

**MiFID II product governance / Professional investors and eligible counterparties only target market**

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration each manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining each manufacturer's target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market**

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration each manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining each manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); or (ii) a customer within the meaning of Directive 2016/97/EC (the "Insurance Distribution Directive") where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS**

– The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565450 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014452 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore Securities and Futures Act Product Classification**

– Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in section 309A of the SFA) that the Instruments are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

**Final Terms dated 15 January 2021**

**WIZZ AIR FINANCE COMPANY B.V.**

*(incorporated with limited liability in the Netherlands)*

**Issue of €500,000,000 Fixed Rate Notes due 2024**

**unconditionally and irrevocably guaranteed by**

**WIZZ AIR HOLDINGS PLC**

*(incorporated with limited liability in Jersey)*

**under the €3,000,000,000**

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 4 August 2020 and the supplemental base prospectus dated 11 January 2021 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at [www.wizzair.com](http://www.wizzair.com) and during normal business hours at 44 Esplanade, St. Helier, JE4 9WG, Jersey and copies may be obtained from 44 Esplanade, St. Helier, JE4 9WG, Jersey.

The expression "**Prospectus Regulation**" used herein means Regulation (EU) 2017/1129.

1.	(i)	Issuer:	Wizz Air Finance Company B.V.
	(ii)	Guarantor:	Wizz Air Holdings Plc
2.	(i)	Series Number:	1
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	euro "€"
4.		Aggregate Nominal Amount:	€500,000,000
	(i)	Series:	€500,000,000
	(ii)	Tranche:	€500,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000.

		No notes in definitive form will be issued with a denomination above €199,000.
	(ii) Calculation Amount:	€1,000
7.	(i) Issue Date:	19 January 2021
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	19 January 2024
9.	Interest Basis:	1.350 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call Issuer Residual Call
		(further particulars specified below – see "Provisions relating to redemption")
13.	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee respectively obtained:	8 January 2021 and 12 January 2021, respectively

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.350 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	19 January in each year up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€13.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date (Call):	Any date falling on or after 19 December 2023 to but excluding the Maturity Date

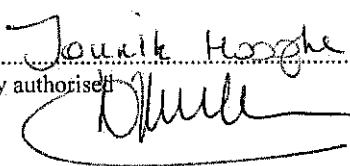
	(ii)	Optional Redemption Amount (Call):	€1,000 per Calculation Amount
	(iii)	Make Whole Redemption Amount:	Not Applicable
	(iv)	Par Redemption Date:	Not Applicable
	(v)	If redeemable in part:	
	(a)	Minimum Redemption Amount:	€1,000 per Calculation Amount
	(b)	Maximum Redemption Amount:	€1,000 per Calculation Amount
	(vi)	Notice period:	Per the Conditions
18.		<b>Issuer Residual Call</b>	Applicable
		Residual Call Early Redemption Amount:	€1,000 per Calculation Amount
19.		<b>Make-Whole Redemption by the Issuer</b>	Not Applicable
20.		<b>Put Option</b>	Not Applicable
21.		<b>Change of Control Put Option:</b>	Not Applicable
22.		<b>Final Redemption Amount of each Note</b>	€1,000 per Calculation Amount
23.		<b>Early Redemption Amount</b>	
		Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	Registered Notes
25.	New Safekeeping Structure:	Applicable
26.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of Wizz Air Finance Company B.V.:

By: .....  
Duly authorised




By: .....  
Duly authorised

Signed on behalf of Wizz Air Holdings Plc:

By: .....  
Duly authorised

Signed on behalf of Wizz Air Finance Company B.V.:

By:  .....  
Duly authorised

A.B.M. Appelman

By: .....  
Duly authorised

Signed on behalf of Wizz Air Holdings Plc:

By: .....  
Duly authorised

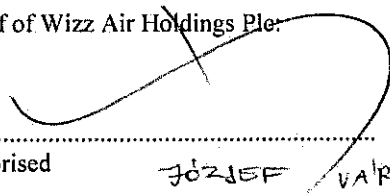
Signed on behalf of Wizz Air Finance Company B.V.:

By: .....  
Duly authorised

By: .....  
Duly authorised

Signed on behalf of Wizz Air Holdings Plc:

By: .....  
Duly authorised



JÓZSEF VARADI

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and for the Notes to be admitted to trading on its regulated market with effect from 19 January 2021.
- (ii) Estimate of total expenses related to admission to trading: €1,000

### 2. RATINGS

The Notes to be issued have been/are expected to be rated:

Moody's Deutschland GmbH: Baa3

Fitch Ratings Ireland Limited: BBB-

Moody's Deutschland GmbH and Fitch Ratings Ireland Limited are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended. Moody's Deutschland GmbH and Fitch Ratings Ireland Limited appear on the latest update of the list of registered credit rating agencies (as of 31 December 2020) on the ESMA website <http://www.esma.europa.eu>. The rating Moody's Deutschland GmbH and Fitch Ratings Ireland Limited have given to the Notes is endorsed by Moody's Investors Services Limited and Fitch Ratings Ltd, respectively, which are established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

### 3. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (a) Names and addresses of the Joint Lead Managers:
- Barclays Bank PLC  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom
- BNP Paribas  
16 boulevard des Italiens  
75009 Paris  
France
- Citigroup Global Markets Europe AG  
Reuterweg 16  
60 323 Frankfurt am Main  
Germany
- J.P. Morgan AG  
Taunustor 1 (TaunusTurm)  
603 Frankfurt am Main  
Germany



(b)	Stabilising Manager(s) (if any):	BNP Paribas
(iii)	If non-syndicated, name and address of Dealer:	Not Applicable
(iv)	Indication of the overall amount of the underwriting commission and of the placing commission:	0.20 per cent. of the Aggregate Nominal Amount
(v)	U.S. Selling Restrictions:	Regulation S Compliance Category 2; TEFRA Not Applicable
(vi)	Prohibition of Sales to EEA Retail Investors:	Applicable
(vii)	Prohibition of Sales to UK Retail Investors:	Applicable

#### 4. **USE OF PROCEEDS AND ESTIMATED NET PROCEEDS**

(i)	Use of proceeds:	General financing purposes
(ii)	Estimated net proceeds:	€499,000,000

#### 5. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.

#### 6. **YIELD**

Indication of yield:	1.350 per cent.
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

#### 7. **OPERATIONAL INFORMATION**

ISIN Code:	XS2288097483
Common Code:	228809748
FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
CFI Code:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking,	Not Applicable

S.A. and the relevant identification number(s):

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper), and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

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|-----|---|--------------------------|
| 9.  | Names and addresses of additional Paying Agent(s) (if any): | Not applicable           |
| 10. | Delivery:   | Delivery against payment |