



**Flughafen Wien AG
Schwechat, FN 42984 m**

**Proposals by the Management Board and Supervisory Board for
resolutions to be passed at the
25th Annual General Meeting on
30 April 2013**

- 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 2012 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 1.05 dividend per share from distributable profit of EUR 22,051,340.59 as shown in the 2012 financial statements, for a total of EUR 22,050,000.00 and the carry forward of the remaining EUR 1,340.59.

- 3. Resolution on the release of the members of the Management Board from liability for the 2012 financial year**

The Management Board and the Supervisory Board recommend the release from liability of the persons who served on the Management Board in 2012 for that financial year.

- 4. Resolution on the release of the members of the Supervisory Board from liability for the 2012 financial year**

The Management Board and the Supervisory Board recommend the release from liability of the persons who served on the Supervisory Board in 2012 for that financial year.

5. Resolution on remuneration for the Supervisory Board

The Management Board and the Supervisory Board recommend the approval of an unchanged attendance fee of EUR 300.00 per meeting for the participation of members of the Supervisory Board in the meetings of this corporate body and its committees as well as unchanged remuneration for the members of the Supervisory Board as follows for 2012:

For the chairman of the Supervisory Board	EUR 12,000.00
For the vice-chairmen of the Supervisory Board	EUR 10,000.00
and for each member of the Supervisory Board	EUR 8,000.00

6. Election of the auditor for the annual financial statements and consolidated financial statements for the 2013 financial year

Based on a recommendation of the Audit Committee, the Supervisory Board recommends the election of KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1090 Vienna, Porzellangasse 51, as the auditor of the annual financial statements and consolidated financial statements for the 2013 financial year.

7. Elections to the Supervisory Board

The terms of office for all Supervisory Board members elected by the annual general meeting (AGM) will end at the close of the coming AGM.

In accordance with § 7 (1) of the articles of association of Flughafen Wien Aktiengesellschaft, the Supervisory Board must have a minimum of six and a maximum of ten members elected by the AGM.

The Supervisory Board previously included ten members elected by the AGM. (Note: This body also includes members delegated in accordance with Austrian labour law.)

Consequently, the coming AGM must elect ten persons to reach the previous number of members.

The Supervisory Board recommends elections for all ten seats, so the Supervisory Board will again comprise ten members elected by the AGM after the coming meeting on 30 April 2013.

The following nominations to the Supervisory Board were made in accordance with the requirements defined in § 87 (2a) of the Austrian Stock Corporation Act and the Austrian Corporate Governance Code.

The Supervisory Board hereby nominates Erwin Hameseder, Ewald Kirschner, Wolfgang Ruttendorfer, Burkhard Hofer (as a representative of free float shareholders), Gabriele Domschitz, Bettina Glatz-Kremsner, Gerhard Starsich, Herbert Paierl, Robert Lasshofer (as a representative of free float shareholders) and Karin Rest for election to the Supervisory Board for a term of office beginning with the end of this AGM and ending at the close of the AGM that will vote on the release from liability for the fourth year after election, whereby the current financial year is not to be counted. If the financial year continues to end on 31 December, the terms of office for the persons elected to the Supervisory Board would end with the AGM that votes on the release from liability for the 2017 financial year.

Plans call for separate voting on each Supervisory Board seat (ten seats) at the coming AGM.

The right to determine a particular sequence for voting on the nominees is hereby reserved.

Each of the nominees has issued a statement pursuant to § 87 (2) of the Austrian Stock Corporation Act. These statements are also available for review on the company's website.

The AGM is bound to nominations that are submitted in the following manner. Nominations to the Supervisory Board, including a statement pursuant to § 87 (2) of the Austrian Stock Corporation Act, must be disclosed separately for each person on the company's website no later than 23 April 2013, or the respective person may not be included in the election process. This also applies to nominations by shareholders pursuant to § 110 of the Austrian Stock Corporation Act, which must be received in text form by the company no later than 19 April 2013. Detailed information and the requirements for the handling of such nominations are provided in the following documents: "Information on the rights of shareholders under §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act" and "Recommendations by shareholders for resolutions pursuant to § 110 of the Austrian Stock Corporation Act".

Schwechat,

For the Supervisory Board:

Erwin Hameseder
Chairman

The Management Board:

Julian Jäger

Günther Ofner