



**Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m**

**Recommendations by the Supervisory Board
for resolutions to be passed at the
23rd Extraordinary General Meeting on 31 August 2011**

- 1. Resolution on the amendment of the articles of association under § 7 para. 1 (increase in the number of Supervisory Board members to a maximum of ten members elected by the annual general meeting)**

§ 7 para. 1 of the articles of association of Flughafen Wien Aktiengesellschaft currently reads as follows:

“§ 7

- 1. The Supervisory Board shall comprise a minimum of six and a maximum of nine members elected by the annual general meeting.“*

The Supervisory Board previously comprised nine members elected by the annual general meeting and five members delegated to the Supervisory Board in accordance with § 110 para. 1 of the Austrian Labour Rights Act (*Arbeitsverfassungsgesetz*).

Plans call for an increase in the size of the Supervisory Board to include one additional person who is elected by the annual general meeting.

Consequently, the articles of association must be amended to create the possibility of having a Supervisory Board with (a maximum of) ten members elected by the annual general meeting. In accordance with § 110 para. 1 of the Austrian Labour Rights Act, this could result in the delegation of up to five members to the Supervisory Board.

The Supervisory Board therefore recommends the amendment of § 7 para. 1 to read as follows:

“§ 7

1. *The Supervisory Board shall comprise a minimum of six and a maximum of ten members elected by the annual general meeting.*“

2. Elections to the Supervisory Board

Christoph Herbst, chairman of the Supervisory Board, whose function was suspended pursuant to § 90 para. 2 of the Austrian Stock Corporation Act (*Aktiengesetz*) during his appointment as chairman of the Management Board, has announced his intention to resign from the Supervisory Board of Flughafen Wien Aktiengesellschaft at the end of the extraordinary general meeting on 31 August 2011 as a consequence of his appointment to the Austrian Constitutional Court.

As stated above, the Supervisory Board currently consists of nine members who were elected by the annual general meeting.

The Supervisory Board therefore recommends an increase from nine to ten in the number of members to be elected by the annual general meeting.

The Supervisory Board recommends the election of Erwin Hameseder, born on 28 May 1956, to the Supervisory Board of the Company effective with the resignation of Christoph Herbst, i.e. at the end of the annual general meeting on 31 August 2011. Mr. Hameseder's term of office would cover the remaining term of the Supervisory Board, i.e. up to the end of the annual general meeting that votes on the release from liability for the 2012 financial year.

The Supervisory Board also recommends the election of Claus Raidl, born on 6 November 1942, to the Supervisory Board of the Company effective with the recording of the amendment to § 7 para. 1 of the articles of association as proposed under point 1 of the agenda. Mr. Raidl's term of office would cover the

remaining term of the Supervisory Board, i.e. to the end of the annual general meeting that votes on the release from liability for the 2012 financial year.

Plans call for separate voting on each of the positions to be filled (two positions) at the extraordinary general meeting.

Each of the nominees has submitted a statement pursuant to § 87 para. 2 of the Austrian Stock Corporation Act, which is also available for review on the Company's website.

In voting on elections to the Supervisory Board, the annual general meeting is bound to nominations as follows. Nominations for the election of members to the Supervisory Board and the related statements pursuant to § 87 para. 2 of the Austrian Stock Corporation Act must be published on the Company's website no later than 24 August 2011, or the respective person may not be included in the voting process. The same applies to nominations by shareholders pursuant to § 110 of the Austrian Stock Corporation Act, which must be received by the Company in writing no later than 22 August 2011. Details and requirements for the consideration of such nominations are provided in the "Information on the rights of shareholders under §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act".

3. Resolution on the amendment of the articles of association under § 6 para. 1 sentence 1 (increase up to four in the number of Management Board members for the period ending on 31 December 2011)

§ 6 para. 1 sentence 1 of the articles of association of Flughafen Wien Aktiengesellschaft currently read as follows:

“§ 6

Management and Representation, Reports to the Supervisory Board

- 1. The Management Board shall comprise two or three members; the designation of substitute members is permissible within this limit.“*

The Management Board of Flughafen Wien Aktiengesellschaft currently consists of three members, whereby Christoph Herbst has declared his intention to resign

from this body with the end of the Extraordinary General Meeting on 31 August 2011.

Plans call for the appointment of two further members to the Management Board as of 5 September 2011. In order to ensure the optimal transfer of duties, the Management Board of Flughafen Wien Aktiengesellschaft should comprise up to four members during the period ending on 31 December 2011.

As of 1 January 2012 the Management Board of Flughafen Wien Aktiengesellschaft will have less than four members.

Consequently, the articles of association must be amended to permit an increase of up to four in the number of members on the Management Board during the transition period ending on 31 December 2011.

The Supervisory Board therefore recommends the amendment of the articles of association under § 6 para. 1 sentence 1 to read as follows up to 31 December 2011:

“1. The Management Board shall comprise two, three or four members; the appointment of substitute members is permissible within this limit.”

and, after 1 January 2012, to again read as before, namely

“1. The Management Board shall comprise two or three members; the designation of substitute members is permissible within this limit.”

Vienna, on 19 July 2011

For the Supervisory Board:

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Ewald Kirschner
First Vice-Chairman
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