

Statement of the Supervisory Board

of

Flughafen Wien Aktiengesellschaft

on the

**voluntary public offer pursuant to sections 4 et seqq of the Austrian
Takeover Act**

by

**Airports Group Europe S.à r.l.
("Bidder")**

non-certified translation

On 1 April 2016, Airports Group Europe S.à r.l. published a voluntary public offer pursuant to sections 4 et seqq of the Austrian Takeover Act (*Übernahmegesetz* – hereinafter: “Act”) to increase its shareholding by up to 10.0% of the share capital of Flughafen Wien AG.

The Bidder, Airports Group Europe S.à r.l., is a limited liability company established under the laws of the Grand Duchy of Luxembourg, with its corporate seat in Luxembourg and its business address at 11-13 Boulevard de la Foire, L-1528 Luxembourg, registered in the Trade and Companies Register of the Grand Duchy of Luxembourg under B 167449 (the "*Bidder*").

The sole legal owner of the Bidder is Global InfraCo S.à r.l., a limited liability company established under the laws of the Grand Duchy of Luxembourg, with its corporate seat in Luxembourg and its business address at 11-13 Boulevard de la Foire, L-1528 Luxembourg, registered in the Trade and Companies Register of the Grand Duchy of Luxembourg under B151630 ("*Global InfraCo*").

The sole legal owner of Global InfraCo is Codan Trust Company (Cayman) Limited, a company established under the laws of the Cayman Islands, with its corporate seat in the Cayman Islands, and its registered office at PO Box 2681, Cricket Square, Hutchins Drive, Grand Cayman KY1-1111, Cayman Islands registered in the Registrar of Companies of the Cayman Islands under company number 55233 ("*Codan Trust*").

Codan Trust holds all shares in Global InfraCo as trustee for IFM Global Infrastructure Fund, a multi-series unit trust organised under the valid trustee act (*Mutual Funds Law*) of the Cayman Islands under Licence Number 611295 with its seat in the Cayman Islands and its business address at 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands ("*IFM GIF*").

For further details on the ownership structure of the Bidder, please see section 2 of the Bidder's offer document.

Pursuant to section 14 (1) of the Act, the Management Board and the Supervisory Board of Flughafen Wien AG are required to prepare reasoned statements on the offer immediately after publication of the offer document and to publish these within ten trading days of publication of the offer document, but no later than five trading days before the end of the acceptance period. In particular, these statements must include an assessment of whether the consideration offered and the other content of the takeover offer adequately take account of all shareholders' interests and the impact the takeover offer is expected to have on Flughafen Wien AG, particularly its employees (jobs, employment conditions and changes to sites), creditors and the public interest, based on the Bidder's strategic plan for Flughafen Wien AG. In the absence of a recommendation, the Management Board and Supervisory Board must at least present the arguments for accepting the offer and those for rejecting the offer, while emphasising the key points of view.

The Supervisory Board has decided to refrain from giving a detailed statement on the offer. The Supervisory Board refers to the detailed statement by the Management Board pursuant to section 14 (1) of the Takeover Act, which is published together with this statement, in which the Management Board assesses the offer in detail and presented arguments that speak in favour of and against accepting the offer. The Supervisory Board supports the statement by the Management Board and declares its full agreement with the content of this statement.

12. April 2016