

Wizz Air Holdings Plc

RESULT OF ANNUAL GENERAL MEETING

Geneva, 25 September 2024: 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 apart from one resolution which was not passed as detailed further below. All resolutions were decided by poll.

The total voting rights of the Company as at 4.00 p.m. (CEST) on 23 September 2024, being the time at which shareholders had to be on the Company’s shareholder register in order to be eligible to vote, was 103,381,671.

In accordance with paragraph 6.2.8 of the UK Listing Rules, the resolutions to re-elect Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri, Anthony Radev, Anna Gatti and Phit Lian Chong as directors of the Company were approved by (a) the shareholders of the Company (resolutions 8, 11, 13, 15, 17, 19 and 21) and (b) the independent shareholders of the Company (resolutions 9, 12, 14, 16, 18, 20 and 22).

In accordance with paragraph 6.4.2 of the UK 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 3, 4, 8 and 9, being approval of the Directors’ Remuneration Policy, approval of the amendments to the rules of the Wizz Air Omnibus Plan, re-election of Barry Eccleston as a director and re-election of Barry Eccleston as a director (Independent shareholder vote), respectively, had more than 20% of votes cast against following the proportionate disenfranchisement of Non-Qualifying Nationals described below.

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.

Resolution 27 (*disapplication of pre-emption rights in connection with an acquisition or specified capital investment*) was not passed at the AGM as 74.77% of votes were cast in favour and 25.23% of votes were cast against following the proportionate disenfranchisement of Non-Qualifying Nationals described below (as a special resolution, resolution 27 required at least 75% of votes cast to be in favour in order to pass). The Board notes that resolution 27 was in line with the Pre-Emption Group’s Statement of Principles, as revised in November 2022, and was consistent with the approach taken by the Company at prior annual general meetings which was to seek disapplication authorities in line with the statement of principles in effect at the time. As noted in the notice of AGM, the directors have no present intention of exercising the authorities in resolution 26 (which was passed at the AGM) other than in connection with the Company’s employee share schemes.

The Board is pleased that most 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 4 September 2024. 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 2024 together with the related directors' and auditor's report (the "2024 Annual Report and Accounts").	76,715,123	99.99%	9,581	0.01%	76,724,704	74.21%	1,342,685
2 To approve the directors' remuneration report for the financial year ended 31 March 2024.	76,087,480	97.47%	1,977,570	2.53%	78,065,050	75.51%	2,339
3 To approve the directors' remuneration policy appended to the AGM Notice.	50,873,896	65.58%	26,696,682	34.42%	77,570,578	75.03%	496,811
4 To approve certain amendments to the rules of the Wizz Air Omnibus Plan.	52,566,455	67.77%	25,003,569	32.23%	77,570,024	75.03%	497,365
5 To re-elect William A. Franke as director.	71,670,799	92.77%	5,585,690	7.23%	77,256,489	74.73%	810,900
6 To re-elect József Váradi as director.	77,836,907	99.71%	226,841	0.29%	78,063,748	75.51%	3,641
7 To re-elect Stephen L. Johnson as director.	75,438,586	96.64%	2,625,675	3.36%	78,064,261	75.51%	3,128
8 To re-elect Barry Eccleston as director.	67,077,663	85.93%	10,987,513	14.07%	78,065,176	75.51%	2,213
9 To re-elect Barry Eccleston as director. (INDEPENDENT VOTE)	42,145,223	79.31%	10,994,039	20.69%	53,139,262	51.40%	24,928,127
10 To re-elect Andrew S. Broderick as director.	77,839,596	99.71%	225,596	0.29%	78,065,192	75.51%	2,197
11 To re-elect Charlotte Pedersen as director.	78,052,518	99.98%	12,341	0.02%	78,064,859	75.51%	2,530
12 To re-elect Charlotte Pedersen as director. (INDEPENDENT VOTE)	53,127,330	99.98%	11,604	0.02%	53,138,934	51.40%	24,928,455
13 To re-elect Charlotte Andsager as director.	77,586,811	99.39%	477,994	0.61%	78,064,805	75.51%	2,584
14 To re-elect Charlotte Andsager as director. (INDEPENDENT VOTE)	52,428,781	98.66%	710,099	1.34%	53,138,880	51.40%	24,928,509
15 To re-elect Enrique Dupuy de Lome Chavarri as director.	78,049,878	99.98%	13,636	0.02%	78,063,514	75.51%	3,875
16 To re-elect Enrique Dupuy de Lome Chavarri as director. (INDEPENDENT VOTE)	53,124,115	99.97%	13,474	0.03%	53,137,589	51.40%	24,929,800
17 To re-elect Anthony Radev as director.	74,172,668	95.01%	3,891,607	4.99%	78,064,275	75.51%	3,114
18 To re-elect Anthony Radev as director. (INDEPENDENT VOTE)	49,248,475	92.68%	3,889,875	7.32%	53,138,350	51.40%	24,929,039

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
19 To re-elect Anna Gatti as director.	74,171,971	95.01%	3,892,618	4.99%	78,064,589	75.51%	2,800
20 To re-elect Anna Gatti as director. (INDEPENDENT VOTE)	49,243,576	92.67%	3,895,089	7.33%	53,138,665	51.40%	24,928,724
21 To re-elect Phit Lian Chong as director.	78,051,889	99.98%	12,934	0.02%	78,064,823	75.51%	2,566
22 To re-elect Phit Lian Chong as director. (INDEPENDENT VOTE)	53,126,591	99.98%	12,307	0.02%	53,138,898	51.40%	24,928,491
23 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM.	76,393,098	97.86%	1,672,105	2.14%	78,065,203	75.51%	2,186
24 To authorise the audit committee to agree the remuneration of the auditors.	77,901,892	99.79%	163,316	0.21%	78,065,208	75.51%	2,181
25 To authorise the directors to allot shares.	72,054,337	92.33%	5,982,594	7.67%	78,036,931	75.48%	30,458
Special resolutions							
26 To disapply pre-emption rights.	58,439,474	74.89%	19,596,857	25.11%	78,036,331	75.48%	31,058
27 To disapply pre-emption rights in connection with an acquisition or specified capital investment.	51,619,032	66.15%	26,417,887	33.85%	78,036,919	75.48%	30,470

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 2024 together with the related directors' and auditor's report (the "2024 Annual Report and Accounts").	17,673,142	99.99%	1,533	0.01%	17,674,675	17.10%	214,869
2 To approve the directors' remuneration report for the financial year ended 31 March 2024.	17,178,448	96.03%	710,722	3.97%	17,889,170	17.30%	374
3 To approve the directors' remuneration policy appended to the AGM notice.	11,281,085	63.32%	6,533,913	36.68%	17,814,998	17.23%	79,504
4 To approve certain amendments to the rules of the Wizz Air Omnibus Plan.	13,161,848	73.89%	4,650,371	26.11%	17,812,220	17.23%	79,593

	Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*
5	To re-elect William A. Franke as director.	16,362,114	92.17%	1,390,529	7.83%	17,752,643	17.17%	136,901
6	To re-elect József Váradi as director.	17,852,660	99.80%	36,301	0.20%	17,888,961	17.30%	583
7	To re-elect Stephen L. Johnson as director.	17,099,775	95.59%	789,268	4.41%	17,889,044	17.30%	501
8	To re-elect Barry Eccleston as director.	13,903,685	77.72%	3,984,974	22.28%	17,888,659	17.30%	354
9	To re-elect Barry Eccleston as director. (INDEPENDENT VOTE)	9,914,492	71.32%	3,986,019	28.68%	13,900,510	13.45%	3,988,503
10	To re-elect Andrew S. Broderick as director.	17,853,091	99.80%	36,102	0.20%	17,889,193	17.30%	352
11	To re-elect Charlotte Pedersen as director.	17,887,164	99.99%	1,975	0.01%	17,889,139	17.30%	405
12	To re-elect Charlotte Pedersen as director. (INDEPENDENT VOTE)	13,899,132	99.99%	1,857	0.01%	13,900,989	13.45%	3,988,555
13	To re-elect Charlotte Andsager as director.	17,458,145	97.59%	430,986	2.41%	17,889,131	17.30%	414
14	To re-elect Charlotte Andsager as director. (INDEPENDENT VOTE)	13,445,533	96.64%	468,129	3.36%	13,913,662	13.46%	3,988,564
15	To re-elect Enrique Dupuy de Lome Chavarri as director.	17,886,742	99.99%	2,182	0.01%	17,888,924	17.30%	620
16	To re-elect Enrique Dupuy de Lome Chavarri as director. (INDEPENDENT VOTE)	13,898,617	99.98%	2,156	0.02%	13,900,774	13.45%	3,988,771
17	To re-elect Anthony Radev as director.	15,584,165	87.12%	2,304,881	12.88%	17,889,046	17.30%	498
18	To re-elect Anthony Radev as director. (INDEPENDENT VOTE)	11,596,292	83.42%	2,304,604	16.58%	13,900,895	13.45%	3,988,649
19	To re-elect Anna Gatti as director.	15,584,053	87.11%	2,305,043	12.89%	17,889,096	17.30%	448
20	To re-elect Anna Gatti as director. (INDEPENDENT VOTE)	11,595,508	83.42%	2,305,438	16.58%	13,900,946	13.45%	3,988,598
21	To re-elect Phit Lian Chong as director.	17,887,064	99.99%	2,070	0.01%	17,889,133	17.30%	411
22	To re-elect Phit Lian Chong as director. (INDEPENDENT VOTE)	13,899,014	99.99%	1,969	0.01%	13,900,983	13.45%	3,988,561
23	To re-appoint PricewaterhouseCoopers LLP as the Company's auditors from the conclusion of the AGM until the conclusion of the next AGM.	17,555,043	98.13%	334,151	1.87%	17,889,194	17.30%	350
24	To authorise the audit committee to agree the remuneration of the auditors.	17,863,060	99.85%	26,135	0.15%	17,889,195	17.30%	349
25	To authorise the directors to allot shares.	16,844,604	94.18%	1,040,066	5.82%	17,884,670	17.30%	4,874

Resolution	Votes For	%	Votes Against	%	Total Votes (excluding votes withheld)	% of Issued Share Capital Voted	Votes Withheld*	
Special resolutions								
26	To disapply pre-emption rights.	14,501,387	81.08%	3,383,187	18.92%	17,884,574	17.30%	4,970
27	To disapply pre-emption rights in connection with an acquisition or specified capital investment.	13,372,627	74.77%	4,512,041	25.23%	17,884,668	17.30%	4,876

*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, one of the most sustainable European airlines, operates a fleet of over 220 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 62 million passengers in the financial year ending 31 March 2024. Wizz Air is listed on the London Stock Exchange under the ticker WIZZ. The company was recently named the World's Top 5 Safest Low-Cost Airlines 2024 by 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 2021-2024 and the "Global Environmental Sustainability Airline Group of the Year" by the CAPA-Centre for Aviation Awards for Excellence 2022-2023.

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