Notice of Annual General Meeting

27 July 2021 at 3.00 p.m. (CEST)

to be held at Le Lumion, Route François-Peyrot 12, CH-1218 Grand-Saconnex, 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.

Due to the ongoing **COVID-19 pandemic**, the directors have been monitoring the situation and in particular the enhanced global restrictions on movement of people and the ability to attend mass gatherings. On 31 May 2021, the Swiss Authorities relaxed local restrictions to permit indoor gatherings of up to 30 people (the "**30 Person Limit**"), provided provision is made to ensure compulsory social distancing measures and hygiene precautions ("**Social Distancing Measures**") are put in place.

The Company is proposing to convene the AGM in compliance with the Social Distancing Measures however, due to the 30 Person Limit, shareholders who travel to the meeting may not be admitted. The directors therefore respectfully request that if you wish to physically attend the AGM that you also submit a proxy form in accordance with the enclosed instructions, ideally by electronic means to ensure your vote is counted. Due to the Social Distancing Measures, the business at the AGM will be curtailed to deal only with proposing and voting on the resolutions set out in the Notice, with no wider presentations on business performance or Q&As. Our advisers and other guests have also been asked not to attend in person.

If the restrictions are further lifted before the scheduled date of the AGM, the Company will notify shareholders of any further changes in compliance with the Company's articles of association and the Financial Conduct Authority's Listing Rules. 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
Company Number: 103356
44 Esplanade, St. Helier
JE4 9WG Jersey, Channel Islands

wizzair.com

5 July 2021

Dear Shareholder,

ANNUAL GENERAL MEETING OF THE COMPANY – 27 JULY 2021

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 Le Lumion, Route François-Peyrot 12, CH-1218 Grand-Saconnex, Switzerland on 27 July 2021 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 4 to 6 of this document ("**Notice**"). Explanatory notes on each resolution to be considered at the AGM appear on pages 11 to 28 of this document.

In addition to this letter, there is also a letter from Barry Eccleston, the chairman of the Company's remuneration committee (the "**Remuneration Committee**") on pages 12 to 17 of this document which explains the background to the new remuneration proposals. These proposals relate to the Company's new directors' remuneration policy ("**Directors' Remuneration Policy**"), new value creation plan ("**VCP**") for the CEO, new senior leadership growth plan ("**SLGP**") for the senior leadership team and new omnibus share plan ("**Omnibus Plan**"). Shareholders are being asked to approve all of these proposals that require shareholder approval. Shareholders will also see our proposal to introduce an all employee cash bonus plan that aligns all employees across our business in shareholder value creation. This does not require shareholder approval. Barry Eccleston and I have been involved in an ongoing consultation with shareholders about these very important proposals and Barry's letter sets out details on the proposals and their rationale. The Board believes these proposals are business critical for the retention, motivation and incentivisation of our world class CEO, leadership, and wider employee population, to continue to deliver the significant growth our shareholders have enjoyed since the Company's listing in 2015.

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 23 July 2021 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 5 to 8 on page 7 to 8 of this document.

Attendance and impact of COVID-19

The directors are continuously monitoring the global advice relating to COVID-19, compulsory social distancing measures and hygiene precautions ("**Social Distancing Measures**").

On 31 May 2021, the Swiss Authorities relaxed local restrictions to permit indoor gatherings of up to 30 people (the "**30 Person Limit**"), provided provision is made to ensure Social Distancing Measures are put in place. **Due to the 30 Person Limit, shareholders who travel to the meeting may not be admitted and shareholders are therefore advised to submit a proxy form in accordance with the enclosed instructions, ideally by electronic means, to ensure your vote is counted**. 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.

Due to the Social Distancing Measures and the 30 Person Limit that will be in place at the AGM, the directors request that shareholders (i) appoint the chair of the AGM as their proxy and (ii) submit their vote in advance of the AGM (via proxy) as soon as possible and in any event not later than 3.00 p.m. (CEST) on 23 July 2021. 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 due to the 30 Person Limit, that shareholder's votes will not be counted. 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.

The business at the AGM will be curtailed to deal only with proposing and voting on the resolutions set out in the Notice, with no wider presentations on business performance or Q&As.

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. The Company will endeavour to respond to these questions as soon as practicable after the AGM.

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 2021.

Resolutions 2 to 5 relate to remuneration and are accompanied by a letter of explanation from our Remuneration Committee Chairman.

Board of directors

Resolutions 6 to 21 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 for Peter Agnefjäll and Maria Kyriacou, will be standing for re-election at the AGM. At this year's AGM, Charlotte Andsager, Enrique Dupy de Lome Chavarri and Anthony Radev 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 and a separate resolution of Independent Shareholders (as defined in the Articles) in respect of the election and re-election of each of the Independent Directors (as defined in the Articles), being Simon Duffy, Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri and Anthony Radev.

A brief summary of the skills and experience of each director is set out on pages 29 and 31 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

Due to the Social Distancing Measures and the 30 Person Limit that will be in place at the AGM, shareholders may not be admitted to the AGM and are therefore requested to appoint the chair of the AGM as their 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 due to the 30 Person Limit, that shareholder's votes will not be counted.

To facilitate and encourage shareholder participation during these difficult and uncertain times, 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 23 July 2021. Alternatively, you may also register your proxy appointment(s) and voting instructions electronically or 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 8 to 9 of this document for further details of how to appoint a proxy or proxies. Registration of a proxy appointment will not prevent you from attending and voting at the AGM if you so wish.

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.

Yours sincerely,

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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 Le Lumion, Route François-Peyrot 12, CH-1218 Grand-Saconnex, Switzerland on 27 July 2021 at 3.00 p.m. (CEST) to consider and, if thought fit, pass the following resolutions of which resolutions 1-24 (inclusive) shall be proposed as ordinary resolutions and resolutions 25 and 26 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 2021 together with the related directors' and auditor's report.

Resolution 2: Approval of the Directors' Remuneration Policy

THAT the Directors' Remuneration Policy, set out on pages 84 to 90 of the 2021 Annual Report and Accounts, be and is hereby approved and takes effect immediately after the end of the AGM on 27 July 2021.

Resolution 3: Approval of the Directors' Remuneration Report

THAT the Directors' Remuneration Report for the financial year ended 31 March 2021, set out on pages 80 to 98 of the 2021 Annual Report and Accounts (excluding the part containing the Directors' Remuneration Policy), be and is hereby approved.

Resolution 4: Adoption of the Wizz Air Omnibus Plan

THAT the Wizz Air Omnibus Plan, the main features of which are summarised in Appendix 1 to the Remuneration Committee Chairman's Letter on pages 22 to 26 of this AGM notice, and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Remuneration Committee be hereby authorised to do all acts and things which it considers necessary or desirable to carry the same into effect.

Resolution 5: Adoption of the Wizz Air Value Creation Plan

THAT the Wizz Air Value Creation Plan, the main features of which are summarised in Appendix 1 to the Remuneration Committee Chairman's Letter on pages 26 to 28 of this AGM notice, and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Remuneration Committee be hereby authorised to do all acts and things which it considers necessary or desirable to carry the same into effect.

Resolution 6: Re-election of a director

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

Resolution 7: Re-election of a director

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

Resolution 8: Re-election of a director

To re-elect Simon Duffy as a director of the Company.

Resolution 9: Re-election of a director (Independent Shareholder vote)

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

Resolution 10: Re-election of a director

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

Resolution 11: Re-election of a director

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

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

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

Resolution 13: Re-election of a director

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

Resolution 14: Re-election of a director

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

Resolution 15: Re-election of a director (Independent Shareholder vote)

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

Resolution 16: Election of a director

To elect Charlotte Andsager as a director of the Company.

Resolution 17: Election of a director (Independent Shareholder vote)

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

Resolution 18: Election of a director

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

Resolution 19: Election of a director (Independent Shareholder vote)

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

Resolution 20: Election of a director

To elect Anthony Radev as a director of the Company.

Resolution 21: Election of a director (Independent Shareholder vote)

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

Resolution 22: Re-appointment of auditors

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

Resolution 23: Auditor's remuneration

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

Resolution 24: 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 27 October 2022, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2022, and for that purpose the Authorised Allotment Amount (as defined in the Articles) shall be £3,434 and the Rights Issue Allotment Amount (as defined in the Articles) shall be £3,434. 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 25: Disapplication of pre-emption rights

Subject to and conditional upon the passing of resolution 24 (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 27 October 2022, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2022, 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 27, the Non-Pre-emptive Amount (as defined in the Articles) shall be £515. 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 26: Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

Subject to and conditional upon the passing of resolution 24 (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 27 October 2022, being the date 15 months after the passing of this resolution, and the conclusion of the Company's AGM in 2022, 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 26, 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 £515, 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

5 July 2021

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. Due to the Social Distancing Measures and the 30 Person Limit, shareholders who travel to the meeting may not be admitted and are therefore advised to submit a proxy form in accordance with the instructions below.

2. 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 23 July 2021 (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.

3. 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.

4. 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.

5. 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 2021, 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 86.9%.

6. 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 0.52%, whilst any 1% interest of Ordinary Shares held by a Qualifying National will entitle such Qualifying National to a voting interest of approximately 3.99%.

7. 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.

8. Capitalised terms used in explanatory notes 5 to 7 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 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

9. 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.

10. However, due to the Social Distancing Measures and the 30 Person Limit, shareholders are advised to appoint the chair of the meeting as their proxy in accordance with the guidance set out below. 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 due to the 30 Person Limit, that shareholder's votes will not be counted.

11. To be valid, an appointment of proxy, whether by means of an instrument or contained in an electronic form as stated at explanatory notes 13 and 14 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

12. 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 23 July 2021.

Electronic proxy appointment through CREST

13. 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.

14. 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 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.

15. 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.

16. 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

17. 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. The Company reminds such corporations that due to Social Distancing Measures and the 30 Person Limit there is no guarantee that such representative will be permitted to attend the AGM in person.

Nominated persons

18. 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. However, due to the Social Distancing Measures and the 30 Person Limit, Nominated Persons and any person appointed as a proxy (other than the chair of the meeting) may not be permitted to attend the AGM in person. 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 4 to 14 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

19. As at 1 July 2021 (being the last practicable business day prior to publication of this Notice), the Company's issued ordinary share capital consisted of 103,026,719 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.

EXPLANATORY NOTES TO THE NOTICE OF AGM

Inspection of documents

20. 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;

    d. a copy of the Omnibus Plan and VCP; and

    e. the articles of association of the Company.

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

Addresses

22. 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

23. 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.

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1-24 (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 25 and 26 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 24, 25 and 26, the calculations have been made on the basis of the issued ordinary share capital as at 1 July 2021, the latest practicable date prior to the publication of the Notice of the AGM, being 103,026,719 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 2021.

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 2 to 5: An explanatory letter from the Remuneration Committee Chairman

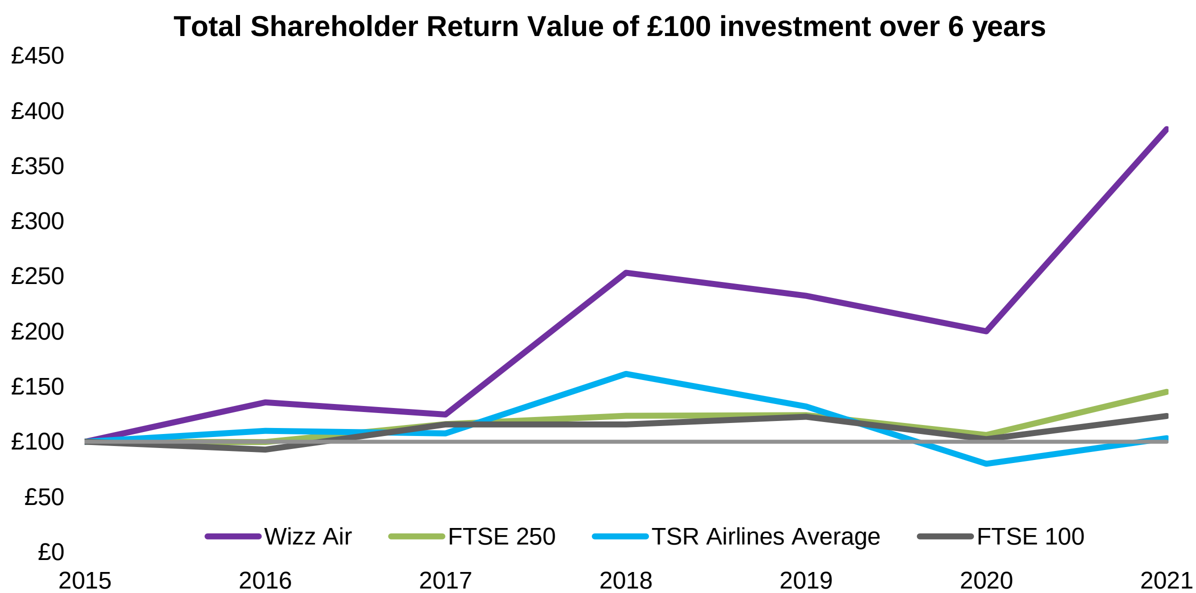
Dear Shareholder,

At the time of finalising the Directors' Remuneration Report for the financial year ended 31 March 2021, I noted that the Company was continuing consultation with our shareholders on our Directors' Remuneration Policy for our CEO. The Remuneration Committee needed more time to engage with shareholders and incorporate their feedback given the bespoke proposals that have been in discussion. This letter describes the context of such discussions and our final resolutions put forward at this AGM for your approval.

Context

At Wizz, we remain fortunate to have a founding CEO and an executive team who have driven a share price performance since IPO in February 2015 from £11.50 to £48.73 on the 2nd June, the date of the publication of our Annual Results, which is the strongest performance of any airline in the world. Over that period, represented by our TSR graph below, Wizz has outperformed Ryanair's TSR growth by over 300% and easyJet and IAG have lost value for shareholders over this period. For easyJet and IAG to catch up to the current TSR growth provided by Wizz they would each have to grow by over 500%. In terms of total share return growth, Wizz has outperformed the general FTSE 250 Index by over 600% and the FTSE 100 by over 1200%, as well as the average of the Airline peers by 8000%.

We consider we have a unique and world class leader in our CEO, József Váradi, who has not only delivered such exceptional shareholder value, far outperforming airline and general industry peers, but maintains an investment grade balance sheet ready for future growth. As the business enters a crucial period post the pandemic, the Board believes his leadership is central to delivering Wizz's next phase of sustainable growth over the coming five-year period and beyond. We know József's leadership is recognised in the market, and we want to secure his performance for the next phase of growth for Wizz and for our shareholders.



The CEO had a five-year employment contract which ended on 31 December 2020. By mutual agreement, it was agreed to extend that contract to the 2021 AGM, with an understanding that we would put in place a new five-year contract (incorporating the new Directors' Remuneration Policy put forward to this AGM). Our remuneration proposals, and importantly his new long-term incentive – the VCP – remain critical to the signing of a five-year contract from József that he will remain committed to Wizz. In approving these new proposals, not only do we ensure that we retain József, who we believe continues to be the leading global airline CEO, but we ensure that he, and the wider leadership and employee population, are incentivised to deliver shareholder value.

As we stated in the Directors' Remuneration Report, Wizz has been resilient and focused in the face of the COVID19 pandemic. During F21 the strong leadership of the CEO and his senior management team underpinned the Company's ability to weather the impact of the pandemic and to continue to deliver against strategic growth objectives. While the Company recorded a statutory net loss of Eur 482M, Wizz preserved its financial strength, continued to expand its footprint geographically and its fleet of aircraft, and József's leadership has positioned Wizz to return to growth (and capture market share) as the effect of the pandemic and travel restrictions recede. Wizz has the strongest relative balance sheet of any airline in Europe with Eur 1.61Bn in total cash. Additionally, all stakeholders are important to Wizz, our employees continue to provide feedback through our established communication channels including our engagement surveys which show a higher positive score than peers in the airline industry, and for our customers, at the year-end there were no overdue refunds.

Specifically, I would note that as part of the focus on strong financial management led by the CEO, the CFO and the management team, Wizz successfully achieved the quarterly cash objectives set out in the Short-term Incentive Plan ("**STIP**") for three quarters of F21. However, on the recommendation of the CEO and the management team, the Remuneration Committee agreed that there will be no STIP pay-out for F21. This comes in addition to the 7.5% salary reductions that will continue to apply to the CEO and his management team in F22. Furthermore, our management team will not receive any base pay increases or cash bonuses whilst UK government loans remain outstanding.

Shareholder consultation

During the first half of calendar 2021, the Remuneration Committee engaged extensively with shareholders as part of designing the revised Directors' Remuneration Policy to retain and incentivise our CEO for the next five years. At the core of our review were the following factors:

- Clear and simple alignment with shareholders' interests;
- Integration of sustainability factors that are central to our ability to create value over the long-term;
- The importance of retaining one of the world's highest performing CEOs;
- Flexibility in policy for future succession and fast-moving business strategy in reaction to COVID; and
- Ensuring incentives are aligned throughout the organisation.

I was fortunate enough to meet shareholders representing 50% of the Shares, as well as proxy advisers, the Investment Association and Glass Lewis, to discuss our proposals. For most shareholder meetings I was joined by our Chairman so that he could hear directly shareholder feedback and for all meetings I was supported by our Chief People Officer, Johan Eidhagen. In these sessions, we discussed our proposals to:

- Introduce a new VCP for the CEO, aligned to doubling the Company's share price over the next five-year period (7.5% -15% compound annual growth rate ("**CAGR**")) and delivering ESG objectives, but paid out over an eight-year period. As part of the adoption of the VCP our CEO has agreed to new employment and post-employment share ownership obligations as well as strengthening the malus and clawback requirements. If this VCP is approved there would be no awards under the Long-term Incentive Plan ("**LTIP**") for the CEO during the VCP performance period;
- Align performance conditions of our existing LTIP for the LTIP participants (excluding the CEO) with the same share price and ESG KPIs, albeit over a three-year period; and
- Introduce, for the first time, an annual cash-based all employee bonus scheme, again aligned with share price growth.

During the course of our engagement, we received a range of feedback given the bespoke nature of the proposals. A few shareholders felt the quantum was high relative to the UK market at this point in time, but the majority of shareholders whom we consulted offered support to our focus of retaining our CEO, complemented the stretching goals on an already high share price and the long-term nature of the proposals. The principal feedback from our meetings was that the Remuneration Committee consider:

- Increasing the level of stretch in the targets associated with the VCP design for the CEO or adjusting the quantum;

- How to further incentivise the next level of the senior leadership team to deliver the stretch conditions associated with the VCP. We have defined the senior leadership team as the presidents, executive vice presidents and officers, which currently consists of 11of the most senior individuals reporting to our CEO; and
- Ensuring appropriate Remuneration Committee ability to monitor award outcomes at the end of the period and ensure alignment with shareholder experience.

Amendments to proposals to reflect shareholder feedback

We considered this feedback and revised our proposals to closer align with shareholders' perspectives and adopt an appropriate incentive framework for the Company's group (the "**Group**") in this transformational growth period. We did not change the quantum as it was felt that this reflected an appropriate balance and proportionality given the global talent pool and global remuneration plans, the potential value to be delivered to shareholders, as well as being commensurate with a five-year performance period and eight-year pay-out timeline. The changes to our previously discussed proposals recommended by our shareholders and supported by the Remuneration Committee include:

- Increasing the level of stretch in the targets associated with the VCP from a doubling of share price growth (15% CAGR) to a 20% CAGR over a five-year period. Additionally, the threshold has been increased from 7.5% CAGR to 10% CAGR. This increased stretch defines the upper end growth over five years at 248% and from a base share price which includes an all-time high;
- Carefully selecting and defining the associated ESG objectives, which will represent 10% of the award, to focus on an equal mix of carbon emission reduction and gender diversity of our management team. The ESG criteria to be met over the 5 year period are 5% based on achieving carbon emissions of 45.1g/RpK during F2026, a 36% reduction over the F21 position of 77.3g/RpK and 5% based on achieving a minimum of 40% female within management at year end F26. However, value will be only provided for meeting these ESG criteria if the minimum threshold CAGR share price growth is achieved;
- The introduction of a new additional one-off five-year Senior Leadership Growth Plan ("**SLGP**") to align the senior leadership team with the same stretching share price objectives of the VCP. On this basis, the CEO and the senior leadership team are motivated to achieve the same stretching share price objectives;
- The introduction of Remuneration Committee discretion to monitor pay-outs under the plans and ensure award outcomes at the end of the period are consistent with superior shareholder experience; and
- The continued introduction of an all employee bonus plan aligned to the objectives above.

We strongly believe that, after careful consideration, our revised proposals reflect the most appropriate incentive framework for the organisation in this future growth period. They align incentives from the top to the bottom of the organisation and only provide reward for the achievement of stretch targets and delivery of exceptional shareholder value.

We wrote and engaged with our shareholders in June following these revisions to ensure we keep our shareholders informed and to provide an opportunity for any final feedback prior to firming up on our proposals. The final proposals were reviewed and debated by the Remuneration Committee and Board. We remain grateful to our shareholders for their time and feedback to help us shape the final proposals put forward today for approval.

Our proposed incentive framework

We believe that our proposed incentive arrangements will support the delivery of growth and success at Wizz over the next five-year period. They align incentives throughout the Group and only provide reward for the achievement of very stretching share price targets and delivery of ESG objectives. Our recent strong share price performance means that the starting point for our CAGR growth is off a record high share price. Achieving the maximum pay-out allowed will require share price growth of close to 250% from a base line performance which is, as mentioned, close to an all-time high.

As a Remuneration Committee, we continue to set policy and practices that are designed to support our strategy and promote the long-term success of the Group. Our proposals for our CEO take into account the following principles:

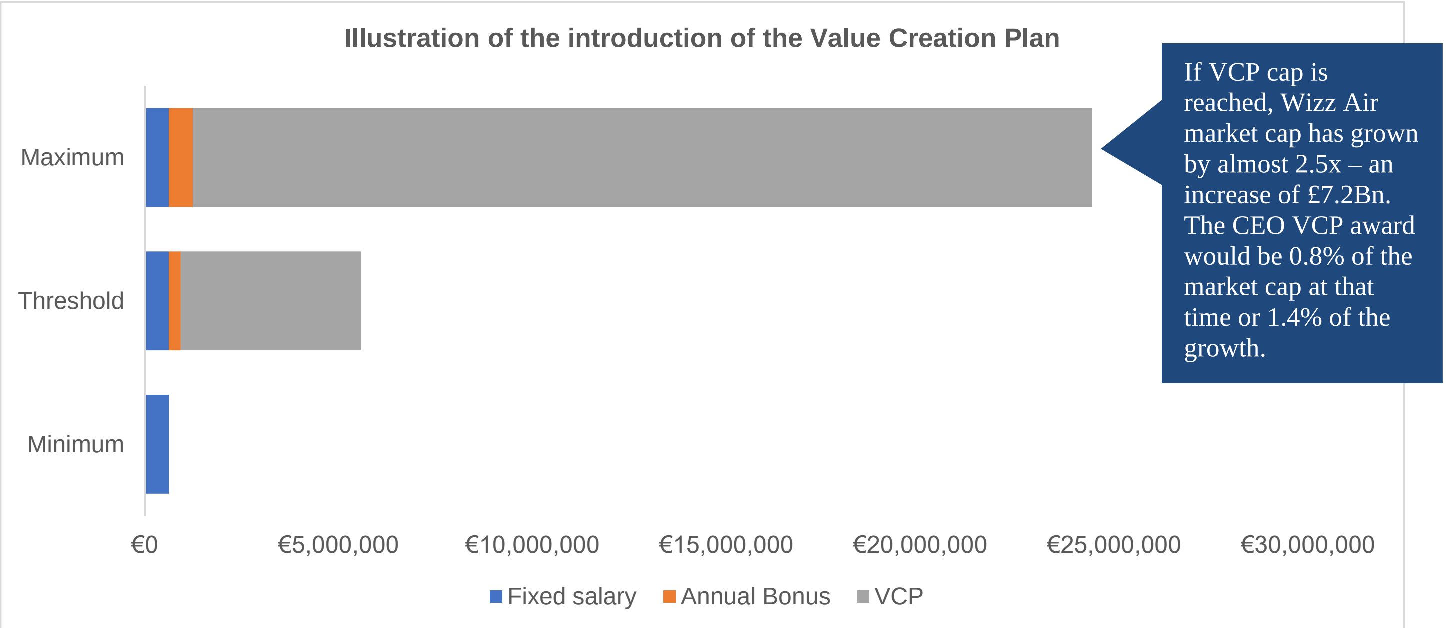
Principles	Proposals	Overall alignment with Business

Clarity	Transparent Extensive engagement with our shareholders	Effective engagement with stakeholders
Simple	Primarily focused on absolute share price and ESG criteria – easy to understand	Uncomplicated and linked to key long-term value deliverables
Risk	Long term performance – five years Long term pay-out – eight years Post-employment shareholding requirements Malus and Clawback Remuneration Committee discretion on vesting to override formulaic outcomes	Risk mitigation - No reward for failure or risk behaviours, based on long term sustainable results.
Predictable	Range of values identified and explained KPIs fully disclosed Aligned to absolute share price delivery Cap on overall delivery	Clear link between reward and value delivered
Proportional	The link between individual awards, the delivery of strategy and the long-term performance of the Company is clear. Competition for CEO in global airline companies both listed and owned by private equity suggest the pay level is proportionate Cost to the Company and overall dilution is small compared to the retention of a world leading CEO Outcomes do not reward poor performance	Retention and incentivisation of world leading CEO
Aligned to Culture	Incentives for senior management and all employee workforce linked to five-year share value delivery	Entrepreneurial culture at Wizz

Our final proposals are as follows:

1. **For our CEO** – we are proposing a new one-off five-year VCP focused on delivering 10-20% share price CAGR over a five-year period alongside ESG objectives. The CEO will not participate in any other LTIP during this time. The value of the award is determined at the end of the performance period and vests between the fifth and eighth anniversary of grant. This will be the cornerstone of a new contract to lock in József's services over the coming five-year period.
2. **For our senior management (excluding CEO)** – we are proposing a three-year LTIP focused on share price growth and ESG ambitions that will, as now, be an annual grant. In addition, and in order to respond to shareholder feedback, for our senior leadership team (11 executives), if the VCP is approved, the introduction of a new one-off five-year SLGP to mirror the further stretching share price objectives of the VCP which, like the VCP will be vesting over an eight year period;
3. **For all Wizz employees below senior management eligible for the LTIP** – we are proposing the introduction of a new all-employee bonus plan aligned to these same objectives to allow all employees to share in our future success. This will be an annual cash plan paid out on annual share price growth between 7.5% and 15% for each of the next five years.

Scenario Chart – *based on Annualised value of the VCP*



Scenarios	Fixed salary	Annual Bonus	Value Creation Plan	Total
Minimum	100%	0%	0%	100%
Threshold	11%	6%	83%	100%
Maximum	3%	3%	95%	100%

Notes to table: The CEO has voluntarily accepted a temporary 7.5% reduction for the F22 base salary. As done in F21, the organisation has capped the STIP payment for F22 at 100% of salary to mitigate cash flow concerns, to ensure there is no possibility for overachievement. The VCP is presented in the scenario chart at 0 value where the performance conditions are not met, at a threshold value of £20M, annualized over the 5 year performance period and the maximum value of £100M annualised over the 5 year period should the maximum share price and ESG performance conditions be met. The VCP is based on a number of Shares and the £ sterling value has been translated into euro at 1.16 for purposes of this chart, being the current rate at the time of drafting this letter. The illustration does not provide a bar for additional share price growth as the value is capped at the maximum £100M regardless of any future share price growth.

The chart above shows the annual illustration of the application of the Directors' Remuneration Policy for the 2022 financial year at minimum, threshold and maximum levels, on the basis of the adoption of the VCP in our proposed revised Directors' Remuneration Policy. The chart presents the annualised value over a five-year period as only one VCP award will be granted to provide like-for-like comparison with other elements of pay within the package and externally. At the maximum level of remuneration, it is assumed that the VCP cap is reached and, based on the current Shares in issue, Wizz's market cap has grown by 2.48x from around £4.80Bn to near £12.00Bn, an increase of £7.20Bn. If this market cap is achieved the award value to the CEO will represent 0.8% of the market cap at that time or 1.4% of the additional market capitalization value created. If the share price increases beyond the 20% CAGR p.a growth equivalent to 2.48x over the five year period, the value to the CEO is capped. Unless the value of Wizz increases to provide a return of 10% CAGR at the threshold no value will be delivered to the CEO, an increase on the market capitalization of over £2.9Bn has to be achieved before the CEO receives any value under the VCP, in either the share price or the ESG criteria. We consider the performance criteria stretching but we also believe we are geared for a fast recovery and that there are opportunities in the industry, and we have the assets and senior leadership talent in place to deliver on our strategy and provide material value to shareholders.

EXPLANATORY NOTES TO THE RESOLUTIONS

The increased accounting cost for the additional VCP for the CEO, the SLGP and the cash based all employee bonus plan is around €10.5M p.a., over the five-year performance period. The increased dilution for these plans is 1.5% of the issued ordinary share capital. The total dilution for the five-year period for all our long-term incentive plans is forecast to be around 2%, and we expect the actual dilution to be well within accepted market practice dilution limits of 5% for discretionary share plans over a ten-year period.

We believe the cost is reasonable, the performance stretching and the potential reward for our leadership is proportional to the value delivered. Our CEO has already indicated commitment to the Company based on these proposals and we consider it is in the best interests of the Company and its shareholders to approve these proposals.

Wizz Air Omnibus Plan

We have also taken the opportunity to review and consider changes to our LTIP. The LTIP was established at the IPO and the framework of the LTIP and its wording needs to be updated to reflect better clarity and transparency. Additionally, we have provided greater flexibility to make awards under the STIP in Shares and, whilst the normal LTIP limit remains at 250% of base pay, we have added flexibility to make awards in exceptional circumstances up to 300%. As stated earlier if our VCP is approved our CEO will not participate in any awards under the LTIP for the duration of the five-year performance period of the VCP.

Following the feedback from shareholders to include the senior leadership team, we have included in this LTIP the ability to make a one-off award referred to as the SLGP. The SLGP aligns the senior leadership team with the top end of the share price performance criteria of 15% CAGR – 20% CAGR over the five-year performance period. Together with the annual LTIP awards, the senior leadership team is aligned with the performance conditions of the CEO to deliver exceptional performance and our ESG mission.

Resolutions

At the meeting, resolutions in connection with the following matters will be proposed for approval by shareholders:

- Resolution 2: Approval of the Directors' Remuneration Policy (as included in our Annual Report)
- Resolution 3: Approval of the Directors' Remuneration Report
- Resolution 4: Adoption of the Wizz Air Omnibus Plan (to facilitate awards under the LTIP and STIP in Shares)
- Resolution 5: Adoption of the Wizz Air Value Creation Plan (to be awarded to our CEO and to be seen as an Addendum to the Directors' Remuneration Policy set forth in Resolution 2 whereby the CEO would no longer participate in the LTIP but instead participate in the VCP).

Further information

Your attention is drawn to the next page which details the comparison of the key terms of the proposals and the remaining parts of this document which contain summaries of the relevant resolutions and the plan rules.

Recommendation

The Board considers that the remuneration-related resolutions set forth above will best serve to promote the future success of Wizz and are in the best interests of its shareholders and wider stakeholders. The Board therefore recommends that you vote in favour of these resolutions at the AGM.

Sincerely,

Barry Eccleston
Chairman of the Remuneration Committee

EXPLANATORY NOTES TO THE RESOLUTIONS

Key Terms of Remuneration Proposals:

Plan	**Value Creation Plan (VCP)**	**Long-term Incentive Plan (LTIP)**	**Senior Leadership Growth Plan (SLGP)**	**All Employee Bonus Plan**
Eligibility	CEO only	Head Level and above (excl. CEO)	President and EVPs (n=3) / Officers (n=8)	All employees below Head level
Frequency	One-off award of Shares	Annual Share award	One-off award of Shares	Annual award in cash
Performance Criteria	Share price – 90% of award ESG criteria – 10%	Share price – 90% of award ESG criteria – 10%	Share price – 100% of award	Share price – 100% of award
Performance period	5 years	3 years	5 years	1 year
Vesting	40% at end of year 5, 20% per year at years 6, 7 and 8	100% at end of year 3	40% at end of year 5, 20% per year at years 6, 7 and 8. Same as VCP	100% at end of year.
Performance/ Payout Curve	£100m payout for 20% 5 year CAGR £20m payout for 10% 5 year CAGR ESG criteria is only paid if share price threshold is met ESG Criteria: 5% based on CO_2 emissions reduction goals by 2026/5% based on gender diversity target of minimum of 40% female within management at year end F26	Max payout: 15% CAGR; 100% ESG achievement Threshold (25% of max): 7.5% CAGR; 50% ESG achievement Same ESG KPI's as the VCP but with targets set over each 3 year period	100% payout: 20% CAGR 0% payout: 15% CAGR Straight line vesting in between	100% payout for 15% CAGR 25% payout for 7.5% CAGR
Base Period	Base period for calculation is VWAP over 1H CY 2021 – tested against share price at end of period VWAP 1H CY 2026	Annual awards with 3-year cycles e.g.: 1H CY 2021 – 1H CY 2024 1H CY 2022 – 1H CY 2025, etc.	Base period for calculation is VWAP over 1H CY 2021 – tested against share price at end of period VWAP 1H CY 2026	5 Annual awards with 1-year cycles: 1H CY2021 – 1H CY 2022, etc. *Annually to 1H 2026*
Cap on pay-out	Cap of £100m for 20% CAGR	No Cap on pay-out: Award values capped 250% normal max at grant; 300% discretionary max at grant in exceptional circumstances	Cap at 20% CAGR: €6m for President and EVPs €4m for Officers Cap to be quoted in £GBP based on exchange rate at the time of the award	One month's salary
Shareholder Ownership	New shareholding requirement of 400% of salary. Post-cessation requirement equal to 400% year 1 and 200% for the second year			

Remuneration Committee oversight	Remuneration Committee override to automatic vesting if there is a misalignment of shareholder experience and enhanced malus and clawback apply

Resolution 2: Directors' Remuneration Policy

The Directors' Remuneration Policy was last approved by shareholders at the AGM held in 2018. 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 resolution 2 seeks approval for the new Directors' Remuneration Policy. The Directors' Remuneration Policy sets out the Company's policy on directors' remuneration and potential payments to directors going forwards and it is intended to apply for the next three years.

If resolution 5 to adopt the Wizz Air Value Creation Plan is approved, this will form an Addendum to resolution 2 and the CEO will not participate in the LTIP for the entirety of the VCP performance period.

Resolution 3: Directors' Remuneration Report

Consistent with the requirements applicable to UK listed companies incorporated in the UK, the Company is putting before shareholders resolution 3 to approve the Directors' Remuneration Report which includes details of the directors' remuneration for the year ended 31 March 2021. The vote on the Directors' Remuneration Report is advisory and the directors' entitlement to remuneration is not conditional on it.

Resolution 4: Adoption of Wizz Air Omnibus Plan

The Company would like the flexibility to defer bonuses if they are paid in the future and for that deferral to be put into shares. It is proposing to adopt a new deferred share bonus plan to allow it to do this. At the same time, the Company is proposing to update the LTIP that it has operated since the time of its IPO in 2015 to align with shareholder interest and promote business value creation.

The new Omnibus Plan is designed to allow for the grant of both deferred share bonus awards and LTIP awards and a summary of its key terms is set out in Appendix 1 on pages 22 to 26 of this AGM notice.

As part of the Omnibus Plan, it is proposed to grant LTIP awards to the senior leadership team (excluding the Company's CEO) under the SLGP. The SLGP awards would be one-off awards which look to incentivise the senior leadership team in the same way as under the new VCP proposed for the CEO.

The CEO will not be eligible for LTIP awards, including SLGP awards, assuming the introduction of the VCP outlined below is approved but he will be eligible for deferred share bonus awards.

Resolution 5: Adoption of Wizz Air Value Creation Plan

The Company is proposing to adopt a new VCP for its CEO, József Váradi, who has led the business through a period of exponential growth since IPO in 2015. Under his continued leadership, the business is at a pivotal point to deliver even further exponential growth over the next five-year period.

The VCP is designed to align the CEO to the achievement of value creation for shareholders and the achievement of ESG objectives over the next five-year period. The VCP would be a one-off award measured over a five-year performance period with delayed vesting over a total eight-year time horizon. No further VCP or LTIP awards would be made to the CEO during this performance period.

A summary of the key terms of the VCP is set out in Appendix 1 on pages 26 to 28 of this AGM notice.

Resolutions 6-21: 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, except for Peter Agnefjäll and Maria Kyriacou, offer themselves for re-election or election, proposed through separate resolutions 6 to 21.

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 re-election of each of the Independent Directors (as defined in the Articles), being Simon Duffy, Barry Eccleston, Charlotte Pedersen, Charlotte Andsager, Enrique Dupuy de Lome Chavarri and Anthony Radev.

Charlotte Andsager, Enrique Dupuy de Lome Chavarri and Anthony Radev joined the Board as Non-Executive Directors on 4 November 2020, 4 November 2020 and 13 April 2021, respectively. In accordance with the Articles, each of Charlotte Andsager, Enrique Dupuy de Lome Chavarri and Anthony Radev shall hold office only until the AGM but will stand for election at the AGM to continue to be directors 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 Charlotte Andsager, Enrique Dupuy de Lome Chavarri and Anthony Radev.

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:

(a) 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 29 and 31 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 22 and 23: 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 22 proposes the appointment of PricewaterhouseCoopers LLP as the Company's auditors 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 23 proposes to give such authority to the audit committee.

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolution 24: 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 £3,434 (representing approximately one third of the total issued ordinary shares as at 1 July 2021, 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 27 October 2022). 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 1 July 2021, being the latest practicable date prior to the publication of this Notice, the Company does not hold any shares in treasury.

Resolutions 25 and 26: 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 25 and 26 will therefore empower the directors to allot unissued Equity Securities, pursuant to the authority granted under resolution 24 above, for cash, without application of the pre-emption rights contained in Articles 25 to 28 of the Articles.

The purpose of resolution 25 is to empower the directors to allot new shares pursuant to the authority given by resolution 24, 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 £515, being approximately 5% of the issued ordinary share capital of the Company as at 1 July 2021 (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 26 is to empower the directors to allot new shares pursuant to the authority given by resolution 24, or sell treasury shares, for cash up to a further nominal value of £515 being approximately 5% of the issued ordinary share capital of the Company as at 1 July 2021 (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 27 October 2022.

EXPLANATORY NOTES TO THE RESOLUTIONS

Appendix 1: Plan Summaries

Wizz Air Omnibus Plan ("Omnibus Plan")

The Omnibus Plan is an umbrella plan. Set out below is a summary of its main features.

Eligibility

At the discretion of the Remuneration Committee, awards may be granted to employees of the Company or a member of the Group. It is intended that participants in the Omnibus Plan will be eligible for the following awards:

(a) LTIP awards other than SLGP awards, for senior management but excluding the CEO;

(b) SLGP awards, for the senior leadership team comprising presidents, executive vice presidents and officers; and

(c) deferred share bonus ("**DSB**") awards, for the CEO, the senior leadership team and other selected senior management.

If the VCP is not approved, no SLGP awards will be granted, and the CEO will be eligible for a LTIP award. If the VCP is approved, SLGP awards for the current senior leadership team would be made following the AGM but awards may be made up to 30 June 2024 for new joiners or promotions to the senior leadership team. In all cases, an individual would only be eligible for one award.

Form of awards

The Omnibus Plan permits awards to be granted as either performance share awards or deferred share bonus awards as further explained below.

Awards can be granted in the form of conditional share awards, nil-cost options, or any other form as the Remuneration Committee considers has a substantially similar effect.

Awards granted under the Omnibus Plan are personal to the participant and, except on the death of the participant, may not be transferred. No payment is made for the grant of an award. Awards are not pensionable.

Performance share awards

Performance share awards are rights to acquire Shares subject to the satisfaction of one or more performance conditions or to vesting based purely on time. Shares can be acquired after a vesting period at no cost to the participant.

The Remuneration Committee currently intends that:

(a) for the SLGP awards, which are one-off awards, 100% of an award will vest subject to 20% CAGR in the Company's share price over the next five-year period. The threshold growth level is 15% CAGR for which 0% of the award vests with straight line vesting in between these two points; and

(b) for the LTIP awards other than SLGP awards, the first performance share awards will be subject to the initial performance conditions set out below, although the Remuneration Committee may set a different condition for subsequent awards:

    (i) 90% of an award will vest subject to 15% CAGR in the Company's share price over the next three-year period. The threshold growth level is 7.5% CAGR for which 25% of the award vests with straight line vesting in between these two points; and

(ii) 10% of an award will vest based on the achievement of ESG targets, the criteria for which will be people and environment both weighted at 5%. If the minimum threshold CAGR of 7.5% CAGR is not achieved no ESG portion will vest.

DSB awards

DSB awards can be granted to participants if they are eligible to receive a discretionary bonus under any discretionary bonus plan operated by the Group. DSB awards are rights to acquire Shares after a vesting period at no cost to the participant. As discretionary share bonus awards represent the deferral of a bonus which a participant would otherwise have received, normally no further performance conditions will apply.

Grant of awards

Awards may normally only be granted:

(a) in the six-week period beginning with:

(i) for DSB awards, the date on which the Remuneration Committee decides to award any bonus to an individual;

(ii) for any other awards, the day the Omnibus Plan is approved by shareholders or the dealing day after the date on which the Company announces its results for any period; or

(b) at any other time when the Remuneration Committee considers that exceptional circumstances exist.

Subject to shareholder approval of the Omnibus Plan, it is anticipated that the first awards will be granted in 2021. No awards may be granted more than ten years after the date of approval of the Omnibus Plan by shareholders.

Individual limits

Performance share awards

For the LTIP awards other than SLGP awards, no participant may in any financial year receive performance share awards over Shares with an aggregate value in excess of 250% of base salary or 300% of base salary in exceptional circumstances. An employee's salary shall be taken as the higher of their individual salary and an average salary for employees in the same grade or reporting level as the participant.

For the SLGP awards, the maximum value of Shares determined based on performance on the fifth anniversary of the grant date will be based on the Share price at that time and will be Eur 6 million for presidents and executive vice presidents and Eur 4 million for officers (converted to sterling based on the exchange rate on the grant date). These limits would be reduced on a pro rata basis for any new joiners or promotions granted SLGP awards subsequent to the initial awards.

DSB awards

Since this implements a discretionary bonus which could have been paid under any discretionary bonus arrangement operated by the Company, there is no further individual limit on this type of award. In terms of the bonus plan operated for executive directors, the bonus cap is presented in the Directors' Remuneration Policy and approved by shareholders. For F22, whilst the bonus cap remains unchanged at 200% in the policy the Remuneration Committee has capped the bonus at 100% of base salary to retain cash in the business whilst the COVID-19 context remains volatile.

Overall limits

The number of the Company's unissued Shares that may be issued or placed under options or awards under the Omnibus Plan and under any other executive share plan of the Company in any 10 year period may not exceed such number of Shares as represents 5% of the Company's ordinary share capital in issue from time to time. Shares transferred out of treasury to satisfy awards granted under the Omnibus Plan will count towards the limit for so long as this is required by institutional investor guidelines.

Vesting of awards

For LTIP awards other than SLGP awards, awards will vest three years from the date of grant in normal circumstances to the extent performance conditions are met.

For SLGP awards, value is determined at the end of the five-year performance period with 40% vesting on the fifth anniversary and then an additional 20% on each the sixth, seventh and eighth anniversaries of the grant date. The only exception would be for SLGP awards made to new joiners or promotions subsequent to the initial awards where the performance period may be shorter.

For DSB awards, awards will vest after any vesting period set by the Remuneration Committee at grant.

To ensure that vesting outcomes are consistent with superior shareholder experience, the Remuneration Committee has discretion to adjust the level of vesting:

(a) for DSB awards and LTIP awards other than SLGP awards, upwards and downwards (including for the avoidance of doubt to nil); and

(b) for SLGP awards, downwards only (including for the avoidance of doubt to nil),

where it considers that the level of vesting resulting from applying a performance condition would not be a fair and accurate reflection of the performance of the Company, Group, any Group member or the participant and/or such other factors as the Remuneration Committee may consider appropriate.

Leaving employment

For awards other than SLGP awards, an award will lapse where a participant ceases employment before vesting unless this is due to retirement, ill-health, injury, disability, redundancy, death, as a result of the company or business for which they work being transferred out of the Group, or for any other reason at the discretion of the Remuneration Committee.

If a participant ceases employment in one of the permitted circumstances set out above and the award is subject to performance conditions, the award will usually vest on the normal vesting date, but only if the performance conditions have been met. The Remuneration Committee can reduce the number of Shares that vest proportionately on a time basis ("**time pro-rating**"). The Remuneration Committee may also allow awards to vest on the cessation of employment to the extent that the performance conditions are considered to have been met at that time, but normally subject to time pro-rating.

If a participant ceases employment in one of the permitted circumstances set out above and the award is not subject to performance conditions, the award will vest on the date of cessation of employment, but the Remuneration Committee has discretion to time pro-rate.

For SLGP awards only, if the participant ceases to be employed by reason of ill health, injury, disability, death, retirement with the agreement of the Remuneration Committee, or for any other reason at the discretion of the Remuneration Committee, 40% of the award will vest as soon as practicable after the cessation date and 20% in each of the next three years, to the extent that that the performance conditions have been met. The award will lapse in all other circumstances.

Malus and clawback

Malus and clawback may be applied at any time before an award vests or for three years after vesting (except for SLGP awards where the clawback period is three years after the end of the performance period) in the following circumstances: material misstatement of the results of the Company, errors or inaccuracies or misleading information leading to incorrect grant or vesting of the award, gross misconduct, material failure of risk management by the Company, corporate failure (e.g. administration or liquidation) or any other circumstance which in the opinion of the Remuneration Committee could have a significantly adverse impact on the Company's reputation.

Malus permits the Company to reduce the amount of any unvested award. Clawback permits the Company to reduce the amount of any vested award or any future salary or bonus and also requires the employee to pay back amounts.

Change of control

If there is a takeover, reconstruction or winding-up of the Company:

(a) for awards other than SLGP awards, awards will vest early, but, where performance conditions apply, only to the extent that performance conditions have been met as at that time. The number of Shares that vest is time pro-rated, unless the Remuneration Committee decides otherwise.

(b) for SLGP awards, awards will vest to the extent performance conditions are met on the normal vesting schedule, only if there is a change of control and, within a 12-month period of that event, the participant leaves employment with the Group. The extent to which any performance condition has been satisfied will be determined by the Remuneration Committee on a reasonable basis.

An internal reorganisation will not trigger the early vesting of awards.

Entitlement to dividends

For awards other than SLGP awards, the Remuneration Committee may decide that participants should receive an additional benefit on vested Shares calculated by reference to any dividends that would have received during the vesting period, as if they had held the vested Shares from the date of grant. The benefit can be provided as a cash sum or in the form of additional Shares. Alternatively, awards may be increased by deeming dividends paid on Shares which vest to have been reinvested in further Shares at the time of each dividend payment.

Cash alternative

Where an award has vested or an option has been exercised, the Remuneration Committee may elect, instead of issuing or procuring the transfer of Shares, to pay cash to the participant concerned. The amount to be paid (subject to deduction of tax or similar liabilities) is equal to the market value of the Shares under award which vest. The Omnibus Plan also has the flexibility to allow cash-settled awards to be granted from the outset, if the Remuneration Committee considers this appropriate in a particular case.

Variation of capital

On variation in the share capital of the Company, or a demerger, special dividend or other similar event which affects the market price of Shares to a material extent, the Remuneration Committee may make adjustments it considers appropriate to the number of Shares under award and, where relevant, the exercise price.

Alterations

The Remuneration Committee may at any time amend the Omnibus Plan. However, the prior approval of the Company's shareholders is required for any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining a participant's entitlement to, and the terms of, Shares provided under the Omnibus Plan, and the adjustments that may be made in the event of any variation of share capital. Minor amendments to benefit the administration of the Omnibus Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company or any group member, do not require shareholder approval. Any amendment to the material disadvantage of participants in relation to awards already granted to them requires their majority consent.

Wizz Air Value Creation Plan

A summary of the key terms of the VCP is set out below.

Eligibility

An award will be granted to the CEO by the Remuneration Committee.

Awards

The award will be granted in the six weeks beginning with the date on which the VCP is approved by the Company's shareholders (unless dealing restrictions delay the award for any reason) and no further awards will be made under the VCP in the future.

The award is personal to the participant and, except on the death of the participant, may not be transferred. No payment is made for the grant of an award and the award is not pensionable.

The award will take the form of a conditional right to acquire Shares in the future at no cost to the participant.

Individual limits

The maximum total market value of Shares determined based on performance on the fifth anniversary of the grant date is £100,000,000.

Overall limits

The number of the Company's unissued Shares that may be issued or placed under award or option under the VCP and under any other executive share plan in any 10-year period may not exceed such number of Shares as represents 5% of the Company's ordinary share capital in issue from time to time. Shares transferred out of treasury to satisfy awards granted under the VCP will count towards these limits for so long as this is required by institutional investor guidelines.

Performance condition

The award will be subject to the following performance conditions:

(a) 90% of an award will vest subject to 20% CAGR in the Company's share price over the next five-year period. The threshold growth level is 10% CAGR for which 20% of the maximum award vests with straight line vesting in between these two points; and

(b) if the minimum threshold CAGR of 10% CAGR is achieved then up to 10% of an award may vest based on the achievement of ESG targets, the criteria for which will be people and environment, both weighted at 5%. If the 10% CAGR is not achieved, no ESG portion of the award will vest.

Vesting of awards

In normal circumstances, the award will be determined to the extent the performance conditions are met as at the fifth anniversary of the grant date with 40% vesting on the fifth anniversary and then an additional 20% on each the sixth, seventh and eighth anniversaries of the grant date.

To ensure that vesting outcomes are consistent with superior shareholder experience, the Remuneration Committee has discretion to adjust the level of vesting downwards (including for the avoidance of doubt to nil) where it considers that the level of vesting resulting from applying a performance condition would not be a fair and accurate reflection of the performance of the Company, Group, any Group member or the participant and/or such other factors as the Remuneration Committee may consider appropriate.

Leaving employment

If the participant ceases to be employed by reason of ill health, injury, disability, death, retirement with the agreement of the Remuneration Committee, or for any other reason at the discretion of the Remuneration Committee, 40% the award will vest as soon as practicable after the cessation date and 20% in each of the next three years, to the extent that the performance conditions have been met. The award will lapse in all other circumstances.

Malus and clawback

Malus and clawback may be applied at any time before an award vests or for three years after the fifth anniversary of the grant date in the following circumstances: material misstatement of the results of the company, errors or inaccuracies or misleading information leading to incorrect grant or vesting of the award, gross misconduct, material failure of risk management by the Company, corporate failure (e.g. administration or liquidation) or any other circumstance which in the opinion of the Remuneration Committee could have a significantly adverse impact on the Company's reputation.

Malus permits the Company to reduce the amount of any unvested award. Clawback permits the Company to reduce the amount of any vested award or any future salary or bonus and also requires the employee to pay back amounts.

Change of control

If there is a change of control and, within a 12-month period of that event, the participant is no longer required to be CEO, the award will vest to the extent performance conditions are met on the normal vesting schedule. The extent to which any performance conditions have been satisfied will be determined by the Remuneration Committee on a reasonable basis.

Cash alternative

Where an award has vested, the Remuneration Committee may elect, instead of issuing or procuring the transfer of Shares, to pay cash to the participant concerned. The amount to be paid (subject to deduction of tax or similar liabilities) is equal to the market value of the Shares under award which vest.

Variation of capital

On a variation in the share capital of the Company, or a demerger, special dividend, or other similar event which affects the market price of Shares to a material extent, the Remuneration Committee may make such adjustments as it considers appropriate to the number of Shares under award.

Alterations

The Remuneration Committee may at any time amend the VCP. The prior approval of the Company's shareholders must be obtained in the case of any amendment to the advantage of the participant which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining participant's entitlement to, and the terms of, Shares provided under the VCP, and the adjustments that may be made in the event of any variation of share capital.

Minor amendments to benefit the administration of the VCP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the participant, the Company or any group member, do not require shareholder approval. Any amendment that is to the material disadvantage of the participant requires their consent.

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.

Simon Duffy, *Non-Executive Director*
Mr Duffy joined the Board in January 2014. Mr Duffy started his career at NM Rothschild & Sons Ltd and has held positions at Shell International Petroleum Co, Bain & Co, Consolidated Gold Fields Plc, Guinness Plc, Thorn EMI Plc (where he held the position of Deputy Chairman and Group Finance Director), World Online International B.V. (where he held the position of Deputy Chairman and Chief Executive), End2End AS (where he held the position of Chief Executive), Orange SA (where he held the position of Chief Financial Officer), ntl: Telewest Inc. (where he held the position of Executive Vice Chairman) and Tradus Plc (where he held the position of Executive Chairman). Mr Duffy has extensive London Stock Exchange non-executive director experience. He has sat on the board of, amongst others, Gartmore Plc, HMV Group Plc, GWR Group Plc and Imperial Tobacco Plc. He is currently chairman of You View Ltd., which is a joint venture between British Telecom, TalkTalk and all the leading broadcasters in the United Kingdom and chairman of M Blox Inc. He is a non-executive director of Oger Telecom, a Middle East telecommunications company, and of Modern Times Group AB, one of Europe's largest broadcasting companies that is listed on the Stockholm Exchange, where he is chairman of the audit committee. Mr Duffy has a BA in Philosophy, Politics and Economics from Oxford University and an MBA from Harvard Business School.

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, Corporate Affairs for American Airlines Group Inc. and its principal subsidiary, American Airlines, Inc. Previously, Mr Johnson served 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 Holdings Corporation prior to its merger with US Airways Group, 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.

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 carrier 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.