

**Statement by the Supervisory Board**

**of**

**Flughafen Wien Aktiengesellschaft**

**on the**

**Voluntary Public Partial Offer in accordance with sections 4 et seq.  
of the Austrian Takeover Act**

**of**

**Airports Group Europe S.à r.l.  
(the “Bidder”)**

On 11 August 2022, Airports Group Europe S.à r.l. published a voluntary public partial offer in accordance with sections 4 et seq. of the *Übernahmegesetz* (ÜbG – Austrian Takeover Act) for the acquisition of up to 8,399,990 bearer shares in Flughafen Wien AG, equivalent to 10% minus 10 shares of the total share capital of the target. At the time of the publication of the offer, the Bidder holds 33,600,009 shares in Flughafen Wien AG. In making this offer, the Bidder is therefore aiming to acquire 50%-1 share in the Target.

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 registered office in Luxembourg and the business address 1-3 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 shareholder in 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 registered office in Luxembourg and the business address 1-3 Boulevard de la Foire, L-1528 Luxembourg, registered in the Trade and Companies Register of the Grand Duchy of Luxembourg under B 151630 (*Global InfraCo*).

The sole legal owner of IFM Luxembourg is Conyers Trust Company (Cayman) Limited, a company established under the laws of the Cayman Islands, with its registered office in the Cayman Islands, and the business address SIX, 2nd Floor, PO Box 2681, Cricket Square, Hutchins Drive, Grand Cayman KY1-1111, Cayman Islands, entered in the Registrar of Companies of the Cayman Islands under 55233 (“*Conyers Trust*”).

Conyers Trust holds all shares in Global InfraCo as the trustee for IFM Global Infrastructure Fund, a multi-series unit trust organised under the Mutual Funds Law of the Cayman Islands under licence number 611295 with its registered office in the

Cayman Islands and the business address SIX, 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands (“*IFM GIF*”).

Please refer section 2 of the Bidder’s offer document for further details of the Bidder’s ownership structure.

In accordance with section 14(1) ÜbG, the Management Board and the Supervisory Board of Flughafen Wien AG are required to prepare reasoned statements on the offer immediately after the publication of the offer document and to publish these within ten trading days of the 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 into account the interests of all shareholders and the impact that the takeover offer is expected to have on Flughafen Wien AG, including in particular its employees (existing jobs, work conditions and the fate of 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 and for rejecting the offer, while emphasising the key points of view.

The Supervisory Board has decided not to make a detailed statement on the offer. The Supervisory Board refers to the detailed statement by the Management Board in accordance with section 14(1) ÜbG, which has been published together with this statement. In it, the Management Board makes a detailed assessment of the offer and presents arguments for and against accepting the offer. The Supervisory Board concurs with the Management Board’s statement and endorses it in full.

Schwechat, 16 August 2022

For the Supervisory Board