



Flughafen Wien AG
Schwechat, FN 42984 m

**Recommendations of the Management Board and Supervisory Board
for resolutions to be passed at the
24th Annual General Meeting on
24 April 2012**

- 1. Presentation of the annual financial statements and management report, the corporate governance report, the consolidated financial statements and the group management report, and the report of the Supervisory Board on the 2011 financial year**

A resolution is not required for this point of the agenda.

- 2. Resolution on the use of net profit for the year**

The Management Board and the Supervisory Board recommend the payment a EUR 1.00 dividend per share from distributable profit of EUR 21,009,077.87 as shown in the 2011 financial statements, for a total of EUR 21,000,000.-- and the carry forward of the remaining EUR 9,077.87.

- 3. Resolution on the release of the members of the Management Board from liability for the 2011 financial year**

The Management Board and the Supervisory Board recommend the release from liability of the persons who served on the Management Board in 2011 for that financial year.

- 4. Resolution on the release of the members of the Supervisory Board from liability for the 2011 financial year**

The Management Board and the Supervisory Board recommend the release from liability of the persons who served on the Supervisory Board in 2011 for that financial year.

5. Resolution on remuneration for the members of the Supervisory Board for the 2011 financial year

The Supervisory Board recommends the approval of an unchanged attendance fee of EUR 300.-- for the participation of members of the Supervisory Board in the meetings of this corporate body and its committees as well as remuneration for the members of the Supervisory Board as follows for the 2011 financial year:

For the Chairman of the Supervisory Board	EUR 12,000.--
For the Vice-Chairman of the Supervisory Board	EUR 10,000.--
and for each member of the Supervisory Board	EUR 8,000.--

6. Election of the auditor for the annual financial statements and consolidated financial statements for the 2012 financial year

Based on a recommendation of the Audit Committee, the Supervisory Board recommends the election of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, as the auditor of the annual financial statements and consolidated financial statements for the 2012 financial year.

7. Resolution on the amendment of the articles of association (above all to reflect changes in Austrian company law (“Gesellschaftsrechts-Änderungsgesetz 2011”, GesRÄG 2011))

The GesRÄG 2011 took effect on 1 August 2011 and also led to changes in Austrian stock corporation law.

The Management Board and the Supervisory Board have reviewed these changes in legal requirements.

In particular, the changes include:

The elimination of interim certificates by the GesRÄG 2011.

Listed companies are now required to securitise all bearer shares in a collective instrument, or if necessary more than one collective instrument, and to deposit the collective instrument(s) with a depository bank as defined in § 1 (3) of the Austrian Depository Act or with a similar foreign institution.

The Management Board and the Supervisory Board recommend the amendment of the Articles of Association under § 5 “Class of Shares“, § 12 “Participation“ and § 14 “Meetings“, as indicated in the attachment which shows the recommended changes, in order to reflect the amended legal requirements.

Attachment: Articles of Association, including indication of the proposed changes

Schwechat, on

For the Supervisory Board:

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Erwin Hameseder
Chairman

The Management Board:

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Julian Jäger

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Günther Ofner