Flughafen Wien Aktiengesellschaft
Schwechat, FN 42984 m

Recommendations by the Management 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 Management 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

Recommendations for a resolution on this point of the agenda may only be made by the Supervisory Board.

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)

Recommendations for a resolution on this point of the agenda may only be made by the Supervisory Board.

Vienna, 19 July 2011