

# **Supplement**

**to the**

**Statement by the Management Board**

**to the**

**Flughafen Wien Aktiengesellschaft**

**(the “Target”)**

**as a result of the**

## **Amendment**

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

**by**

**Airports Group Europe S.à r.l.**

**(the “Bidder”)**

## **1. Preamble**

On 26 September 2022, Airports Group Europe S.a.r.l. (the “Bidder”) amended its voluntary public partial offer (the “Offer”) to acquire an interest of up to 10% of the share capital of the Flughafen Wien AG minus 10 shares.

Flughafen Wien AG is hereby releasing the following additional statement by its Management Board on the published amendments. The Target refers to its previous comments in its statement by the Management Board of 18 August 2022, if not updated in this supplement.

## **2. Amendment of the Offer**

In summary and without claim to completeness, the Bidder has made the following amendments in its offer document. The Target therefore refers to section 2 of the Bidder’s amendments for details.

### **2.1 Improvement of the offer price**

The Bidder has improved its offer price from € 33 to € 34 per offer share cum dividend.

“Cum dividend” means that the accepting shareholders will not receive any dividend in addition to the offer price that may be resolved by the Target after the publication of this Offer. The offer price per share is therefore reduced by the amount of any dividend resolved between the publication of this Offer and its settlement, if the Offer is settled after the respective dividend payment date.

The Bidder has ruled out a further increase of its offer price.

## **2.2 Satisfaction of conditions precedent**

The Bidder's offer is subject to the conditions precedent that the Austrian Minister of Economics and Labour approves the share purchase as per the Bidder's Offer in accordance with the provisions of the Austrian Investment Control Act. Furthermore, the share purchase must be approved in accordance with the provisions of the Maltese Investment Control Act.

The Austrian Ministry of Economics and Labour has initiated approval proceedings in accordance with section 7 of the Austrian Investment Control Act in relation to the Offer. Given the potentially long duration of proceedings under the Investment Control Act, the conditions precedent of the Bidder's Offer cannot be satisfied by 6 October 2022. The Bidder has therefore extended the period for the satisfaction of the conditions precedent from 6 October 2022 to 31 May 2023.

If the share purchase is not approved by the Austrian Ministry of Economics and Labour in accordance with the Austrian Investment Control Act or it is not approved in accordance with the Maltese Investment Control Act by 31 May 2023, the conditional agreement entered into with the shareholders by accepting this Offer will not become effective.

## **2.3 Contractual obligation to accept further declarations of acceptance (“extended acceptance period”).**

The acceptance period was due to end at 5:00 p.m. on 6 October 2022 (Vienna time).

The Bidder has made a contractual commitment to an additional extended acceptance period of 10 trading days. The extended acceptance period begins on the 2nd trading day following the Bidder's publication on the satisfaction of the conditions precedent. Shares tendered during the extended acceptance period will not be tradable or deliverable until settlement.

## **2.4 Settlement**

The Offer has been amended to the effect that the offer price will be paid by the Bidder within 10 trading days of the end of the extended acceptance period.

## **2.5 Tradability and deliverability of shares**

The Offer has been amended to the effect that shares tendered during the extended acceptance period will be tradable and deliverable from the 6th trading day after the end of the acceptance period (i.e. from 14 October 2022) until the end of the 3rd trading day before settlement.

## **3. Right to object/right of withdrawal**

Any shareholder who has accepted the Offer by the time of the publication of the amended offer (on 26 September 2022) can object to the amendment of the offer until 6 October 2022, 5:00 p.m. (Vienna time). The objection has the effect of a withdrawal from acceptance of the Offer. The objection must be declared by e-mail sent to [viennaairport@eh.at](mailto:viennaairport@eh.at) (see section 11.4.1(a) of the Offer).

## **4. Assessment of the amendments to the Offer by the Management Board**

### **4.1 Fairness of the offer price**

On the last trading day prior to the announcement of the intention to make the offer, 10 June 2022, the closing price of Flughafen Wien shares on the Vienna Stock Exchange was € 26.30. The improved offer price of € 34.00 is thus € 7.70 (29.28%) higher than the closing price of the shares on 10 June 2022.

Based on the volume-weighted average prices in euro in recent years before the announcement of the offer intention (on 13 June 2022), the premiums/discounts compared to the improved offer price of € 34.00 are as follows:

	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022<sup>1</sup></b>
Average price	37.54	27.21	29.11	27.15
Premium/discount	-9.43%	24.95%	16.80%	25.23%

Source: Wiener Börse AG; basis: average share price of the Target weighted by volume

1) Calculation period: until 31 May 2022 inclusively

Regarding the improved offer price of € 34.00 less the dividend for the current financial year, which is expected to be around € 0.75 according to current guidance, the improved offer price is still less than the lowest closing price in 2019, the last financial year before the pandemic. This price was € 34.05. It is even 21.8% less than the highest closing price in 2019, which was € 40.50.

Given the only marginal improvement in the offer price, the arguments against accepting the Offer, as made in the statement by the Management Board of 18 August 2022, are still entirely valid. Also, the improved offer price of € 34 is equivalent to an EBITDA multiple of just x 9.8, still significantly less than the multiples in airport transactions before the COVID crisis (typically/on average: EBITDA x 22 or in a range of x 18 to 24 (source: PWC Report “Airport valuations have taken off – the question is where will they land?”)) and the values of recent European airport transactions (around EBITDA x 20 on average).

The Austrian Investors’ Association (IVA) is also advising shareholders to wait: “Flughafen Wien AG belongs firstly on the stock market and secondly in the portfolio of every Austrian stock market investor. Nobody in Austria can have any interest in seeing this company vanish from their docket. Aside from that, the € 34 being offered per share is far too modest a price”.

## **4.2 Extension of periods and effects for shareholders**

Vienna Airport constitutes critical infrastructure in accordance with the Austrian Investment Control Act. As the Bidder is domiciled outside the European Union, the Austrian Ministry of Economics and Labour has decided to initiate approval proceedings in accordance with the Investment Control Act. As the usual duration of approval proceedings means that the share purchase would not be approved on time by 6 October 2022, the Bidder has extended the period for the satisfaction of the conditions precedent until 31 May 2023, and it has committed to an extended acceptance period of 10 trading days from the 2nd trading day following the Bidder's publication on the satisfaction of the conditions precedent.

At this time, it is uncertain whether or when the transaction will be approved in accordance with Austrian Investment Control Act. It is therefore also unclear whether and when the offer price can be paid to the shareholders who have tendered their shares for sale. According to the stated timeframe, the latest possible date for payment of the purchase price would be 16 June 2023. If the transaction is not approved, or not approved on time, in accordance with the Investment Control Act, the sale will become void.

In return for the significant delay in the payment of the purchase price, shareholders who have already accepted the Offer have been granted a right to withdraw by 6 October 2022 (see section 11.4.1(a) of the Offer).

Furthermore, the shares of those shareholders who have already accepted the Offer will be tradable and deliverable again from 14 October 2022 (until the end of the 3rd trading day before settlement). However, it remains to be seen whether a liquid market will even emerge for these shares.

Shareholders who do not agree to the delayed payment therefore have to declare their objection to the amendments by 6 October 2022, which would be tantamount to withdrawing from the sale.

Shareholders therefore have to consider whether they wish to restore the flexibility of their shares by reversing their decision to accept the Offer or whether to trust that the conditions precedent will be satisfied on time and accept the delayed payment of the sales proceeds, which would be on 16 June 2023 at the latest. In its statement of 18 August 2022, the Management Board already outlined what it feels to be the company's good growth prospects, which are not adequately reflected by the current share price at this time. In this context the Management Board also would like to point out the new guidance (published on 29 September 2022) which compared to the guidance of 2 August 2022 now forecasts the net profit to improve to over € 115 million (previously: over € 100 million).

### **4.3 Recommendation of the Management Board**

The published amendments to the partial offer by the Bidder do not alter the Management Board's prior assessment. The Management Board therefore continues to recommend that shareholders do not accept the purchase bid. While the purchase bid is a vote of confidence in the Target's performance, the marginally increased offer price of € 34 per share is considered too low in view of the anticipated continued positive performance of the company, which currently has zero debt and is performing well.

Furthermore, the Management Board still anticipates the risk that acceptance of the Offer will further impair the liquidity and thus the tradability of the shares, potentially ultimately leading to the shares being delisted, which the Management Board does not wish for.

Shareholders who do not wish to wait for the delayed payment date and who wish to be in full control of their shares again can therefore object to the amendments by 6 October, which will result in the withdrawal of their acceptance of the offer.

## **5. Other disclosures**

For information on the supplementary statement by the Management Board of Flughafen Wien AG, please feel free to contact FWAG's Investor Relations department

on +43 (0) 1 7007-23126 or by e-mail at [investor-relations@viennaairport.com](mailto:investor-relations@viennaairport.com). Further information is available on Flughafen Wien AG's website ([www.viennaairport.com](http://www.viennaairport.com)).

Schwechat, [date]

For the Management Board