via the National Storage Mechanism website ([www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)).

The total voting rights of the Company as at 1:00 p.m. on 20 July 2018, being the day on which shareholders had to be on the Company's shareholder register in order to be eligible to vote, was 72,746,171.

The AGM results will also be made available on the Company's website: <http://corporate.www.wizzair.com>.

- Ends -

## ABOUT WIZZ AIR

Wizz Air is the largest low-cost airline in Central and Eastern Europe, operates a fleet of 104 Airbus A320 and Airbus A321 aircraft, and offers more than 600 routes from 25 bases, connecting 142 destinations across 44 countries. At Wizz Air, a team of more than 4,000 aviation professionals delivers superior service and very low ticket prices making Wizz Air the preferred choice of over 30 million passengers in the past 12 months. Wizz Air is listed on the London Stock Exchange under the ticker WIZZ and is included in the FTSE 250 and FTSE All-Share Indices. Wizz Air is registered under the International Air Transport Association (IATA), Operational Safety Audit (IOSA), the global benchmark in airline safety recognition. The company was recently named 2017 - European Airline of the Year by Aviation 100, a renown annual publication that recognizes the year's most outstanding performers in the aerospace industry.

### For more information:

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