



**Ewald Kirschner**

Chairman of the supervisory board

## Report of the Supervisory Board

### › Frequency of meetings and key issues

The Supervisory Board held five meetings in 2014. In addition, the Presidium and Personnel Committee held three meetings and the Audit Committee two meetings. The Strategy Committee met once during the reporting year.

The Supervisory Board and its committees particularly dealt with the new corporate strategy, the economic development of the company, the traffic development, the measures within the context of risk management, the functionality of the internal control system and the reports of the auditor. Furthermore, measures of Flughafen Wien AG for improving quality and reducing costs were discussed. Additional emphases were on the discussion of the strategy for investments in other companies, the future development of the terminal, the development of the corporate vision and the corporate strategy derived from this, as well as the discussion of the public takeover bid by an Australian investor. Furthermore, there were ongoing reports in the situation of the key airline customers, the reduction of debt, the amendment of the existing collective bargaining agreements and the handling of valid claims by former members of the Management Board. There were additional reports on the ongoing construction activity, the completed tax audits, the sale of shares in Flughafen Friedrichshafen GmbH, on audit reports and the derived consequences and the developments in key legal proceedings. The committees reported to the full Supervisory Board on their activities. The Management Board provided the Supervisory Board with regular information on the development of business and the position of the individual group companies. Therefore, the Supervisory Board was able to monitor the performance of the company on a continuous basis and support the Management Board on decisions of fundamental importance.

In 2015, the focus will be on further quality improvement to increase customer satisfaction, further development of the terminal infrastructure, expansion of the cargo area and strengthening the non-aviation segment. Efforts will also continue to increase the number of airlines and the destination offering in order to strengthen Vienna's hub function and drive growth. From an economic perspective, opportunities to reduce costs and improve earnings will be used to continue the reduction of debt and further improve productivity.

### › Commitment to the Corporate Governance Code

Flughafen Wien AG has been committed to compliance with the Austrian Corporate Governance Code since 2003. Accordingly, the Supervisory Board fulfils the duties and responsibilities set forth in this code.

### › Audit of the annual financial statements

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, were elected as auditor of the 2014 annual financial state- >

ments by the 26th Annual General Meeting of Flughafen Wien AG, and were commissioned to perform this audit. This audited the annual and consolidated financial statements as of 31 December 2014 and the related management reports for the company and the Group, which were prepared by the Management Board, and awarded these financial statements unqualified opinions. The Management Board presented the following documents to the Supervisory Board and provided a detailed report on this information: the annual financial statements of Flughafen Wien AG, which were prepared in accordance with Austrian accounting principles; the consolidated financial statements for the Flughafen Wien Group, which were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU; and the management reports for the company and the Group for the 2014 financial year.

### › **Audit of the annual and consolidated financial statements**

The Audit Committee reviewed the following documents at its meetings in the presence and with the support of the auditor: the annual financial statements and consolidated financial statements, the company and Group management reports and the corporate governance report of Flughafen Wien AG for the 2014 financial year. The effectiveness of the internal control and risk management system was also discussed at these meetings. This analysis was based in part on the management letter and the auditor's report on the risk management system. The Audit Committee then informed the Supervisory Board of the results of its work, which formed the basis for the evaluation of the annual and consolidated financial statements by the Supervisory Board.

### › **Approval of the annual financial statements**

The Supervisory Board accepted the annual financial statements and the management report of Flughafen Wien AG for the 2014 financial year in the presence of the auditor. The annual financial statements of Flughafen Wien AG for the 2014 financial year were therefore approved.

### › **Recommendation for the distribution of profit**

The Supervisory Board agrees with the recommendation of the Management Board to distribute a dividend of € 1.65 per share, for a total of € 34,650,000.00, from distributable net profit of € 34,658,074.31 for the 2014 financial year and to carry forward the remaining € 8,074.31.

### › **Acknowledgement**

The Supervisory Board would like to express its thanks to the employees, key managers and the members of the Management Board for their commitment and performance in 2014.



**Ewald Kirschner**

Chairman of the supervisory board

Schwechat, March 2015