

Report of the Supervisory Board



Frequency of meetings and key issues

The Supervisory Board held eight meetings during the reporting year. In addition, the Presidium and Personnel Committee held three meetings and the Audit Committee two meetings. The Strategy Committee held one meeting during 2010. The issues dealt with by the Supervisory Board and its committees in 2010 included the following topics: key questions related to the development of the company; the possible acquisition of or investment in other airports; the expansion of infrastructure facilities at the airport location, above all in connection with the terminal extension VIE-Skylink; the results of the audit by the Austrian Federal Accounting Agency; opportunities to optimise the corporate organisation and reduce costs; and the remuneration of the Management Board. The results of these consultations were subsequently reported to the full Supervisory Board. 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.

Activities by the Supervisory Board in 2011 will concentrate on the following issues: the completion of construction and preparations for the start of operations in the terminal extension VIE-Skylink; the further expansion of infrastructure to strengthen Vienna's hub function and support continued growth by Flughafen Wien; the realisation of opportunities for cost reduction; the evaluation and implementation of recommendations from the report by the Austrian Federal Accounting Agency; the implementation of a new corporate organisation; and succession planning for the Management Board.

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. Compliance with the rules of the code is reviewed each year by an external firm. The corporate governance report of Flughafen Wien AG was evaluated by Univ. Prof. DDr. Waldemar Jud Corporate Governance Forschung CGF GmbH and did not provide grounds for any major objections.

Audit

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, were elected auditors of the 2009 annual financial statements at the 21st Annual General Meeting of Flughafen Wien AG and were commissioned to perform this audit. This firm audited the annual and consolidated financial statements as of 31 December 2010 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 reported in detail thereon: 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); and the management reports for the company and the group.

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 as well as the company and group management reports for Flughafen Wien AG on the 2010 financial year. The effectiveness of the internal control and risk management systems 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 2010 financial year in the presence of the auditor. The annual financial statements of Flughafen Wien AG for the 2010 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 € 2.0 per share, for a total of € 42,004,250.90, from distributable net profit of € 42,000,000 for 2010 and to carry forward the remainder of € 4,250.90.

Acknowledgment

The Supervisory Board would like to express its thanks to the members of the Management Board, key managers and all employees for their commitment and performance in 2010.

Karl Samstag, Vice-Chairman of the Supervisory Board
Schwechat, March 2011