Statement of the Management 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.

(“Bidder”)

non-certified translation

CONTENTS

1 Background

1.1 About the Target

Flughafen Wien Aktiengesellschaft (hereinafter “Flughafen Wien AG”, “FWAG”, Flughafen Wien Group or the “Target”) is a stock corporation under Austrian law with its corporate seat in Schwechat and business address at 1300 Wien Flughafen, Postfach 1, registered with the Commercial Register of the Commercial Court of Korneuburg under FN 42984m. Its registered share capital (*Grundkapital*) amounts to EUR 152,670,000.-- and is divided into 21,000,000 ordinary bearer shares. The shares of Flughafen Wien AG are admitted for trading on the Vienna Stock Exchange and also on the regulated unofficial markets of the Berlin, Munich, Stuttgart, Frankfurt and Hamburg stock exchanges. The shares are also traded internationally on the London SEAQ over-the-counter market. In addition, American Depository Receipts (ADR) programme has been established in the USA, where one share of Flughafen Wien AG corresponds to four ADRs.

Flughafen Wien AG is the general operator of Vienna Airport. As an important hub between East and West, Vienna Airport is one of the leading airports in Europe. Vienna Airport provided connections to 181 destinations in 73 countries in the 2015 financial year. Its catchment area within two hours' travel time covers not only Austria, but also parts of the Czech Republic, Slovakia, Hungary and Slovenia, an area encompassing around 11.8 million people. Within 3 hours, Vienna Airport is accessible to 23.4 million people. Nearly 23 million persons used Vienna Airport in the 2015 financial year.

1.2 About the Bidder

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 corporate seat in Luxembourg and its business address at 11-13 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 registered share capital of the Bidder amounts to EUR 45,002. The business purpose of the Bidder includes the administration of assets, in particular the acquisition, establishment, holding and managing of companies, shareholdings and financial instruments. With the exception of a 29.9% stake in the Target, the Bidder holds no direct or indirect shareholdings in other entities.

1.2.1 Direct and indirect shareholders

The sole legal owner of 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 corporate seat in Luxembourg, and its business address at 11-13 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 Global InfraCo 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 Global InfraCo as trustee for IFM Global Infrastructure Fund, a multi-series unit trust organised under the valid trustee act *(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").*

1.2.2 About IFM Investors

IFM Investors Pty Limited (“IFM Investors”) is the principal advisor of IFM GIF pursuant to an advisory agreement. IFM Investors is a global investment manager and advisor with EUR 45.1 billion in assets under advisory and management across four main asset classes.

IFM Investors is a wholly-owned subsidiary of IFM Holdings Pty Limited. IFM Holdings Pty Limited is a wholly-owned subsidiary of Industry Super Holdings Pty Limited. Industry Super Holdings Pty Limited is wholly-owned by 29 Australian not-for-profit pension funds who are regulated by the Australian Prudential Regulation Authority. Many of these funds are also investors in IFM Investors' managed assets, ensuring strong alignment of interest between IFM Investors and those funds as well as their ultimate beneficiaries. None of the 29 Australian not-for-profit pension funds holds a controlling interest in Industry Super Holdings Pty Limited.

Since 1995, IFM Investors – in each case through its managed or advised funds – has made numerous acquisitions in the infrastructure sector providing its investors with exposure to a portfolio of diversified infrastructure investments. Today, IFM Investors is one of the largest infrastructure investors in the infrastructure sector with investments totalling over EUR 20.5 billion in critical infrastructure around the world.

According to information supplied by the Bidder, IFM Investors also has long-standing investments in the airport industry, with investments in 16 airports handling 156.7 million passengers per year.

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

1.2.3 Parties acting in concert

The Bidder names the parties acting in concert below (2.3 of the offer document):

Pursuant to section 1 (6) of the Austrian Takeover Act (Übernahmegesetz – hereinafter: “Act”) parties acting in concert are natural or legal entities who, on the basis of an arrangement, cooperate with the Bidder in an attempt to obtain control of or exercise control over the target, especially by coordinating the way in which they exercise their voting rights. If a party directly or indirectly holds a controlling interest (section 22 (2) and (3) of the Act) in one or more other entities, it will be assumed (rebuttable presumption) that all of these parties are acting in concert with each other. According to this definition,

- Global InfraCo
- IFM GIF
- Codan Trust (solely in its capacity as trustee of IFM GIF)
- Eurogrid International CVBA
- Eurogrid GmbH
- 50Hertz Transmission GmbH
- Global InfraCO NL Coöperatief UA
- IFM OPI Holding (UK) Ltd
- IFM Investors (solely in its capacity as advisor to IFM GIF)
- IFM Holdings Pty Limited
- Industry Super Holdings Pty Limited

are deemed to be parties acting in concert with the Bidder. Due to the fact that IFM GIF holds additional participations in entities, there may be further parties acting in concert with the Bidder within the meaning of section 1 (6) of the Act. In addition, for the sake of prudence, IFM investors, as “principal advisor”, shall also be considered to qualify as a party acting in concert within the meaning of section 1 (6) of the Act for the purposes of the offer.

1.2.4 Shareholding of the Bidder in the Target

At the time of publication of the offer, the Bidder owns a total of 6,279,000 (six million, two hundred seventy-nine thousand shares) in the Target, comprising 29.9% of the total share capital of the Target. At the time of publication of the offer, neither the Managing Directors of the Bidder, nor the parties acting in concert holds shares in the Target.

1.3 Offer/Statement by the Target

On 1 April 2016, the Bidder published a voluntary public offer pursuant to sections 4 et seqq of the Act to increase its holding by up to 10.0% of the share capital of Flughafen Wien AG.

Pursuant to section 14 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 this 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.

With the statement provided here, the Management Board of Flughafen Wien AG is fulfilling this legal obligation.

Assessments in this statement by the Management Board related to the offer price or future development of Flughafen Wien AG depend to a considerable extent on assessments of the future and are based on forecasts that, by their nature, are highly uncertain. In connection with legal issues, it should be noted that the Austrian Takeover Commission and other decision-making bodies may later come to differing assessments. The Management Board of Flughafen Wien AG is not aware of any circumstance that gives reason to doubt the accuracy and completeness of the information provided by the Bidder. In this statement, therefore, the Management Board assumes the accuracy and completeness of such information from the Bidder.

1.4 Syndication agreement

20.1% of Flughafen Wien AG's shares are in free float before acceptance of the offer. Of the remaining 79.9%, the two key syndicated shareholders – the province of Lower Austria (through NÖ Landes-Beteiligungsholding GmbH) and the City of Vienna (through Wien Holding GmbH) – each hold 20% of the shares. Moreover, 10% is held by Flughafen Wien Mitarbeiterbeteiligung Privatstiftung, a private foundation whose beneficiaries comprise all the active employees of FWAG. The remaining 29.9% is held by Airports Group Europe S.à r.l.

Syndicate agreement

40% of the shares are held under a syndication agreement by two key shareholders: the federal province of Lower Austria (4.2 million no-par value shares) and the City of Vienna (4.2 million no-par value shares). The voting agreement, which was concluded in 1999 and has not been amended since, calls for the joint exercise of voting rights on the syndicated shares at the annual general meeting. Amendments to the syndication agreement, dissolution of the syndicate and resolutions to admit new partners to the syndicate require unanimous agreement. The syndication agreement provides for reciprocal rights of purchase if one party intends to sell its syndicated shares to a buyer outside the syndicate (third party) through a legal transaction in exchange for return compensation. This reciprocal right of purchase does not apply if the syndicated shares are transferred to a holding company in which the transferring syndicate partner owns at least a majority stake. The company is not aware of any other limitations on voting rights or the transfer of shares.

2 Financial performance of the Target

2.1 Key figures

The consolidated financial performance of the Target in accordance with IFRS was as follows in the 2015, 2014 and 2013 financial years, in which case the results for 2015 are preliminary figures. Publication of the audited results will take place by the end of April 2016.

in EUR million (unless stated otherwise)	**2015***	**2014**	**2013**
Total revenue	654.4	630.2	622.0
thereof Airport*	359.2	344.1	331.4
thereof Handling*	151.3	145.7	151.9
thereof Retail & Properties*	128.2	123.8	121.2
thereof Other Segments*	15.6	16.6	17.5
EBITDA	275.2	250.2	241.5
EBITDA margin (in %)[1]	42.0	39.7	38.8
EBIT	142.9	119.8	112.1
EBIT margin (in %)[2]	21.8	19.0	18.0
ROCE (in %)[3]	7.0	5.6	5.1
Net profit after non-controlling interests	100.4	82.5	73.3
Cash flow from operating activities	228.4	220.6	204.4
Equity	1,020.0	952.5	905.9
Equity ratio (in %)	53.4	50.3	46.4
Net debt	466.0	506.2	633.4
Total assets	1,909.7	1,892.2	1,953.9

Gearing (in %)	45.7	53.1	69.9
Capital expenditure[4]	79.9	75.1	72.8
Income taxes	30.5	24.8	23.5
Average number of employees[5]	4,360	4,306	4,399
Number of employees on 31/12	4,380	4,208	4,247
Number of shares issued (in million)	21	21	21
P/E ratio (as of 31/12)	18.3	19.5	17.5
Earnings per share (in EUR)	4.78	3.93	3.49
Dividend per share (in EUR)	2.00	1.65	1.30
Dividend yield (as of 31/12 in %)	2.3	2.1	2.1
Pay-out ratio (as a % of net profit)	41.8	42.0	37.3
Market capitalisation (as of 31/12)	1,839.6	1,613.2	1,281.0
Stock price: High (in EUR)	89.70	81.50	61.43
Stock price: Low (in EUR)	75.22	59.38	41.00
Stock price: Price as of 31/12 (in EUR)	87.60	76.82	61.00
Carrying amount per share (in EUR)	48.57	45.35	43.14
Market weighting ATX/ATX Prime[6]	1.6	1.5	n.a.

Source: Flughafen Wien AG 2014 annual report

* 2015: preliminary results.

1) EBITDA margin = earnings before interest, taxes, depreciation and amortisation/revenue; 2) EBIT margin = earnings before interest and taxes/revenue; 3) ROCE (return on capital employed after tax) = (EBIT less allocated taxes)/Average capital employed; 4) Capital expenditure: Intangible assets and property, plant and equipment including corrections to invoices from previous years; 5) Average number of employees for the year weighted by level of employment, including apprentices, excluding employees on official non-paying leave (maternity, military etc.), and excluding members of the Management Board and managing directors; 6) ATX Prime: reclassification of the VIE share from the ATX Prime to the ATX as of March 2014. Reclassification of the VIE share from the ATX back to the ATX Prime as of March 2016.

2.2 Analysis of carrying amount of equity

Key financial figures	2015	2014	2013
Net debt in EUR million[1]	466.0	506.2	633.4
Equity ratio in %	53.4	50.3	46.4
Gearing in %[2]	45.7	53.1	69.9
Carrying amount of equity in EUR million	1,020.0	952.5	905.9
Working capital in EUR million	-120.3	-101.0	-80.1
Fixed assets/balance sheet total in %[3]	91.6	95.3	95.1
Asset coverage in %[4]	91.4	90.1	89.0

Source: Flughafen Wien AG 2014 annual report

*2015: preliminary results

1) Net debt = Interest-bearing liabilities – cash and cash equivalents; 2) Gearing = (Interest-bearing liabilities – cash and cash equivalents)/Equity; 3) Fixed assets/balance sheet total in % = Non-current assets/total assets in %; 4) Asset coverage in % = (Equity + non-current liabilities)/Non-current assets

Based on the Company's preliminary consolidated annual financial statements for the year ended 31 December 2015, the carrying amount per share is around EUR 48.57. The offer price is thus around EUR 51.43 higher than the carrying amount per share based on the preliminary annual financial statements for the year ended 31 December 2015 (i.e. around 106% higher).

2.3 Risk and opportunities analysis

Geographic position & catchment area

Benefitting from its geographic position, Vienna Airport regards itself as an important hub to destinations in Central and Eastern Europe and the Middle East. Vienna currently provides an extensive portfolio of destinations. On balance, 75 airlines fly to 181 destinations in 73 different countries (as of year-end 2015).

Vienna Airport's catchment area within two hours' travel time covers not only Austria, but also parts of the Czech Republic, Slovakia, Hungary and Slovenia. Around 11.8 million people live within this travel time to the airport, and within three hours it is accessible to 23.4 million people. The increasing expansion of infrastructure in bordering countries is generating an expansion of the relevant catchment area for Vienna Airport.

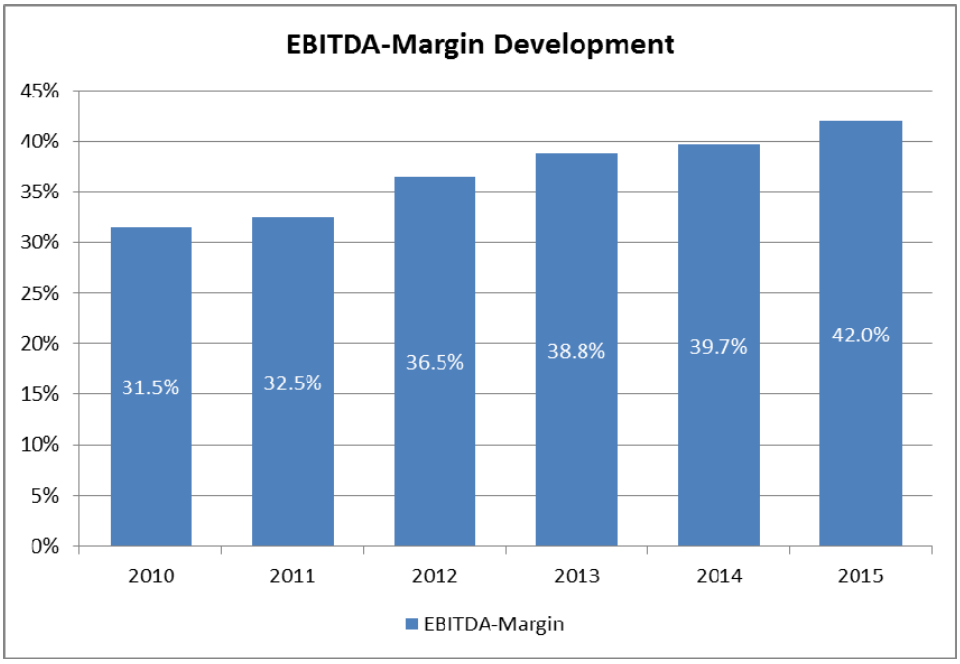
The catchment area is one of the fastest-growing regions in Europe. The economic catch-up process in these regions is also creating a growing willingness to travel.

Rail connections to the airport have improved significantly thanks to the putting into operation of the new long-distance train station at Vienna Airport. Long-distance trains of the Austrian Federal Railways (ÖBB) travel in half-hour intervals (intercity and railjet) directly to Vienna Airport via the new Vienna Central Station. Travel time on the route Linz-Vienna-Vienna Airport now amounts to only 1 hour 40 minutes, and the Salzburg –Vienna-Vienna Airport travel time has been reduced to around 2 hours 45 minutes.

Productivity increase

Flughafen Wien Group is implementing a large number of strategic measures to increase productivity, streamline processes and sustainably improve cost efficiency. The results of these efforts are reflected in the development of the EBITDA margin, which has shown a clear upward trend since 2010. In 2015, an interim record of more than 42% was reached.

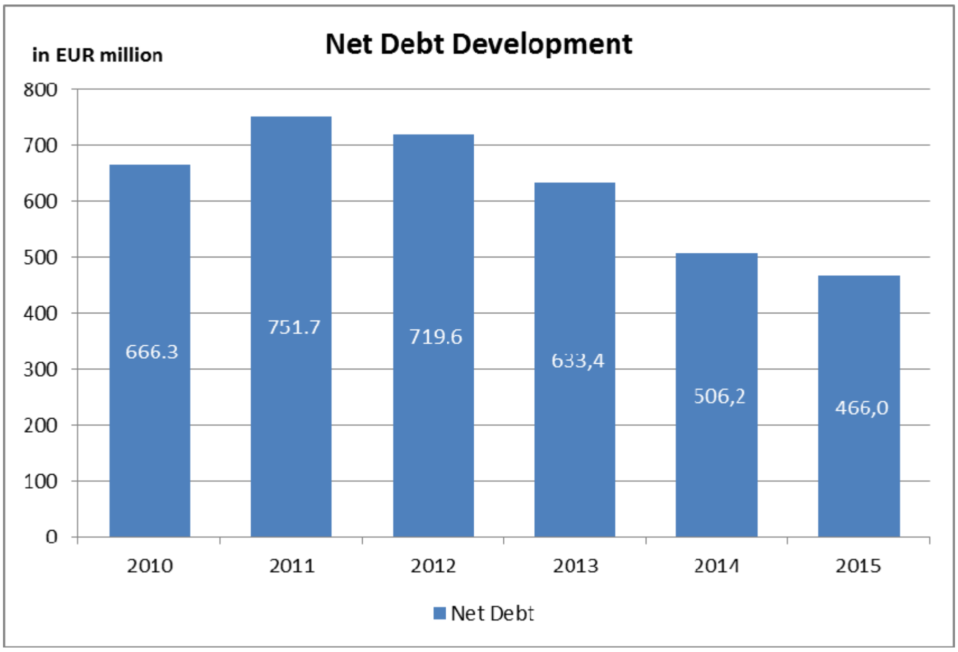
Development of the EBITDA margin 2010 – 2015:



Source: Flughafen Wien AG

At the same time, the Flughafen Wien Group has also succeeded in substantially reducing the level of net debt since 2010. This development opens up important financial leeway for future investments.

Development of net debt 2010-2015:



Source: Flughafen Wien AG

Service quality

Vienna Airport boasts high service quality as a result of short transfer times, excellent baggage reliability and a punctuality rate that is consistently amongst the best in Europe.

In addition to providing terminal areas, aircraft apron parking and an improved taxiway system, runway capacity is also an important requirement for reaping the benefits of the expected growth in air traffic in future. The environmental impact assessment for the construction of a third runway brought a positive decision in the first instance. A ruling issued on 10 July 2012 approved the construction and operation of “Parallel runway 11R/29L” by FWAG. This first-instance decision lists 460 requirements to protect residents and the environment. The appeal period ended on 24 August 2012 and objections were filed by 28 parties. The jurisdiction for the legal proceedings in the second instance was transferred to the new federal administrative court at the end of 2013 following a change in legal regulations. From today’s perspective, FWAG expects a second instance decision in the course of the year 2016. It is possible that the further course of action will involve the supreme courts or potentially even the European Court of Justice.

Growth in non-aviation services

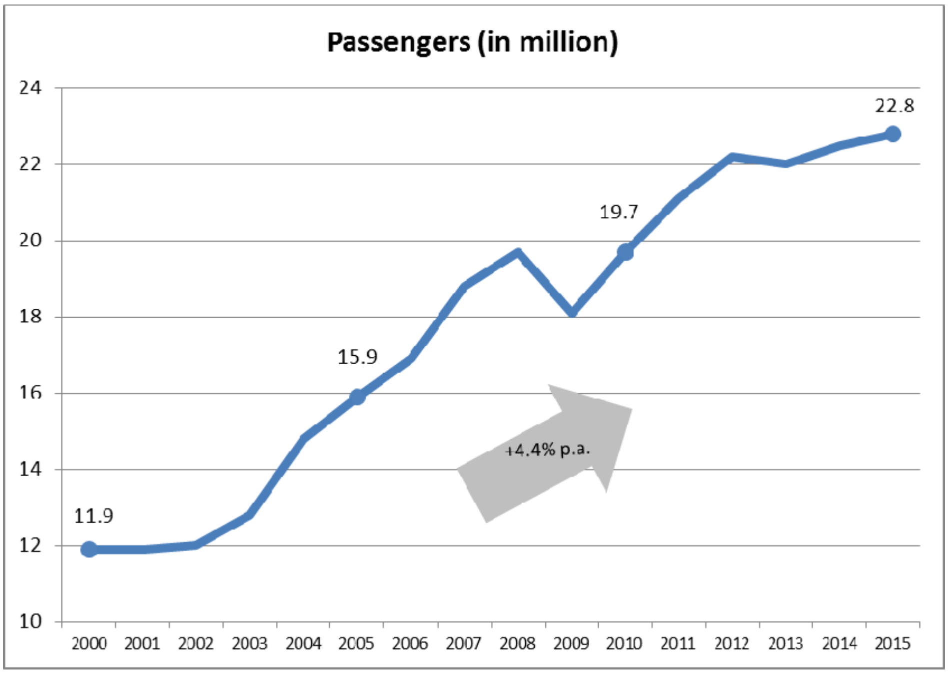
FWAG sees particular growth potential in shopping and gastronomy as well as real estate. A bundle of various measures is planned specifically to increase the attractiveness of the offering in this area in the next few years and close the gap with the leading international airports. The measures carried out relate to the optimization of the available brand portfolio, implementation of a new shop concept, making shopping areas more attractive and redesigning passenger flow in the terminal (e.g. walk-through concepts). The Supervisory Board of the company approved a planning budget amounting to EUR 39 million in order to improve terminals, and particularly to expand retail space by up to 10,000 m². FWAG sees considerable growth potential in this area in the coming years, which will be especially realized within the content of the future terminal development.

In the area of real estate, FWAG is pursuing a balanced development strategy towards further expanding “Airport City Vienna”. In this regard, FWAG will targetedly invest in product segments with an attractive risk/return profile. This particularly includes the following segments: hotel operations, meeting & conferencing, offices and freight real estate. FWAG will be involved in the value chain to a greater or lesser extent depending on the project.

Growth potential in aviation

In the past few years, Vienna Airport has recorded exceptionally strong traffic growth:

PAX performance 2000 – 2015, in million passengers:

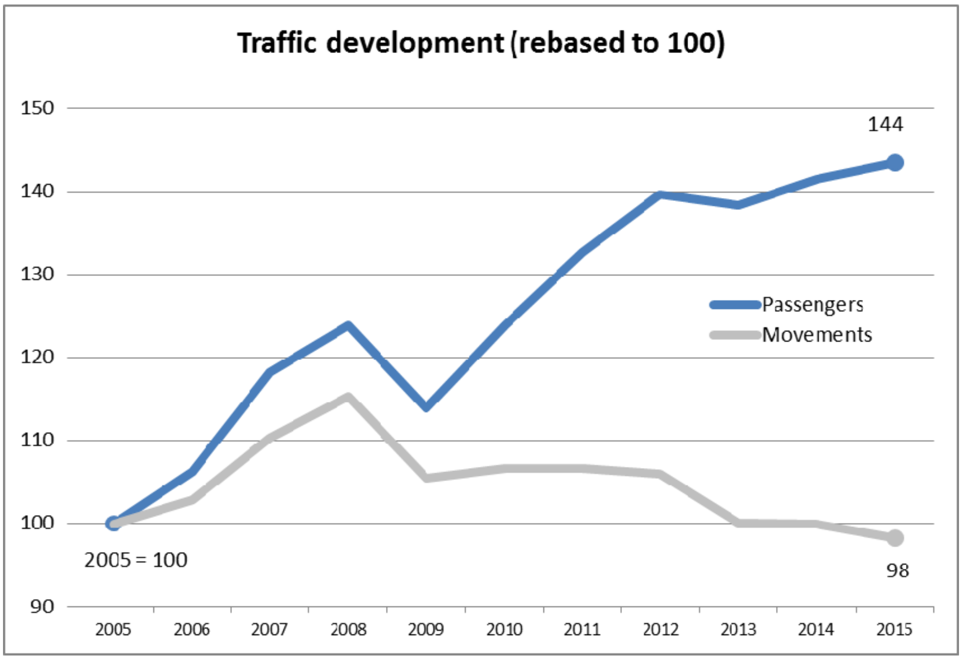


Source: Flughafen Wien AG

Based on the global development of air traffic with predicted growth rates in the number of passengers by an average of about 4.0% p.a. up to the year 2034 (Source: DKMA, Global Traffic Forecast 2015-2034), FWAG also expects robust growth at Vienna Airport in the coming years.

The number of flight movements developed without generating any growth in recent years. This trend can be mainly attributed to the deployment of larger aircraft (especially on the part of the national carrier Austrian Airlines) and the increase in capacity utilization (seat load factor). The number of passengers has continuously risen in recent years, whereas the number of flight movements has slightly declined since 2005. The following illustration shows the contrary development in traffic volumes between the number of passengers and the number of flight movements (excluding General Aviation).

Development of passenger volumes and flight movements (excl. General Aviation)



Source: Flughafen Wien AG

Due to this development, pressure on the available runway capacity in the existing two-runway system will be reduced in the short-and medium-term. FWAG is resolutely pursuing its pending legal proceedings to build the parallel runway 11R/29L (3rd runway) in order to make additional runway capacities available and thus to provide airlines with sustainable growth perspectives at the site. The project is current in the second instance in an ongoing regulatory approval process. From today's perspective, the decision of the responsible federal administrative court is expected in the course of the year 2016.

General economic risks

The business development of FWAG will largely depend on global growth of air traffic, which in turn significantly depends on the overall economic development. Thus cyclical fluctuations could have a major influence on FWAG.

In addition, traffic development is influenced by other external influencing factors, in particular wage disputes and strikes, military conflicts, terrorist attacks as well as political crises and the relative economic sanctions. In addition, pandemics and natural catastrophes can negatively affect air traffic. The development of the oil price and thus the price of jet fuel can also have a significant influence on air traffic. However, past experiences have shown that the above-mentioned influencing factors only negatively impact the development of air traffic in the short term, and do not sustainably affect the long-term growth trend. External influencing factors are intensively monitored and evaluated in order to be able to take appropriate countermeasures if necessary.

Market risks and risks related to the customer structure

In the field of cargo, the market power of a small number of airlines and forwarding companies represents a risk. By constantly monitoring the market development and acquiring new customers, FWAG intends to achieve a broader diversification of its portfolio and thus reduce this risk. In addition, cargo development is highly sensitive to economic fluctuations.

On a national level, an additional cost burden on airlines and passengers has arisen since the coming into effect of the Air Transport Levy Act (FlugAbgG) in 2011. The amounts to be charged depend on the distance of the destination and currently total EUR 7 for short-haul flights, EUR 15 for medium-haul and EUR 35 for long-haul flights. These fees weaken the competitive position of FWAG, in light of the fact that most European countries do not impose such taxes.

The integration of air traffic in the EU Emissions Trading System (EU ETS) leads to an additional burden on European airlines, and thus tends to weaken the competitive position of European transfer hubs compared to alternative locations outside of Europe. Vienna Airport could also be impacted by these developments in the medium term.

Economic situation of our main customers and the home carrier

FWAG expects that the earnings situation of many airlines will remain under pressure due to the high and increasing level of competitive intensity in European air traffic. For this reason, it is expected that the programs initiated by numerous airlines to enhance efficiency and profitability will be continued (e.g. cutting costs, optimizing the portfolio, slowing down fleet expansion or fleet reduction). This will further increase cost pressure on European airports.

The Austrian Airlines Group (a wholly-owned subsidiary of the Lufthansa Group) is FWAG's largest customer with close to 46% of the total passenger volume at Vienna Airport. Its long-term performance as a high-performing home carrier and the network strategy of Star Alliance, in which Austrian Airlines Group is a partner, have a significant influence on FWAG's business success. In spite of the decline in passenger volumes, Austrian Airlines succeeded in significantly improving its earnings (EBIT) in the 2015 financial year, from EUR 17 million in 2014 to EUR 54 million in 2015.

The airberlin Group airlines NIKI and airberlin are FWAG's second and third largest customers with market shares of 10.6% and 6.4%, respectively. The economic situation of the airberlin Group is afflicted with uncertainties and remains strained despite extensive measures implemented to improve earnings and cost efficiency as well as the support of the strategic partner Etihad.

According to information provided by the airberlin Group, the domestic subsidiary NIKI is profitable in its flight operations, but impacted by the overriding strategy and development of the airberlin Group. The code share program with Etihad Airways was further expanded in the 2015 financial year, and now encompasses more than 430 weekly code share flights to more than 30 destinations. The portfolio of destinations within Europe has been adapted, with the focus continuing to be on tourist destinations.

Pressure on earnings in handling services as a result of subdued growth in flight movements

Airlines have increased the price pressure they put on handling services in recent years while at the same time asking for a higher quality of service. Service level agreements (SLA) that include penalties for not achieving quality are being agreed with greater frequency.

The number of aircraft movements which have a significant impact on handling revenues has decreased due to increases in the efficiency of airlines (larger aircraft and higher seat occupancy). This development and the aggressive market presence of competitors put income from handling under growing pressure.

Initiatives on the part of the European Commission to further liberalize the restricted field of ground handling services are not foreseeable at the current time. For this reason, the licensing of a third handling agent in the field of ramp handling at Vienna Airport is not expected over the next few years.

Competitive pressure in transfer traffic and within the catchment area

The emergence of new hubs in the Middle East and Turkey along with the aggressive growth strategy of carriers from Euroasia could lead to a shift in global (transfer) traffic flows, potentially endangering the position of Vienna Airport as a transfer hub.

With respect to Vienna Airport's direct catchment area, in particular the activities of Ryanair at Bratislava Airport should be mentioned. Further expansion plans were announced by Ryanair for the summer flight schedule 2016. This is designed to increasingly attract passengers from Austria.

2.4 Development of investments in companies accounted for under the equity method

The Flughafen Wien Group's holdings include investments in two international airports.

- FWAG had a stake of about 33% of the shares in Malta Airport up to March 30, 2016. This consolidates stake increased to slightly over 48.4% as of March 31, 2016, due to the purchase of shares from SNC-Lavalin Group Inc. in Malta Mediterranean Link Consortium Limited (MMLC). In turn, MMLC owns a 40% stake in Malta Airport. By acquiring the indirect shares of SNC-Lavalin Group Inc. (with a stake of 38,75% in MMLC), the stake in MMLC held by Flughafen Wien AG has increased from 57,1% to more than 95%. By the change to full consolidation of the company’s shareholding in MMLC as of the closing, the outlook of the Flughafen Wien Group for 2016 (before revaluation effects related to the acquisition) will positively change with respect to EBITDA, which is expected to rise from at least EUR 280 million to at least EUR 310 million. Net profit before minority interests is anticipated to climb from at least EUR 105 million to at least EUR 115 million. The revaluation of the stake in Malta Airport will also likely lead to a positive change in the equity of the Flughafen Wien Group. This will be reflected as a one-off effect in the income statement.

  Malta Airport has developed extremely positively in recent years. In 2015 it handled a record number of 4.6 million passengers (+ 7.7% compared to 2014). The traffic forecasts for 2016 assume a further rise of 2.4%. The positive traffic development and the creation of new earnings potential along with the improvement in cost efficiency resulted in a substantial rise in earnings (EBITDA) and yield (EBITDA margin). EBITDA in 2015 rose to EUR 35.6 million, comprising an average increase of 9% since 2010. The EBITDA margin in the 2015 financial year also reached a new record level of 53.2%.

- Flughafen Wien AG has an indirect holding of 66% of Košice Airport, which generated substantial growth in passenger volume of 15.1% to 410,449 passengers in 2015 compared to the previous year. Scheduled flight traffic was up 26% and thus developed particularly favorably. Four new destinations were added in 2015, namely Kiev, Milan, Doncaster and Bristol.

3 Content of the offer

3.1 Object of purchase

The objective of the offer is to acquire up to 10.0% of the share capital of Flughafen Wien AG.

Based on the above paragraph, the Bidder's offer is thus aimed at the acquisition of up to 2,100,000 shares in Flughafen Wien AG (hereinafter, the “Shares under Offer”).

American Depository Shares:

Due to the custodian agreement concluded on 1 December 1994 between Flughafen Wien AG and the Bank of New York Mellon (“BNY Mellon”) as custodian bank, holders of Flughafen Wien shares may deposit their shares at BNY Mellon or UniCredit Bank Austria AG, which has been appointed as a depositary bank by BNY Mellon, in return for the issue of so-called American Depository Shares (“ADS”) (the “Custodian Agreement”). The ADSs represent the deposited Flughafen Wien shares, and the holders of the ADSs are third-party beneficiaries of the Custodian Agreement under the law of obligations. The Custodian Agreement additionally stipulates that the ADSs are represented by so-called American Depository Receipts (“ADRs”) when entered in BNY Mellon's ADS register.

Each 4 ADRs (American Depository Receipts) represent one Flughafen Wien share. As at the end of 2015, there were 11,964 ADRs in circulation, or a total of 12,404 ADRs as of March 31, 2016. BNY Mellon passes dividend payments and other distributions made by Flughafen Wien AG on to the holders of ADSs. BNY Mellon generally makes monetary payments in US dollars after conversion of amounts received in another currency. In accordance with the terms and conditions of the custodian agreement, every ADS holder is entitled to return their ADSs to BNY Mellon at any time in return for the number of Flughafen Wien shares represented by the ADSs they have returned.

The Offer of the Bidder does not extend to ADS, irrespective of whether they are certificated in the form of ADR, or not. (See section 4.1 of the offer).

3.2 Offer Price

The bidder is making an offer to the holders of the Shares under Offer to acquire the Shares under Offer at a price of EUR 100.00 (in words: one hundred point zero zero Euros) cum 2015 dividend per share (the “Offer Price”). “Cum 2015 dividend” means that accepting shareholders will not receive any dividend paid out for the 2015 financial year in addition to the Offer Price.

Pursuant to Section 15 (1) of the Austrian Takeover Act, the bidder expressly excludes the possibility of a subsequent increase in the Offer Price. However, the Bidder reserves the right to make other subsequent improvements to its offer pursuant to Section 15 (1) of the Takeover Act.

The Bidder has analysed the publicly available information on the Target and made a valuations based on its expertise in the airport sector. For the purpose of calculating the Offer Price, the Bidder has applied customary valuation methodologies (discounted cash flow method, trading multiples of listed companies and comparisons of reports by research analysts).

3.3 Fairness of the Offer Price

3.3.1 Relationship of the Offer Price to the historic share price

On the last trading day prior to the announcement of the intention to make the offer, namely March 11, 2016, the closing price of the Flughafen Wien share on the Vienna Stock Exchange was EUR 82.73. The Offer Price of EUR 100.00 thus represents a premium of EUR 17.27 (20.88%) to the share's closing price on March 11, 2016.

The Offer Price represents the following premia to the volume-weighted average price in EUR for the last 1 (one), 6 (six), 12 (twelve), 24 (twenty-four) and 36 (thirty-six) calendar months prior to the announcement of the intention to make the offer (on March 11, 2016):

	1 month[1]	**6 months**[2]	**12 months**[3]	**24 months**[4]	**36 months**[5]
Average price	80.51	83.37	81.62	75.59	69.50
Premium	24.21%	19.95%	22.52%	32.29%	43.88%

Source: Wiener Börse AG; basis: Average share price of the Target weighted by trading volumes

1) Calculation period: 12 February 2016 to 11 March 2016 (inclusive)

2) Calculation period: 14 September 2015 to 11 March 2016 (inclusive)

3) Calculation period: 12 March 2015 to 11 March 2016 (inclusive)

4) Calculation period: 12 March 2014 to 11 March 2016 (inclusive)

5) Calculation period: 12 March 2013 to 11 March 2016 (inclusive)

Liquidity in past years developed as follows:

	2013	**2014**	**2015**	**2016**[1]
Average daily trading volume (number of shares)	22,299	37,348	21,984	16,125

Source: Wiener Börse AG (double counting)

1) Calculation period: to and including March 11, 2016

3.3.2 Analyst reports/Third-party valuation

The Management Board of Flughafen Wien AG has reviewed a selection of recently published analyst reports. These depict the following:

Institute	Date[1]	Price Target (in EUR)	Rating
Commerzbank	02.03.2016	100.0	buy
Erste Bank	02.03.2016	99.0	buy
Kempen	02.03.2016	81.0	neutral
Morgan Stanley	02.03.2016	99.0	overweight
RBC	02.03.2016	91.0	outperform
HSBC	03.03.2016	96.0	buy
RCB	03.03.2016	90.0	buy
Citi	12.04.2016	110.0	neutral

1) Current analyses since 2 March 2016, publication of preliminary results for the 2015 financial year, up until the last day before the publication of the statement of the Management Board (on the 13th of April 2016)

The Management Board points out that these analyst reports were not taken from the Bidder's offer document. The analyst reports were selected and examined based on which analyst reports were published most recently prior to the announcement of the intention to make an offer. In so doing, the Management Board selected the reports that were published since the publication of the preliminary results for 2015, and thus those that take the current developments of the last months into account.

The table shows that the Offer Price of EUR 100.00 is within the range of analyst price target recommendations of EUR 81.0 to EUR 110.0.

3.4 Offer acceptance period and settlement

The period for accepting the offer is from Friday 1 April 2016 up until and including Thursday 28 April 2016 (local time in Vienna). This corresponds to an acceptance period of twenty trading days. The Bidder expressly reserves the right to extend the acceptance period once or several times during the original acceptance period up to the permissible maximum of ten weeks pursuant to the stipulations contained in the Takeover Act. For details of the settlement of the takeover offer, see section 5 of the offer document.

3.5 Sell-out Period

The acceptance period will not be extended for three months as a sell-out period, due to the fact that none of the conditions stipulated in section 19 (3) Takeover Act apply.

3.6 Announcements and publication of the result

The result of this offer will be published on Flughafen Wien AG's Website (www.viennaairport.com) and on the Website of the Austrian Takeover Commission (www.takeover.at) and as an announcement in the Official Gazette of the Wiener Zeitung immediately after the end of the acceptance period. The same applies to all other statements and notifications by the Bidder prescribed by the Act in connection with the voluntary public offer.

3.7 Equal treatment

The Bidder confirms in the offer document that the Offer Price is the same for all shareholders.

The Bidder (and Parties Acting in Concert with the Bidder) will not make any legal declarations, directed to the acquisition of Shares at conditions that are more favourable than those contained in this Offer, until the end of the Acceptance Period - unless the Bidder improves this Offer accordingly or the Takeover Commission grants an exemption for important cause pursuant to Section 16 para 1 of the Act. If the Bidder (or any party acting in concert with the Bidder) declares that it will nevertheless acquire shares at conditions that are more favourable than those contained in this Offer, then such more favourable conditions also apply for all other shareholders, irrespective of whether they have already accepted the offer.

If the Bidder (or any party acting in concert with the Bidder) acquires shares within a period of nine (9) months after the end of the acceptance period and pays or agrees a higher price than in this offer, the Bidder is obliged to pay the difference to all accepting shareholders pursuant to section 16 (7) of the Act. If subsequent payments to all Shareholders are required, the Bidder will publish an announcement without undue delay. The settlement of such subsequent payments will be organized by the Bidder at its own cost through the Receiving and Payment Agent within ten (10) Austrian trading days after the announcement of such payment.

In case no such price increase event has occurred within a period of nine (9) months of the end of the acceptance period the Bidder will make a respective filing with the Austrian Takeover Commission.

3.8 Oversubscription of the Offer

If the total number of shares tendered exceeds the number of Shares under Offer, a pro rata ratio based on the number of Shares under Offer will be applied to all duly submitted declarations of acceptances in accordance with section 20 of the Takeover Act. If this rule requires the Bidder to acquire a fractional amount of shares, the amount will, at the discretion of the receiving and payment agent, be rounded to the next whole number.

4 Assessment of the offer from the Bidder's point of view and presentation of the interests of stakeholders

4.1 Business objectives and intentions of the Bidder

4.1.1 Reasons for the Offer

IFM Investors advises and/or manages investments in system-relevant infrastructure, including airports, located across the globe. This Offer provides the Bidder with the opportunity to increase its stake in one of the leading airports based in its core geographical focus area in Europe. The Bidder deems the Target to be an attractive investment for a number of reasons:

(A) a strong management team with an excellent reputation a clear strategy for the future development of the airport;

(B) a strong customer base, with the Target serving a catchment area of 12 million people located within a two hour drive;

(C) a unique market position as a large and established hub airport to Eastern Europe;

(D) modern infrastructure, providing a high quality of service to passengers;

(E) sufficient capacity at the airport to support future growth in passengers at the airport; and

(F) a regulatory framework that would support such future growth at the airport.

4.1.2 Future Business Policy

According to the company’s own information, IFM GIF pursues a long-term investment policy and is supportive of the sustainable development of its investee companies. It has both the financial capacity and, through its principal advisor, IFM

Investors, the industry expertise to support the Target through the Bidder in realizing its long-term objectives and working together for the benefit of all shareholders involved. According to the company’s own information, the Bidder is currently not looking to exercise any influence on the day-to-day management or change the future strategy of the Target. IFM GIF and IFM Investors would, however, offer its airport investment expertise to the Target through the Bidder to the extent this is viewed as being favourable by the management of the Target and its controlling shareholders.

4.1.3 Regulatory Framework and Listing

A listing in the prime market segment of the Vienna Stock Exchange requires, inter alia, a certain minimum free float and market capitalisation: In case of a free float of 25% (twenty five percent) or more, the market capitalization of the free float must at least amount to EUR 20 (Euro twenty) million and, in case of a free float of below 25% (twenty five percent), the market capitalization of the free float must at least amount to EUR 40 (Euro forty) million (capitalization amounts are stated in accordance with applicable Prime Market indexation). Even if the offer is accepted in its entirety, the relevant thresholds for remaining in the prime market segment will be satisfied by far, based on the current share price level of the Flughafen Wien AG share.

According to the information supplied by the Bidder, a delisting of the Target is not the aim of the offer. A recall of the listing on the official market (amtlicher Handel) of the Vienna Stock Exchange is mandatory, if the statutory listing requirements according to Section 66a para 1 sub-para 7 of the Stock Market Act (in particular the minimum statutory free float) are no longer fulfilled. The Bidder sees no indication that this will occur as a consequence of the Offer, even in case of a high acceptance rate. A potential termination of stock market trading would likely restrict market-driven share pricing.

4.2 Presentation of the interests of stakeholders

4.2.1 Impact on Flughafen Wien AG

There are no geographic overlaps with the Bidder or other investments held by the Bidder, meaning that it can be assumed that the activities of Vienna Airport and the Bidder or its investments are not in direct competition with each other, but will instead, where applicable, complement each other as far as the other airport investments held by the Bidder are concerned.

4.2.2 Impact on shareholders and listing

The concentration of voting rights by the Bidder in a possible range of 29.9-39.9% of the voting shares of Flughafen Wien AG compared to the status quo – in addition to the total of 50% of FWAG's shares held by other key shareholders – will further restrict the other free-float shareholders' ability to participate in and exert an influence on decision-making. The concentration of voting rights ownership will increase in case the current offer is fully accepted.

A further reduction in the proportion of shares in free float could adversely affect the FWAG share's chances – relative to other shares listed on the Vienna Stock Exchange – of returning to the ATX because, along with liquidity and market capitalisation, the proportion of shares in free float is a key criterion for being part of the index. Moreover, the further reduction of shares in free float could lead to a further reduction in the trading volume of FWAG shares, which is why FWAG does not consider such a reduction in free float to be desirable, and sees negative effects on FWAG’s importance on the capital market.

According to the Bidder, a delisting of Flughafen Wien AG is not the objective of the offer in view of current circumstances (see section 7.3 of the offer). The Management Board is not aware of the current key shareholders (two key shareholders under a syndication agreement – the province of Lower Austria and the City of Vienna) having either any intention to sell or any desire to delist the Company.

4.2.3 Impact on employment and location

Based on the business objectives and intentions stated as well as the limited ability for a minority shareholder to participate in decision-making, no negative impact on employment or location is expected.

4.2.4 Impact on creditors and the public interest

No deterioration in the current position of creditors is expected as a result of the offer.

Nor are any discernible changes that could affect the public interest expected based on the Bidder's current offer document.

5 Assessment of the offer by the Management Board

The Target's Management Board advises against accepting the offer. Instead, from the point of view of the Management Board, the considerations that speak in favour of or against accepting the offer will be presented and considered, in which case every shareholder must ultimately decide for himself which weight these arguments have for his decision.

For employees (jobs, employment conditions and sites), customers and creditors no change to the current position as a result of the offer is discernible (in particular, no deterioration). However, the further reduction of free float poses fundamental questions with respect to the company's future capital market strategy and presence.

Because the offer is a voluntary offer pursuant to sections 4 et seqq of the Takeover Act, the Bidder may freely decide the Offer Price and is not bound by the pricing rule of section 26 (1) of the Takeover Act.

The Management Board points to what it considers to be the good growth perspectives of the company in terms of revenue and earnings, which are not sufficiently taken into account in the current share price.

Following the announcement of the offer and the Offer Price of EUR 100.00 per share (EUR 98 plus EUR 2 dividend for 2015), the Management Board considers two current developments to be of significance:

- The increase in FWAG's stake in Malta Airport, resulting in a significant increase in the guidance for 2016 with respect to revenue, EBITDA and net profit.
- The announcement of the investment program focusing on terminal expansion and lasting until the year 2023, which will lead to higher proceeds and improved profitability in the future. The required investment volume of up to EUR 500 million is less than most analysts expected.

Furthermore, it should be pointed out that the current pay-out ratio (dividend yield in relation to the net profit) of 41.7% for 2015 is rather at the lower end of the specified range of 40%-50%. Accordingly, fully exploiting this range would lead to higher dividend payments in the future.

Finally, the Management Board points out that each shareholder can only assess whether the offer is advantageous or not on the basis of their individual situation (acquisition price, long or short term investment, assessment of the future development of the Company etc.), with the expected future performance of the capital market and/or the Vienna Stock Exchange also playing a major role in this assessment. The situation for small private investors may be different than for institutional investors.

The following arguments may speak for or against accepting the offer from the perspective of the Management Board:

5.1 Arguments against accepting the offer

5.1.1 From the shareholder's perspective

If the path the Management Board has taken towards sustainably increasing the value of the Company since 2011 leads to increases in earnings, current shareholders would forego participating in the future potential for Flughafen Wien AG to increase its shareholder value. The Target's growth prospects, as described above, mean it is possible that further earnings potential will be realised, thus leading to an increase in the value of shares in the Target and dividends to be paid to shareholders in future. If the growth in global air traffic (particularly European air traffic) expected by the Management Board occurs or is exceeded, this would sustainably increase the value of the Target. By accepting the offer, the shareholder would forego the potential advantages arising from such a possible increase in the value of the company.

5.1.2 From the Management Board's perspective

As already explained in section 4.2.2, a further reduction of free float is not desirable from the Management Board’s point of view, because it would restrict the tradability of the share and the importance of the company on the capital market, also with respect to the coverage of the share by international analysts and fund managers. From the Management Board’s point of view, an important strategic objective of the company is to maintain its stock exchange listing.

5.2 Arguments for accepting the offer

5.2.1 From the shareholder's perspective

The concentration of voting rights in a possible range of 29.9-39.9% of the voting shares of Flughafen Wien AG – in addition to the total of 50% of FWAG's shares already held by other key shareholders – severely restricts the other free-float shareholders' ability to participate in decision-making.

The Bidder assumes that the key shareholders – Wien Holding for the City of Vienna, NÖ Landes-Beteiligungsholding GmbH for the province of Lower Austria and the employee foundation – will not accept the offer. The 29.9% to 39.9% of voting shares targeted would therefore have to be acquired from the current free float, which would significantly reduce this free float. A reduction of the proportion of shares in the float and the associated reduction in trading volume could adversely affect the FWAG share's chances – relative to other shares listed on the Vienna Stock Exchange – of returning to the ATX because the proportion of shares in free float, together with the liquidity of the share and market capitalisation, is a key criterion for being part of the index. The share could become less attractive on the basis of its long-term listing in the ATX Prime market as a result of decreased attention from international investors and analysts. As a result of the reduced free float, the share would also be more difficult to trade and entry and exit hurdles could increase for investors. These factors could adversely affect FWAG's share price in future. For this reason, a sale would be advantageous to the shareholder, inasmuch as the offer is accepted by an appropriate number of shareholders. (From the Management Board's perspective, this effect would be considered negative.)

If future potential for increasing the value of the company is not exploited and the related share price increases of the Target are not realized (see 5.1.1), a sale at the price offered would be advantageous for the shareholder.

5.2.2 From the Management Board's perspective

One argument in favour of accepting the offer could be that the increase in the shareholding held by the Bidder would correspondingly increase its commitment to the Target.

6 Other information

For information on this statement by the Management Board of Flughafen Wien AG, please contact FWAG's Investor Relations Department by phone on +43 (0) 1 7007-0 or by e-mail at investor-relations@viennaairport.com. Further information is available on Flughafen Wien AG's website (www.viennaairport.com).

Flughafen Wien AG has appointed HHP Wirtschaftsprüfung GmbH., Am Heumarkt 13, 1030 Vienna pursuant to section 13 of the Takeover Act to advise it during the entire process and to review the statements of its administrative bodies as an independent expert.