

REPORT PURSUANT TO ARTICLE 386.2 ZGD-1

1. Share capital of Aeroport d.d. consists of 1.936.229 shares with sticker AELG of which Fraport AG Frankfurt Airport Services Worldwide holds 1,859,872 shares and 1,860,298 shares with sticker AELP, all held by Fraport AG Frankfurt Airport Services. The shares held by Fraport AG Frankfurt Airport Services, Worldwide represent therefore 97.99% of the Aerodrom d.d.'s share capital.

2. According to the Article 384.1 ZGD-1, the general meeting of a joint stock company may, on proposal of the principal shareholder holding shares representing at least 90% of the company's share capital, bring a resolution on transfer of the shares held by the minority shareholders to the principal shareholder against the payment of an adequate severance.

3. Pursuant to the Article 68.2 ZPre-1 the acquirer, holding at least 90% of all shares in a joint stock company, must offer to the remaining shareholders the same compensation as offered in the public takeover offer, if the general meeting of the company brings a resolution on the transfer of shares from the minority shareholders to the acquirer within 3 months of the announcement of the outcome of the takeover offer. Such compensation is offered instead of compensation pursuant to the provisions of ZGD-1.

4. Fraport AG Frankfurt Airport Services, published its public takeover offer in Finance on 24 October 2014. The announcement of the outcome of the takeover offer was published in Finance on 24 November 2014. As the General Meeting of Aerodrom d.d. deciding on the transfer of the shares held by the minority shareholders to the principal shareholder is to be held prior to the lapse of 3 months of the announcement of the outcome of the takeover offer, Fraport AG Frankfurt Airport Services, is obliged to offer to the minority shareholders the same compensation as offered in the public

POROČILO NA PODLAGI 386.2 ČLENA ZGD-1

1. Osnovni kapital Aerodroma d.d. sestavlja 1.936.229 delnic z oznako AELG, od katerih je Fraport AG Frankfurt Airport Services Worldwide imetnik 1.859.872 delnic in 1.860.298 delnic z oznako AELP, ki so vse v lasti Fraport AG Frankfurt Airport Services. Delnice, katerih imetnik je Fraport AG Frankfurt Airport Services predstavljajo torej 97,99% osnovnega kapitala Aerodroma d.d.

2. Skladno s 384.1 čl. ZGD-1 lahko skupščina delniške družbe na predlog glavnega delničarja, ki je imetnik delnic družbe, ki predstavljajo najmanj 90% osnovnega kapitala družbe, sprejme sklep o prenosu delnic manjšinskih delničarjev na glavnega delničarja za plačilo primerne odpravnine.

3. Po 68.2 čl. ZPre-1 mora prevzemnik, ki je imetnik najmanj 90% vseh delnic delniške družbe, ponuditi preostalom delničarjem enako nadomestilo, kot ga je ponudil v postopku javne prevzemne ponudbe, če skupščina družbe sprejme sklep o prenosu delnic z manjšinskih delničarjev na glavnega delničarja v roku 3 mesecev po objavi izida prevzemne ponudbe. Tako nadomestilo je dolžan ponuditi namesto nadomestila po določitih ZGD-1.

4. Fraport AG Frankfurt Airport Services, L.P., je objavil javno prevzemno ponudbo v Financah dne 24. oktobra 2014. Obvestilo o izidu prevzemne ponudbe je bilo objavljeno v Financah 24. novembra 2014. Ker bo zasedanje skupščine Aerodroma d.d., ki bo odločala o prenosu delnic manjšinskih delničarjev na glavnega delničarja pred iztekom 3 mesecev po objavi izida prevzemne ponudbe, je Fraport AG Frankfurt Airport Services, dolžan ponuditi manjšinskim delničarjem enako nadomestilo kot je bilo določeno v prevzemni ponudbi, to je 61,75 EUR za delnico.

takeover offer, i.e. EUR 61.75 per share.

5. As in accordance with Article 68.2 ZPre-1, the principal shareholder is obliged to offer equal compensation per share as was the price per share offered in the public takeover procedure, the provisions of ZGD-1 on confirmation of the adequacy of the offered compensation by a licensed auditor are not applicable in this procedure.

5. Ker je glavni delničar v skladu z 68.2 čl. ZPre-1 dolžan ponuditi enako nadomestilo za delnico, kot je bilo ponujena cena za delnico v postopku s prevzemno ponudbo, se v tem postopku ne uporabljajo določila ZGD-1 o preverjanju primernosti ponujenega nadomestila s strani pooblaščenega revizorja.

By: *Alexander Zinell + Christoph Nanke*

Podpisnik(i):

Title: *Senior Vice President Vice President*

Funkcija:

Place / Kraj: Frankfurt

Date: *12.12.2014*

Datum:

Signature(s):

Podpis(i):

