

Statement of the Supervisory Board

of

Flughafen Wien Aktiengesellschaft

on the

**voluntary public offer pursuant to sections 4 et seqq of the Austrian
Takeover Act**

by

**Airports Group Europe S.à r.l.
(also referred to as the “Bidder”)**

non-certified translation

On 7 November 2014, Airports Group Europe S.à r.l. published a voluntary public offer pursuant to sections 4 et seqq of the Austrian Takeover Act (*Übernahmegesetz* – hereinafter: “Act”) for the acquisition of a minority stake of between 20.0% and 29.9% of the share capital of Flughafen Wien AG. The offer is subject to conditions precedent that must be satisfied during the acceptance period for the offer to complete (see section 5.1 of the offer document).

The Bidder is Airports Group Europe S.à r.l., a limited liability company established under the laws of the Grand Duchy of Luxembourg, with its corporate seat in Luxembourg and its business address at 6C, rue Gabriel Lippmann, L-5365 Munsbach, registered in the Trade and Companies Register of the Grand Duchy of Luxembourg under B 167449 (the "*Bidder*").

The Bidder is a wholly-owned subsidiary of IFM Luxembourg No. 2 S.à r.l., a limited liability company established under the laws of the Grand Duchy of Luxembourg, with its corporate seat in Luxembourg, and its business address at 6C, rue Gabriel Lippmann, L-5365 Munsbach, registered in the Trade and Companies Register of the Grand Duchy of Luxembourg under B 151630 ("*IFM Luxembourg*").

The sole legal owner of IFM Luxembourg is Codan Trust Company (Cayman) Limited, a company established under the laws of the Cayman Islands, with its corporate seat in the Cayman Islands, and its registered office at PO Box 2681, Cricket Square, Hutchins Drive, Grand Cayman KY1-1111, Cayman Islands registered in the Registrar of Companies of the Cayman Islands under company number 55233 ("*Codan Trust*").

Codan Trust holds all shares in IFM Luxembourg as 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 seat in the Cayman Islands and its business address at 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands ("*IFM GIF*").

For further details on the ownership structure of the Bidder, please see section 2 of the Bidder's offer document.

Pursuant to section 14 (1) of the Act, the Management Board and the Supervisory Board of Flughafen Wien AG are required to prepare reasoned statements on the offer immediately after publication of the offer document and to publish these within ten trading days of 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 account of all shareholders' interests and the impact the takeover offer is expected to have on Flughafen Wien AG, particularly its employees (jobs, employment conditions and changes to 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 the offer and those for rejecting the offer, while emphasising the key points of view.

The Supervisory Board has decided not to give a final recommendation on accepting or rejecting the offer and to refrain from giving a detailed statement on the offer. The Supervisory Board refers to the detailed statement by the Management Board pursuant to section 14 (1) of the Takeover Act, which is published together with this statement, in which the Management Board assesses the offer in detail and presented arguments that speak in favour of and against accepting the offer. The Supervisory Board supports the statement by the Management Board and declares its full agreement with the content of this statement.

13 November 2014