

# Annual Report 2012

SXF, TXL & BER

## → Flughafen Berlin Brandenburg GmbH

### Passengers in 2012

Berlin total	25,261,477
Berlin Schönefeld	7,097,274
Berlin Tegel	18,164,203

### Aircraft movements 2012

Berlin total	242,872
Berlin Schönefeld	71,758
Berlin Tegel	171,114

### CEO

Hartmut Mehdorn

### Chief Operating Officer

Horst Amann

### Chief Financial Officer

Heike Fölster

### Shareholders

Federal Republic of Germany	26 %
State of Berlin	37 %
State of Brandenburg	37 %

**Airlines** 81

**Destinations** 178

### Employees (per 31/12/2012)

Total	1,414
Berlin Schönefeld	1,055
Berlin Tegel	359
Vocational trainees	70

### Contact

Airport Information

Phone +49 (0)30 | 6091-1150

Internet **[www.berlin-airport.de](http://www.berlin-airport.de)**

**[www.facebook.com/berlinairport](https://www.facebook.com/berlinairport)**

**[www.twitter.com/berlinairport](https://www.twitter.com/berlinairport)**

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# Foreword

Dear Readers,

The construction of Berlin Brandenburg Airport is the most significant infrastructure project in the German capital region. A statement which has lost none of its impact – despite all of the difficulties. Certainly it is an understatement to say that the failure to open the airport as scheduled is annoying. But now all of the conditions necessary to drive the project on to its completion have been met. A new team is leading the Airport Company, and the enterprise has been restructured. The action plan SPRINT, headed by CEO Hartmut Mehdorn, is the embodiment of the Airport Company's determination to do everything in its power to have the airport up and running quickly.

Every region is dependent on a smoothly-functioning transport infrastructure. The new capital airport will be ideally integrated into a transport network of rail and roads so that it is easily accessible from anywhere in the entire Berlin-Brandenburg region. The airport is a major economic factor for Berlin and Brandenburg. It

will provide the air traffic capacities needed here and generate jobs. Even now, before the facility has started operation, a successful cluster of aviation enterprises has sprung up in the Teltow-Fläming and Dahme-Spreewald Districts. The communities neighbouring the airport have also profited substantially in the form of population growth and new companies moving into the area. The tourism and con-

*"Every region is dependent on a smoothly-functioning transport infrastructure."*

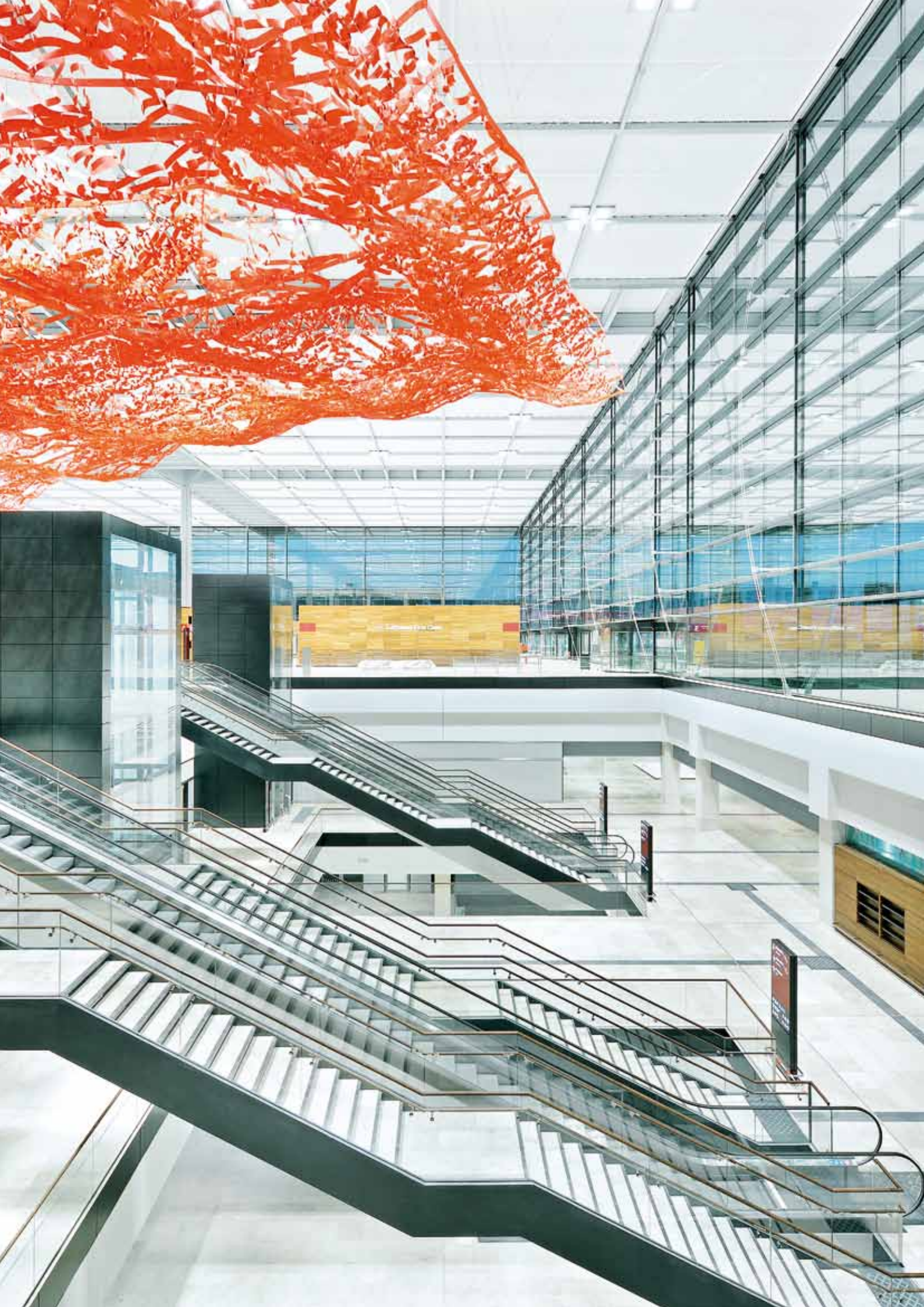


*Matthias Platzeck,  
Minister President of the State of Brandenburg and Supervisory Board Chairperson of Flughafen Berlin Brandenburg GmbH*

vention business in the capital region is continuing along its path of growth. Naturally the airport will also put a certain burden on its surroundings. But the people living in the proximity of Berlin Brandenburg Airport will be protected from aircraft noise by a rigorous noise protection programme. The Airport Company is fully aware of its responsibilities and will be a good neighbour to the people living here.

*Matthias Platzeck  
Minister President of the State of Brandenburg and Supervisory Board Chairperson of Flughafen Berlin Brandenburg GmbH*









# Editorial

*“We can do airport,  
we can do BER!”*

Hartmut Mehdorn,  
CEO Flughafen Berlin Brandenburg GmbH

Dear Readers,

There can be no doubt – 2012 was the most problematic year in the history of our company because we were unable to open Berlin Brandenburg Airport on 3 June 2012 as scheduled. Our goal now is to start up operations at BER as quickly as possible, which is why we launched the action plan SPRINT in April 2013. Within the framework of SPRINT, we steer and coordinate, structure and prioritise. Quickly, without red tape and across all of the hierarchical levels. As we see it, our most important task is to incorporate BER airport into the transport network quickly and safely. Nor was 2012 a year of smooth sailing for our customers and partners. Everyone involved had to adjust within a very short time to continuing work at the legacy airports instead of opening up shop at BER as planned. We deeply regret any negative impact the postponement of the opening had on our customers, and we will take the initiative and work hard to regain the trust that has been lost. Despite the difficulties of the situation, we have been very successful in maintaining, even expanding flight

operations – we were able to handle the increase in the numbers of passengers at Schönefeld and Tegel Airports. In fact, we posted a new high-water mark of more than 25 million passengers. Taking care of this volume of traffic demanded, and still demands, tremendous efforts on the part of our staffs at the two airports. I want to take this opportunity to thank all of the colleagues for the high level of commitment they have shown and for their readiness to cooperate with our customers, the airlines. And I want to thank their guests for their patience and understanding.

But now we want to look forward: the opening of Berlin Brandenburg Airport will give us a state-of-the-art airport which will assure the highest level for the air traffic infrastructure in the German capital region for the coming decades. There is still plenty to do before the opening. But we are now headed in the right direction. And we will show the world: We can do airport, we can do BER!



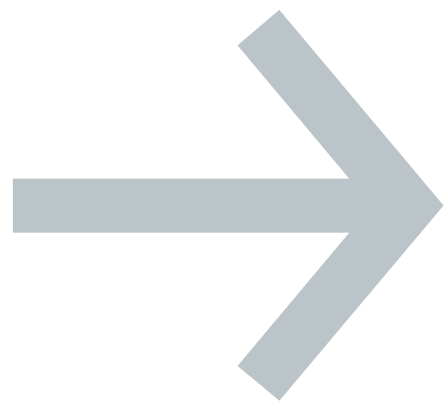
Yours

Hartmut Mehdorn  
CEO Flughafen Berlin Brandenburg GmbH





# SPRINT to BER



# SPRINT to BER

## Accelerating the Opening

April 2013 saw the launch of the action plan SPRINT. The goal: fast integration of the new airport into the transport network.

April 2013 saw the launch of the action plan SPRINT. The goal: fast integration of the new airport into the transport network. Following multiple postponements of the opening of Berlin Brandenburg Airport in 2012, the focus of the Airport Company is now on the successful operational start-up of BER as soon as possible. To ensure achievement of this goal, the action plan SPRINT, headed by the CEO, has been established.

SPRINT bundles all of the tasks related to the operational start-up of BER, from the construction work which remains to be done to approvals, trial operation and to the opening of the airport. The key steering element of SPRINT is a project management office (PMO) located right on the BER premises. Management and executives of Flughafen Berlin Brandenburg GmbH are collaborating on the site with external experts and a larger number of module managers to realise a fast and safe opening of BER. The integrated process work on a large-area campus provides the foundation for fast decisions. Problems are analysed, distilled to their essence and solved without hindrance by hierarchical boundaries. Decisions are immediately documented and communicated to all of the involved parties as soon as they are made.

### Project Management Office (PMO)

The project is being steered by a project management office (PMO) created for this purpose; the office is located on the BER premises. The



*The project management office is located right on the BER premises. The open-plan office is where all of the controlling strings for SPRINT come together.*

*“We have set up a campus at BER. There is a daily briefing at 9 o’clock every morning. We communicate directly and without e-mails, make our decisions right on the spot and make sure that the decisions are implemented quickly.”*

Hartmut Mehdorn,  
CEO Flughafen Berlin Brandenburg GmbH

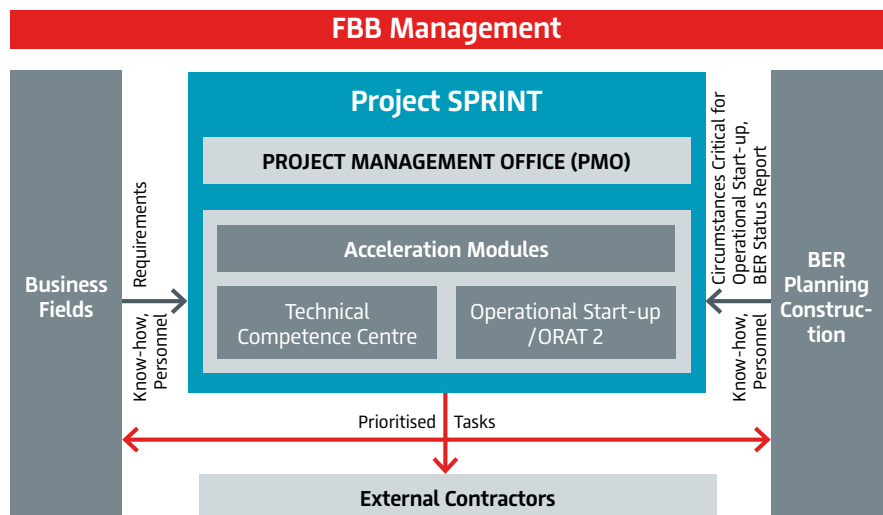
PMO is the principal management instrument for SPRINT. It provides the support instruments for the conduct of the SPRINT project, including clear, focused reporting, a cross-over, standardised time schedule, the support of internal and external communications and other tasks. The PMO is the link between top management and module managers.

## The Modules

The tasks which must be completed to achieve the operational start-up of BER have been broken down into various modules. The module managers are internal and external executives who steer the jobs from an overall perspective so that solution-oriented work can be assured in alignment with the key challenges. The exact design of the modules is flexible and follows the needs of the project.

## The Technical Competence Centre

SPRINT has a technical competence centre where additional expertise is bundled. Whenever the need arises, the module managers can quickly



obtain the advice of experts here, e.g. for the solution of problems and the remedy of shortcomings in the collaboration with external companies. The technical competence centre supports the measures for accelerated operational start-up so that the opening of the airport can be achieved quickly and without any red tape.

# The Airport Company

## The Restructuring of the Enterprise

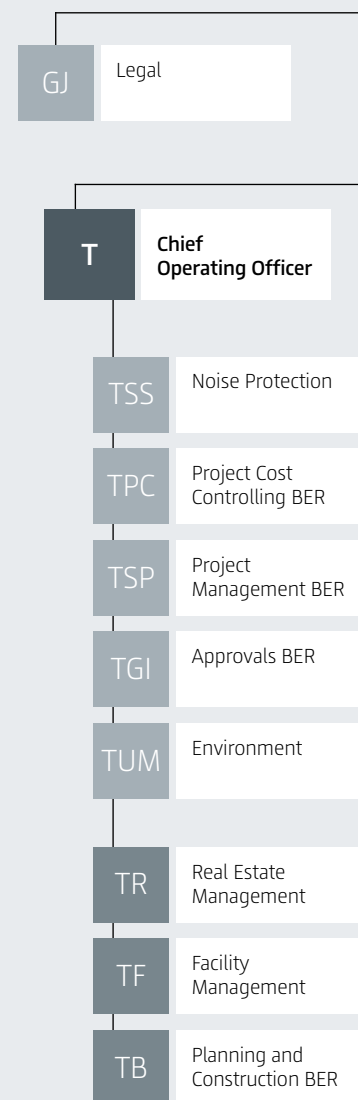


*The Airport Company secures the air traffic infrastructure for the German capital region.*

Flughafen Berlin Brandenburg GmbH is currently confronted with especially daunting challenges. For one, the new Berlin Brandenburg Airport must be completed and opened. For another, the Company must manage the air traffic for the capital region at Schönefeld and Tegel Airports, safely and smoothly, until the opening of BER. As it turned out, structural measures were also required to bring the Airport Company back onto the track for success. The organisation of the enterprise was revamped per 1 May 2013. A Board of Management

with clearly defined responsibilities and headed by the CEO was established. The Board of Management includes the Chief Operating Officer, the Chief Financial Officer and the heads of the divisions Operations, Marketing and Sales and Human Resources. Additionally, several administrative departments and the action plan SPRINT all report directly to the CEO.

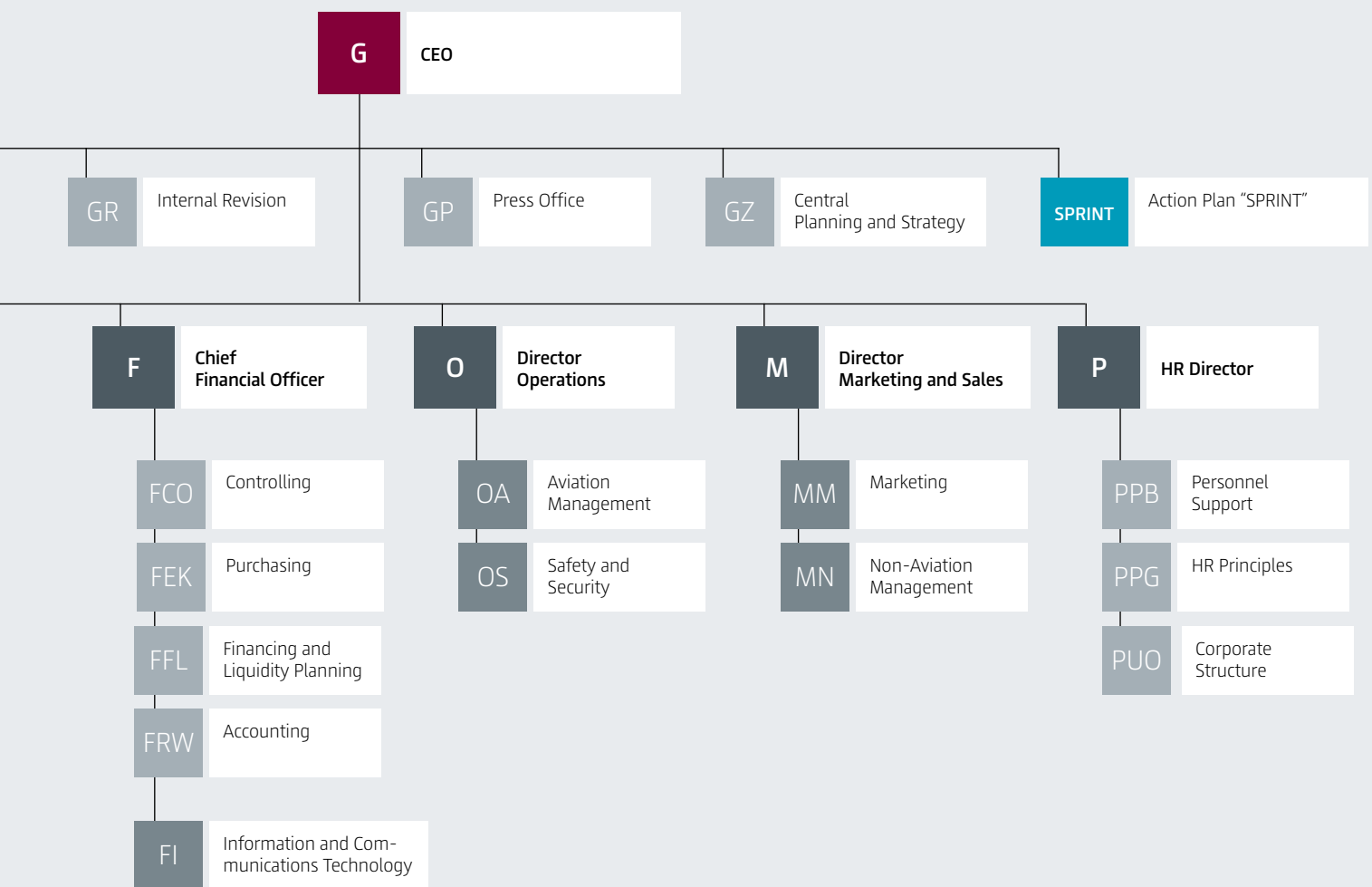
An improvement programme intended to secure friction-free air traffic until the opening of BER was adopted for the airport TXL.





*“Short decision paths and clearly defined responsibilities are still the best structural elements for the successful management of a company.”*

Hartmut Mehdorn, CEO Flughafen Berlin Brandenburg GmbH



## Management Structure of the Airport Company

(Last revised May 2013)



*airberlin has been flying to Chicago since March 2013.*

## 25 Million Passengers A record year for Schönefeld and Tegel Airports

Traffic growth in Berlin was substantially above the national average in 2012.

In 2012, the figure of 25.3 million passengers set a new record. 7.1 million passengers took off and landed at Berlin-Schönefeld Airport. 18.2 million passengers were welcomed at Berlin-Tegel Airport. Our growth of 5.1 per cent was substantially higher than the national average of 1.1 per cent. The most important growth drivers were the new routes of airberlin and Luf-

thansa, but easyJet was also a significant contributor.

Routes from Berlin to a total of 178 destinations were offered in 2012. Major focus at Schönefeld Airport is on routes within Europe; Tegel also handles numerous routes in Germany as well as long-haul flights. The newest intercontinental flight came in March 2013 when Chicago was added to the schedules.

The flight schedule in 2012 contained a total of 178 destinations.



*At this time, air traffic is still being handled at the operating airports in Schönefeld and Tegel.*

## Outlook 2013

Transport volume will slow down nationwide in 2013. Passenger figures in Berlin will presumably increase only slightly. More effective use of capacity and the deployment of larger aircraft are expected to result in a slight decline in the number of aircraft movements.

## Upgrade of the Current Airports

Until Berlin Brandenburg Airport opens, Schönefeld and Tegel Airports will continue to handle the air traffic in the capital region. The Airport Company will invest as much as €20 million in the two airports to ensure

the quality of handling and service for passengers. Most of the investments will be made at Tegel Airport because it bears the brunt of the traffic. There are three areas where action is required:

- **Infrastructure:** The infrastructure at the operating airports in Schönefeld and Tegel is showing its age. For instance, investments in air-conditioning and heating, facility electric technology, the baggage carousels and the taxiways have been planned.
- **Service:** The most important service measures are the installation of additional monitors displaying passenger information, a thorough cleaning of

the airport terminal, the renovation of existing and the installation of additional sanitary facilities.

- **Personnel:** The Airport Company will increase the size of its staff at Tegel; among other improvements, the time for maintenance and repair work will be reduced.



Germany

- Düsseldorf
- Frankfurt am Main
- Friedrichshafen
- Karlsruhe/Baden-Baden
- Cologne/Bonn
- Memmingen
- Munich
- Münster/Osnabrück
- Nuremberg
- Saarbrücken
- Stuttgart
- Westerland

• Reykjavik



- Los Angeles
- Miami
- Newark
- New York



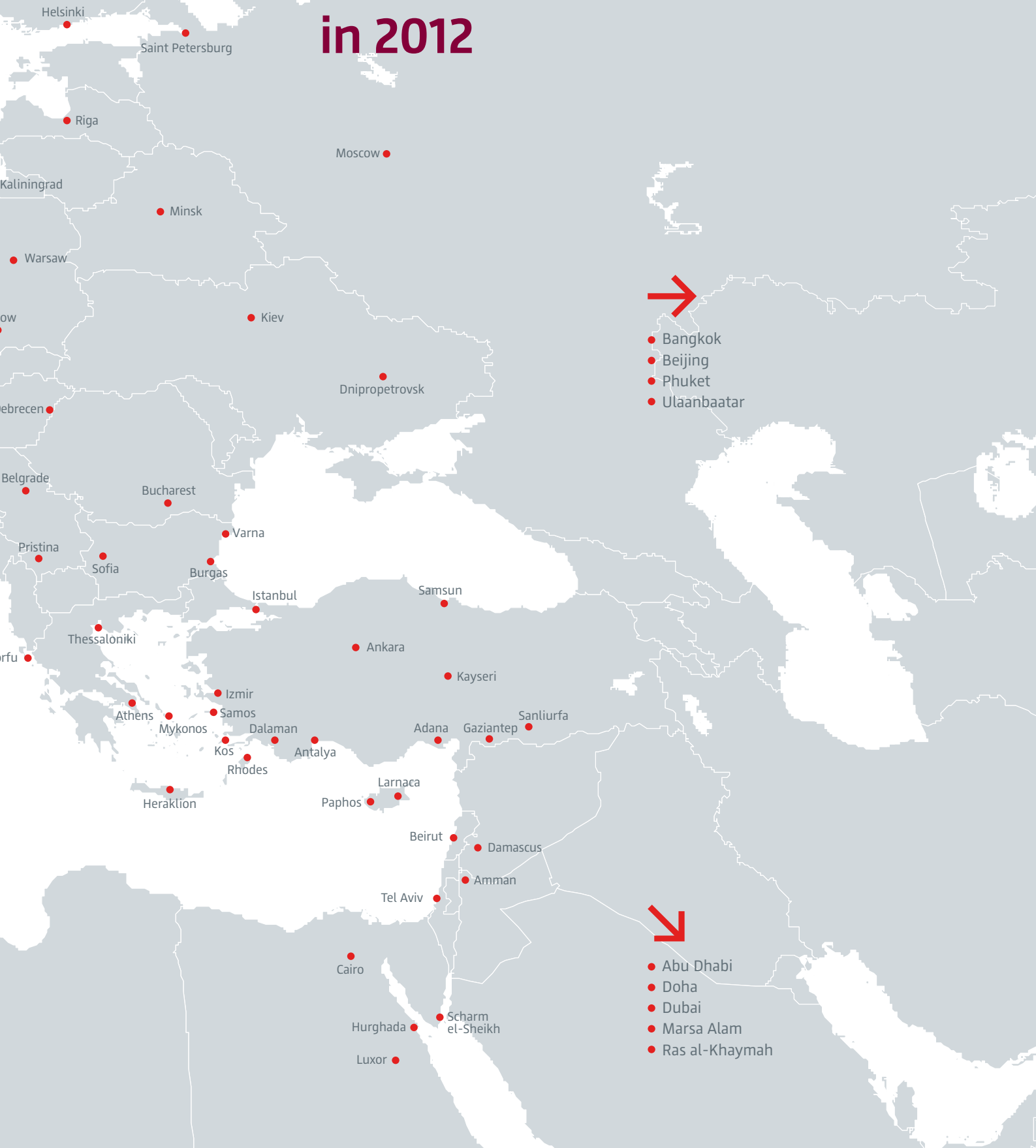
- Punta Cana
- Varadero



• Windhoek



# International Destinations in 2012



# Total Berlin Transport Statistics



	2012	Change from previous year in %
<b>A. Total passengers</b>	<b>25,261,477</b>	<b>5.1</b>
<b>I. Local traffic</b>	<b>25,236,664</b>	<b>5.2</b>
1. Scheduled services	24,725,407	5.7
a) Domestic	7,859,342	-1.8
b) International	16,866,065	9.6
2. Occasional carriage	511,257	-15.8
a) Charter traffic	472,410	-17.4
b) Tramp and demand traffic	28,422	-2.1
c) Other traffic	10,425	59.9
<b>II. Transit</b>	<b>24,813</b>	<b>-29.9</b>
<b>B. Total aircraft movements</b>	<b>242,872</b>	<b>0.0</b>
<b>I. Commercial traffic</b>	<b>231,244</b>	<b>0.3</b>
1. Scheduled services	215,915	0.7
a) Passenger traffic	213,854	0.7
b) Freight traffic	2,061	3.9
2. Occasional carriage	15,329	-5.2
a) Charter traffic	3,404	-19.3
b) Tramp and demand traffic	5,686	-7.7
c) Freight traffic	466	-8.8
d) Other traffic	5,773	9.4
<b>II. Non-commercial traffic</b>	<b>11,628</b>	<b>-6.7</b>
<b>C. Total airfreight</b>	<b>32,139,652</b>	<b>2.9</b>
<b>I. Total local traffic</b>	<b>31,458,533</b>	<b>3.0</b>
a) Discharging	15,656,163	7.0
b) Loading	15,802,370	-0.7
1. Scheduled services	29,642,440	6.4
a) Freighters	3,502,568	4.0
2. Occasional carriage	1,816,093	-32.3
a) Freighters	1,801,466	-29.2
<b>II. Transit</b>	<b>681,119</b>	<b>0.8</b>
<b>III. Trucking</b>	<b>0</b>	<b>0.0</b>
<b>D. Total airmail</b>	<b>5,351,893</b>	<b>12.7</b>
<b>I. Local traffic</b>	<b>5,350,838</b>	<b>12.7</b>
1. Overnight airmail	5,219,902	11.0
<b>II. Transit</b>	<b>1,055</b>	<b>-50.8</b>

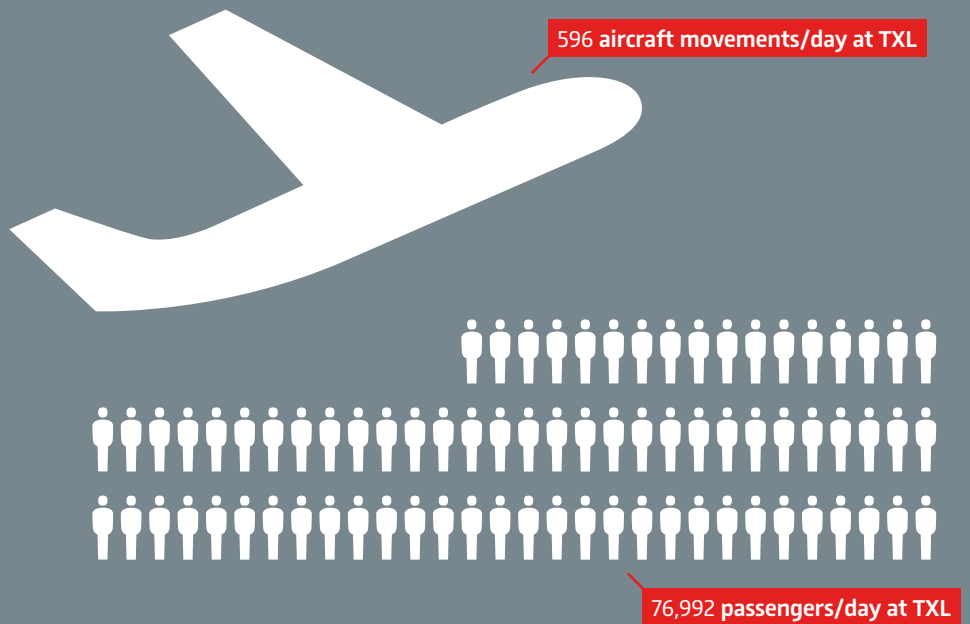
# SXF and TXL

## Peak Values 2012

### Peak Days

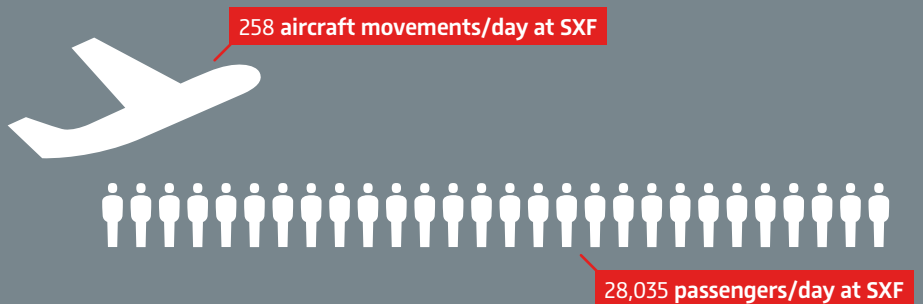
#### Tegel

28/09/2012  
76,992 passengers  
596 aircraft movements



#### Schönefeld

28/09/2012  
28,035 passengers  
258 aircraft movements



### Peak Hours

#### Tegel

30/09/2012  
5–6 p.m.  
5,914 passengers

27/11/2012  
8–9 a.m.  
51 aircraft movements

#### Schönefeld

20/05/2012  
9–10 p.m.  
3,416 passengers

06/04/2012  
3–4 p.m.  
28 aircraft movements

# SXF

## Traffic Statistics

### Schönefeld



	2012	Change from previous year in %
<b>A. Total passengers</b>	<b>7,097,274</b>	<b>-0.2</b>
<b>I. Local traffic</b>	<b>7,082,828</b>	<b>-0.2</b>
1. Scheduled services	6,803,781	0.1
a) Domestic	694,075	-22.2
b) International	6,109,706	3.4
2. Occasional carriage	279,047	-7.0
a) Charter traffic	252,035	-8.6
b) Tramp and demand traffic	19,056	-4.1
c) Other traffic	7,956	82.8
<b>II. Transit</b>	<b>14,446</b>	<b>0.7</b>
<b>B. Total aircraft movements</b>	<b>71,758</b>	<b>-2.5</b>
<b>I. Commercial traffic</b>	<b>65,053</b>	<b>-1.9</b>
1. Scheduled services	55,477	-2.8
a) Passenger traffic	54,198	-3.3
b) Freight traffic	1,279	24.4
2. Occasional carriage	9,576	3.3
a) Charter traffic	1,779	-10.0
b) Tramp and demand traffic	3,114	-4.0
c) Freight traffic	448	-10.9
d) Other traffic	4,235	19.4
<b>II. Non-commercial traffic</b>	<b>6,705</b>	<b>-7.6</b>
<b>C. Total airfreight</b>	<b>5,206,172</b>	<b>12.0</b>
<b>I. Total local traffic</b>	<b>4,788,505</b>	<b>6.2</b>
a) Discharging	2,722,866	17.4
b) Loading	2,065,639	-5.6
1. Scheduled services	3,350,813	69.2
a) Freighters	2,533,550	98.2
2. Occasional carriage	1,437,692	-43.1
a) Freighters	1,434,141	-41.6
<b>II. Transit</b>	<b>417,667</b>	<b>196.6</b>
<b>III. Trucking</b>	<b>0</b>	<b>0.0</b>
<b>D. Total airmail</b>	<b>1,125,656</b>	<b>-72.4</b>
<b>I. Local traffic</b>	<b>1,125,221</b>	<b>-72.4</b>
1. Overnight airmail	1,119,330	-72.5
<b>II. Transit</b>	<b>435</b>	<b>-52.1</b>



# TXL

## Traffic Statistics

### Tegel

	2012	Change from previous year in %
A. Total passengers	18,164,203	7.4
I. Local traffic	18,153,836	7.4
1. Scheduled services	17,921,626	8.0
a) Domestic	7,165,267	0.8
b) International	10,756,359	13.4
2. Occasional carriage	232,210	-24.5
a) Charter traffic	220,375	-25.6
b) Tramp and demand traffic	9,366	2.2
c) Other traffic	2,469	14.0
II. Transit	10,367	-50.8
B. Total aircraft movements	171,114	1.0
I. Commercial traffic	166,191	1.2
1. Scheduled services	160,438	2.0
a) Passenger traffic	159,656	2.1
b) Freight traffic	782	-18.1
2. Occasional carriage	5,753	-16.6
a) Charter traffic	1,625	-27.5
b) Tramp and demand traffic	2,572	-11.9
c) Freight traffic	18	125.0
d) Other traffic	1,538	-11.3
II. Non-commercial traffic	4,923	-5.5
C. Total airfreight	26,933,480	1.3
I. Total local traffic	26,670,028	2.4
a) Discharging	12,933,297	5.0
b) Loading	13,736,731	0.1
1. Scheduled services	26,291,627	1.6
a) Freighters	969,018	-53.6
2. Occasional carriage	378,401	142.9
a) Freighters	367,325	318.4
II. Transit	263,452	-50.8
III. Trucking	0	0.0
D. Total airmail	4,226,237	532.8
I. Local traffic	4,225,617	533.9
1. Overnight airmail	4,100,572	542.2
II. Transit	620	-49.9





*The staff at Airport Information are ready to listen to any questions you may have.*

## Dialogue

# How to Contact Us

"What airline flies to Los Angeles? What is the fastest rail connection from the airport to the city? Where can I book a tour of the airport?" These and many other questions are posed to our associates in the call centre or at the airport every day. Whether on the phone, by e-mail, on a social network or personally at the passenger information counter or in our visitor centre – we try to answer all of your questions as quickly as possible.

### Online

Our home page contains information for travellers and visitors, business customers and partners, information about Berlin Brandenburg Airport and additional data about the Airport Company.

[www.berlin-airport.de](http://www.berlin-airport.de)

### Blog and Facebook

The Airport Company is also active on the social web. Go to the Airport Blog to find interesting news, important information and fascinating trivia about the two operating airports and BER. Our Facebook page reports on all

the latest happenings, enters into a dialogue with our fans and of course organises contests. Recent as well as historical photos of the airports are especially popular among users. We are delighted about every fan, commentary, and "Like".

<http://blog.berlin-airport.de>

[www.facebook.com/berlinairport](https://www.facebook.com/berlinairport)

### Airport information

The associates in our call centre will help you with information about arrivals and departures and getting to and from the airport or will connect you to the right person to answer your

questions – around the clock, seven days a week.

**Phone +49 (0)30 | 6091-1150**

(local rate applies; higher rates may be charged for calls from mobile phone networks)

#### Service on Twitter

Queries about Berlin-Tegel Airport and Berlin-Schönefeld Airport can also be submitted via Twitter. The airports can be reached around the clock at @berlinairport, and all service questions in German and English are answered quickly. Simultaneously, the Airport Company actively publishes information via Twitter and on Facebook in case of restrictions on air travel because of strikes, terminal lockdown or other events.

**[www.twitter.com/berlinairport](http://www.twitter.com/berlinairport)**

#### Information for media representatives

Press representatives will find all of the press releases, basic information, photos, videos and order forms for the latest publications on the internet at:

**[www.berlin-airport.de](http://www.berlin-airport.de)**

**Flughafen Berlin Brandenburg GmbH  
Press Office**

**Phone +49 (0)30 | 6091-70100**

**Fax +49 (0)30 | 6091-70070**

#### Visit BER

Berlin Brandenburg Airport offers visitors various means of gathering information so that they can form their own independent opinions. The view from the information tower overlooks the entire airport complex. The latest information about the airport is on offer in the Visitors Centre, which also contains conference rooms for hire. During an airport tour, visitors are taken around BER on a coach; at certain points (which change monthly) they can also leave the coach for a closer look.

**Information and booking**

**Monday to Friday by calling**

**Phone +49 (0)30 | 6091-77770 or at**

**[www.berlin-airport.de](http://www.berlin-airport.de)**



**[www.berlin-airport.de](http://www.berlin-airport.de)**



*The Airport Company on the social web*



# Structure

## Flughafen Berlin Brandenburg GmbH

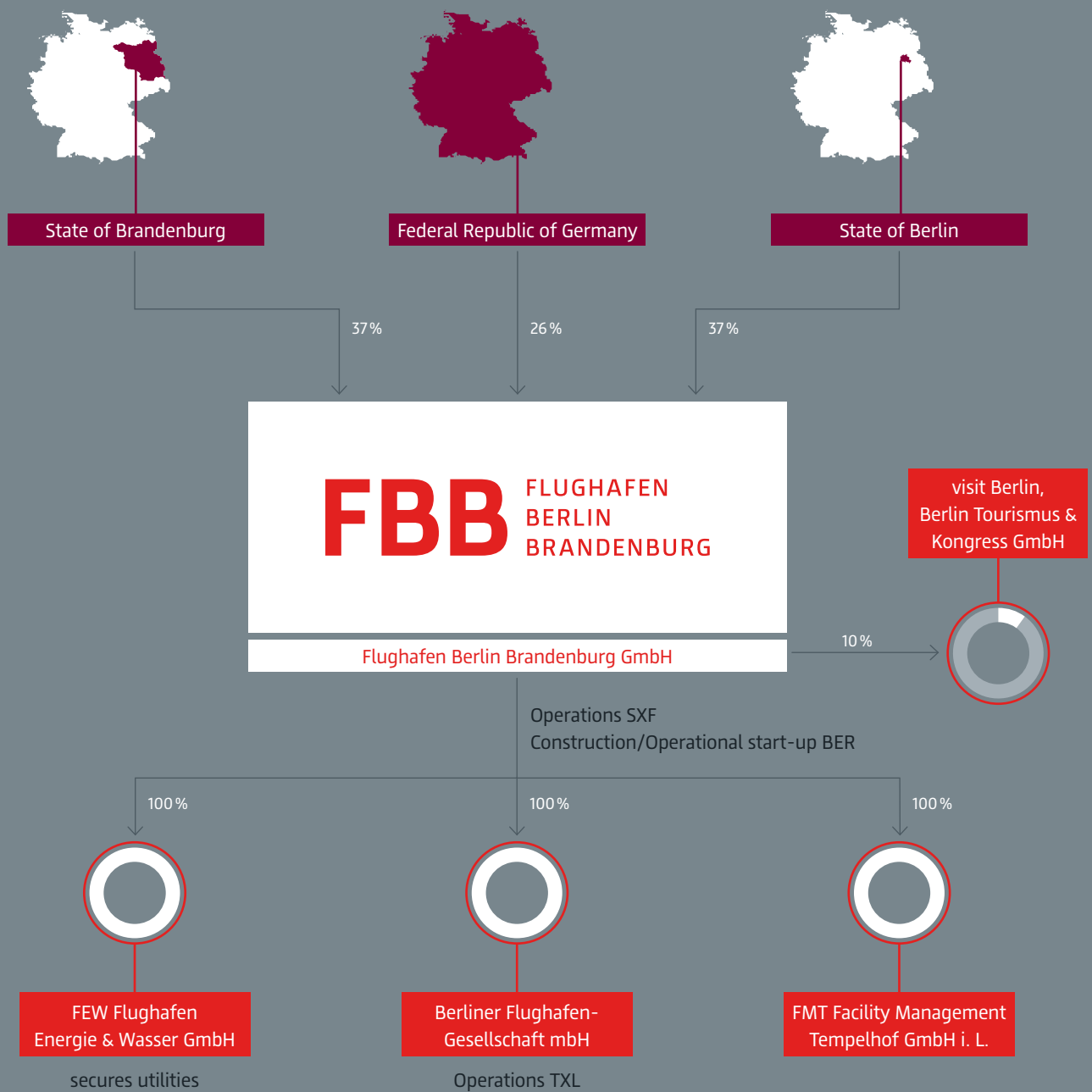
### Senior Management Flughafen Berlin Brandenburg GmbH



*Elmar Kleinert – Director Operations, Christian Reimann – HR Director, Hartmut Mehdorn – CEO, Heike Fölster – Chief Financial Officer, Horst Amann – Chief Operations Officer, Dr Till Bunse – Director Marketing and Sales (left to right)*



# Shareholder Structure





# Our Figures



# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Consolidated Balance Sheet per 31 December 2012

Assets		31/12/2012 €	31/12/2011 €
<b>A.</b>	<b>Fixed assets</b>		
<b>I.</b>	<b>Intangible assets</b>		
1.	Purchased concessions, industrial property and similar rights and assets, and licences in such rights and assets	7,097,742.15	5,358,446.93
2.	Payments on account	3,941,981.41	3,254,186.88
		<b>11,039,723.56</b>	<b>8,612,633.81</b>
<b>II.</b>	<b>Tangible assets</b>		
1.	Land and buildings, including buildings on third-party land	1,037,511,508.48	769,914,144.02
2.	Technical equipment, plant and machinery	411,871,044.94	368,536,549.97
3.	Other equipment, fixtures, fittings and equipment	40,799,920.84	21,671,497.82
4.	Payments on account and assets in process of construction	1,669,715,865.76	1,469,117,009.59
		<b>3,159,898,340.02</b>	<b>2,629,239,201.40</b>
<b>III.</b>	<b>Financial assets</b>		
1.	Participations	93,500.00	93,500.00
2.	Other loans	0.00	4,009.00
		<b>93,500.00</b>	<b>97,509.00</b>
<b>B.</b>	<b>Current assets</b>		
<b>I.</b>	<b>Inventories</b>		
1.	Raw materials and supplies	1,689,911.29	1,662,180.96
2.	Uninvoiced sales revenues	25,360,750.91	22,991,021.79
		<b>27,050,662.20</b>	<b>24,653,202.75</b>
<b>II.</b>	<b>Receivables and other assets</b>		
1.	Trade accounts receivable	44,458,555.53	37,940,231.07
2.	Amounts owed by undertakings in which the company has a participating interest	1,817,491.07	28,890,699.51
3.	Other assets	64,146,854.49	42,350,678.88
		<b>110,422,901.09</b>	<b>109,181,609.46</b>
<b>III.</b>	<b>Cash on hand, cash in banks</b>	<b>56,711,090.08</b>	<b>43,823,762.99</b>
<b>C.</b>	<b>Prepaid expenses</b>	<b>16,548,793.42</b>	<b>15,352,243.31</b>
		<b>3,381,765,010.37</b>	<b>2,830,960,162.72</b>

Shareholders' Equity and Liabilities		31/12/2012 €	31/12/2011 €
A.	Shareholders' equity		
I.	Subscribed capital	11,000,000.00	11,000,000.00
II.	Capital reserves	972,578,358.41	967,568,966.41
III.	Earnings reserves	2,335,861.17	2,335,861.17
IV.	Accumulated deficit	-224,009,209.39	-38,824,321.89
		761,905,010.19	942,080,505.69
B.	Special account for investment grants	105,143,740.24	86,136,431.56
C.	Provisions		
1.	Provisions for pensions	5,448,977.00	5,562,756.00
2.	Tax provisions	918,500.00	755,200.00
3.	Other provisions	115,960,998.97	86,266,704.62
		122,328,475.97	92,584,660.62
D.	Liabilities		
1.	Liabilities due to banks	2,228,159,718.73	1,540,081,980.57
2.	Payments received on account	24,772,737.82	21,238,359.32
3.	Trade accounts payable	23,541,756.56	47,882,137.71
4.	Amounts owed to undertakings in which the company has a participating interest	7,111,552.74	0.00
5.	Other liabilities	28,598,020.28	31,202,982.02
		2,312,183,786.13	1,640,405,459.62
E.	Deferred income	80,203,997.84	69,753,105.23
		3,381,765,010.37	2,830,960,162.72



# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Consolidated Income Statement for the Fiscal Year

### from 1 January to 31 December 2012

		2012 €	2011 €
1.	Sales revenues	269,592,567.91	263,239,581.51
2.	Change in inventories	7,141,184.51	11,563,405.74
3.	Other own work capitalized	12,467,248.22	9,094,223.40
4.	Other operating income	15,905,853.61	10,575,570.41
		<b>305,106,854.25</b>	<b>294,472,781.06</b>
5.	Cost of materials		
	a) Costs of raw materials and supplies and of purchased merchandise	7,470,197.29	5,909,810.44
	b) Cost of purchased services	67,284,575.99	51,083,752.82
		<b>74,754,773.28</b>	<b>56,993,563.26</b>
6.	Personnel expenses		
	a) Wages and salaries	70,801,182.12	77,397,019.85
	b) Social security, pension and other benefits (of which relating to pensions €4,711,683.85; 2011: €4,750,301.95)	17,983,556.44	17,796,689.52
		<b>88,784,738.56</b>	<b>95,193,709.37</b>
7.	Write-offs and depreciation		
	a) On intangible and tangible assets	80,891,208.23	66,443,191.44
	b) On current assets	4,771,455.39	7,826,440.49
		<b>85,662,663.62</b>	<b>74,269,631.93</b>
8.	Other operating expenses	133,157,893.29	61,316,441.14
9.	Income from loans	829.73	389.67
10.	Other interest receivables and similar income (thereof from discounting: €109,841.00; 2011: €0.00)	3,137,291.35	1,350,477.32
11.	Interest payable and other similar charges (thereof from discounting: €2,370,181.67; 2011: €2,594,301.35)	106,637,197.99	82,461,692.78
12.	Loss from ordinary business operations	-180,752,291.41	-74,411,390.43
13.	Taxes on income (2011: earnings)	-589,736.24	121,928.90
14.	Other taxes	-3,842,859.85	-247,475.66
15.	Consolidated loss for the year	-185,184,887.50	-74,536,937.19
16.	Cumulative losses/unappropriated profits brought forward from previous year	-38,824,321.89	35,712,615.30
17.	Accumulated deficit	-224,009,209.39	-38,824,321.89

# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Consolidated Capital Flow Statement

### for Fiscal Year 2012

	2012 €k	2011 €k
Result of the period before extraordinary income	-185,185	-74,537
Depreciation on fixed assets	80,891	66,443
Increase in provisions (previous year: decrease)	30,839	-3,897
Reversal of special items for investment grants	-3,098	-1,227
Loss from disposal of fixed assets (after loss offset)	168	1,261
Other operating expenses	4,772	6,508
Increase in inventories, trade accounts receivables and other assets	5,598	-14,812
Decrease (previous year: increase) in trade accounts payable and other liabilities	-17,922	21,792
<b>Cash flow from current business activities</b>	<b>-83,937</b>	<b>1,531</b>
Payments from disposals of fixed assets	1,788	737
Reimbursement of real property transfer tax	5,009	0
Payments for investments in tangible assets	-613,494	-640,602
Payments for investments in intangible assets	-4,070	-4,722
<b>Cash flow from investment activities</b>	<b>-610,767</b>	<b>-644,587</b>
Payments from the taking out of loans	690,000	644,524
Payments from investment grants	17,591	21,983
<b>Cash flow from financing activities</b>	<b>707,591</b>	<b>666,507</b>
Change in operating cash	12,887	23,451
Cash at beginning of period	43,824	20,373
Cash at end of period	56,711	43,824

## Flughafen Berlin Brandenburg GmbH, Schönefeld

### Consolidated Analysis of Equity Development

#### for the Period from 1 January to 31 December 2012

	01/01/2012 €	Net result for the year €	Non-operating transfers €	Withdrawals €	31/12/2012 €
Subscribed capital	11,000,000.00	0.00	0.00	0.00	11,000,000.00
(Previous year)	11,000,000.00	0.00	0.00	0.00	11,000,000.00
Capital reserves	967,568,966.41	0.00	5,009,392.00	0.00	972,578,358.41
(previous year)	967,568,966.41	0.00	0.00	0.00	967,568,966.41
Earnings reserves	2,335,861.17	0.00	0.00	0.00	2,335,861.17
(previous year)	2,335,861.17	0.00	0.00	0.00	2,335,861.17
Accumulated deficit	-38,824,321.89	-185,184,887.50	0.00	0.00	-224,009,209.39
(Previous year)	35,712,615.30	-74,536,937.19	0.00	0.00	-38,824,321.89
<b>Consolidated equity</b>	<b>942,080,505.69</b>	<b>-185,184,887.50</b>	<b>5,009,392.00</b>	<b>0.00</b>	<b>761,905,010.19</b>
<b>(Previous year)</b>	<b>1,016,617,442.88</b>	<b>-74,536,937.19</b>	<b>0.00</b>	<b>0.00</b>	<b>942,080,505.69</b>

# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Consolidated Notes for Fiscal Year 2012

### General remarks

These consolidated annual accounts have been prepared in accordance with Sections 290 et seqq. HGB [German Commercial Code].

The consolidated income statement was prepared in accordance with the cost summary method.

### Companies included in the consolidation

The consolidated annual accounts are prepared by Flughafen Berlin Brandenburg GmbH (FBB).

The consolidation includes the parent company FBB, Berliner Flughafen-Gesellschaft mbH, Schönefeld (BFG), Flughafen Energie & Wasser GmbH (FEW), Schönefeld, and FMT Facility Management Tempelhof GmbH i.L. (FMT), Berlin. FBB holds all of the shares in BFG, which has share capital in the amount of €38,347k. Shareholders' equity of BFG amounts to €143,789k.

FBB is sole shareholder of FEW, which is endowed with share capital of €25k. Shareholders' equity of FEW amounts to €29k.

FBB is sole shareholder of FMT, which is endowed with share capital of €25k. The shareholders' equity is the equivalent of the share capital.

### Accounting and evaluation methods

The annual accounts of the companies included in the consolidated annual accounts of FBB were prepared in accordance with uniform accounting and evaluation methods which have not changed since the previous year.

The intangible fixed assets were valued at acquisition costs less reductions in acquisition costs, taking into account any depreciation (straight-line method).

The tangible fixed assets are measured at acquisition or manufacturing costs less reductions in acquisition costs and, if they are limited-life assets, reduced by scheduled depreciation (straight-line method). Proportionate overhead costs as well as the direct costs are included in the own work capitalised taken into account for the manufacturing costs. During the reporting period, unscheduled write-offs in the amount of €1.8m were taken on construction in progress because the relevant assets will not be used in the future.

The tangible and intangible fixed assets are depreciated according to the presumed useful life. Low-value assets with a value of up to €150.00 are written off in full in the year of their addition.

Depreciation on additions to the tangible fixed assets is always taken pro rata temporis. A collective item which is written off over a period of five years is created every year for fixed assets with acquisition costs per asset ranging between €150.01 and €1,000.00. The disposal of these assets is shown in the fixed assets movement at the end of the five-year utilisation period.

Intangible assets are depreciated over the appropriate useful life of 1 year to a maximum of 10 years.

The following periods of useful life (in years) have been applied to tangible assets:

Buildings	10–50
Technical equipment, plant and machinery	10–25
Fixtures, fittings and equipment	4–15

In accordance with the planning stipulation decision, Tegel Airport will be closed when the new Berlin Brandenburg Airport opens. The leaseholds concluded between the Company and the State of Berlin or the federal government provide for compensation based on market value if and when the buildings and equipment can continue to be used for state or federal purposes. Since there are at this time no concrete concepts for a later utilisation of the equipment and furnishings shown in the balance sheet, the useful life periods have been adjusted to the expected opening date of BER. The end of the useful life for Tegel has been set for 31 October 2013; as of this moment, it has not been changed because no new dates have been set for the operational start-up of BER or the closing of Tegel.

New construction of significant infrastructure elements of the airport is linked to the operational start-up of Berlin Brandenburg Airport at the Schönefeld location. The end of the useful life for some of the facilities in the area of the terminal Schönefeld North has been set for 31 October 2013 because later use of the buildings and equipment in this area is not planned. An adjustment in the useful life periods beyond 31 October 2013 has not been made because a new opening date for BER has not been set as of this time. The useful life periods of equipment which will be used in the future by the diplomatic service and flight service of Germany have not been changed.

Over the course of fiscal year 2012, the power, emergency power, air-conditioning, heating, drinking water, sewage and rainwater networks of FBB were transferred at their respective book values to FEW. The fixed assets at FEW increased by €310,732k, those at FBB decreased correspondingly. Following the transfer of the assets, the useful life periods pursuant to commercial law regulations were adjusted to conform to the shorter useful life periods required by tax laws for a part of these assets, standardising the treatment of all assets. As a consequence, the annual depreciation volume of €1.7m was higher in comparison.

Stock rights and bonds in the **financial assets** were measured at the lower of acquisition costs or the attributable value.

**Stocks of raw materials and supplies in the inventories** were measured at the lower of average acquisition costs or replacement costs on the balance sheet date. All of the discernible risks in the **inventory assets** are taken into account by reasonable devaluations.

As was the case in the previous year, **uninvoiced services** essentially show construction services performed for third-party investments to be carried out in relation to BER measures. The manufacturing costs include proportionate overhead costs as well as the direct costs. The principle of measurement without unrealised losses was observed.



Except for the retention of title clauses usual in business, the inventories are free of any third-party rights.

**Receivables and other assets** are measured at nominal value. All of the items subject to risks have been secured by the creation of reasonable valuation allowances; the general credit risk is covered by lump-sum deductions. Long-term receivables are measured at cash value.

The plots of land for Business Park Berlin designated for sale and shown under **Other assets** are measured at the lower attributable value oriented to the market value for land which is expected to be developed in the near future. This value was determined on the assumption of future development and exploitation as a commercial area.

**Cash** is shown at the nominal amount in the balance sheet.

**Prepaid expenses** contain expenditures which are related to a specific period after the closing date.

A payment originally in the amount of €14.0m was made in 2009 to the lender within the framework of the loan agreements for the financing of BER. This payment is related to future savings in interest. The Company has deferred this amount as expenses similar to interest so that the expenses are distributed over the term of the loans.

**Capital subscribed, capital reserves and revenue reserves** are shown at nominal value.

**Investment subsidies and investment grants** for fixed assets are shown as special accounts on the liabilities side. They are reversed over the course of the write-offs. The reversal amounts are shown under Other operating income.

All discernible risks have been taken into account for the creation of **provisions**.

**Provisions for pensions** and similar obligations are measured at the cash values for current pensions, calculated in accordance with actuarial principles at the interest rate of 5.07% (previous year: 5.13%) determined by the Deutsche Bundesbank for equivalent terms. In this case, the option provided by Section 253 (2) second sentence HGB [German Commercial Code] was exercised and the market interest rate for a remaining term of 15 years was applied as a flat rate. A pension trend of 2.0% (unchanged) was assumed. The projected unit credit method (PUC method) was utilised as the valuation procedure, and the calculations are based on the probability data of the reference tables 2005 G of Klaus Heubeck.

The **tax provisions and the other provisions** cover all of the contingent liabilities and obligations. They have been created in the performance amount dictated by reasonable commercial judgement. If the remaining term is more than one year, they are discounted at an interest rate determined by the Deutsche Bundesbank for the pertinent term. The long-term provisions are valued in accordance with the net method, i.e. provisions are discounted and measured at cash value. Changes from interest expenditures do not result until subsequent years within the context of the accrued interest.

The provisions for partial retirement regulations include commitments from outstanding wage payments based on the collective bargaining agreement regulating partial retirement as well as obligations to pay additional increases of benefits which will presumably arise pursuant to the collective bargaining agreement in force from 1 January 2010. Provisions for partial retirement were

valuated on the basis of an actuarial assessment pursuant to Section 253 (1) and (2) HGB. The discounting of the provisions to cash value is calculated by applying an interest rate of 5.07% (previous year 5.13%). A salary trend of 1.5% was assumed (unchanged) for the valuation of the partial retirement provisions.

**Liabilities** are shown at the payment amounts.

**Deferred income** contains income representing earnings for a certain period after the closing date.

#### **Deferred taxes**

There was no measurement of a reimbursement from deferred taxes in conformity with Section 274 (1) HGB. A deferred payment is shown as a balance.

#### **Consolidation principles**

The book-value method is still used for capital consolidation from previous periods. The book value of the shareholdings in the consolidated companies shown in the FBB balance sheet is offset against the equity shown in the balance sheets of these subsidiaries at the point in time of the initial consolidation. The capital consolidation of BFG results in a difference on the liability side in the amount of €21.2m (previous year €16.2m) which is allocated to the capital reserves. The increase in the difference results from the value of the shares in BFG being reduced once again in 2012 by the retroactive property-related acquisitions costs of €5,009k from 2010. The item comprises real property transfer tax which was assessed in 2010 on the land and leasehold areas at Tegel Airport transferred to FBB within the framework of the merger in 2003 and reimbursed by the tax authorities in the reporting period.

Receivables and liabilities among the consolidated companies are offset against one other. Sales revenues and other income were offset against the corresponding expenditures.

The closing date for all of the companies included in the consolidation is the same as that of the parent company. All of the annual accounts included in the consolidation were prepared in euros.

## Explanatory Comments on the Consolidated Balance Sheet

### Fixed assets

The movement of individual items of the fixed assets, including write-offs taken in the fiscal year, is shown in the fixed assets movement.

	31/12/2012 €k	31/12/2011 €k
Intangible assets	11,040	8,613
Tangible assets	3,159,898	2,629,239
thereof land and buildings	1,037,512	769,914
thereof payments on account and construction in progress.	1,669,716	1,469,117
Financial assets	94	97
<b>Total</b>	<b>3,171,032</b>	<b>2,637,949</b>

### Work in progress

FBB is performing construction services related to construction facilities for BER on behalf of third parties. The capitalised costs of manufacture (€25,361k; previous year €22,991k) contain essentially construction services performed for the underground fuelling carried out on behalf of THBG BBI GmbH. Unfinished services were written off in the amount of €4.8m.

### Receivables and other assets

Other assets have a remaining term of less than one year.

	31/12/2012 €k	31/12/2011 €k
Trade accounts receivable	44,459	37,940
thereof short-term receivables	35,002	28,684
thereof long-term receivables	9,457	9,256
Amounts owed by undertakings in which the company has a participating interest	1,817	28,891
thereof short-term receivables	0	28,891
thereof long-term receivables (term > 1 year)	1,817	0
Other assets	64,147	42,351
<b>Total</b>	<b>110,423</b>	<b>109,182</b>

Amounts owed by undertakings in which the company has a participating interest represent claims from the on-charging of construction services in the previous year and receivables from granted loans in the reporting period against Dalandi Objekt KGs. Other assets comprise primarily the properties of Business Park Berlin (€28,616k, previous year €28,326k). Moreover, the residual receivable from the EU for the TEN-T funding of the airport terminal in the amount of €14,665k is disclosed under the Other assets.

### **Subscribed capital**

The share capital amounts to €11,000k, as in the previous year.

### **Capital reserves**

The capital reserves of €430m contain among other elements the financing contributions from the shareholders for BER.

### **Earnings reserves**

The earnings reserves contain earnings from the first-time discounting of provisions in 2010 in the amount of €2,336k pursuant to the first-time application of the BilMoG [German Accounting Law Modification Act] in accordance with Art. 67 (1) EGHGB [Introductory Act to the German Commercial Code].

### **Accumulated deficit**

The consolidated accumulated deficit in the fiscal year amounts to €185,185k (previous year deficit of €74,537k). When the consolidated accumulated deficit brought forward from the previous year (€38,824k) is added, the consolidated accumulated deficit amount to €224,009k.

### **Investment subsidies and investment grants**

Investment subsidies and investment grants for fixed assets (€105,144k, previous year €86,136k) are shown as special accounts on the liabilities side. They are reversed over the course of the write-offs.

### **Tax provisions**

Tax provisions include contingent land tax liabilities for the sites Schönefeld and Tegel (€919k, previous year €755k).

### **Other provisions**

Other major provisions have been created

- for the services which must still be performed for the railway connection of BER (€4,793k, previous year €9,208k);
- for partial retirement (€20,345k, previous year €22,603k);
- for unpaid invoices (€7,289k, previous year €8,727k);
- for the personnel concept TransFair BBI (€12,054k, previous year €15,358k);
- for risk provisioning as a consequence of the postponement of operational start-up of BER (€30,002k);
- provision for contingent loss underground fuelling (€7,200k).

### **Liabilities**

Details of the remaining terms are shown in the liabilities movement.

**Liabilities movement in €k**

Type of liability	Remaining term			Total	
	Up to 1 year	1 to 5 years	More than 5 years	31/12/2012	31/12/2011
1. Liabilities due to banks (Previous year)	3,287 (5,209)	142,190 (77,206)	2,082,683 (1,457,667)	2,228,160	1,540,082
2. Liabilities from payments received on account (Previous year)	24,773 (21,238)	0 (0)	0 (0)	24,773	21,238
3. Trade accounts payable (Previous year)	23,542 (47,882)	0 (0)	0 (0)	23,542	47,882
4. Amounts owed to undertakings in which the company has a participating interest (Previous year)	7,112 (0)	0 (0)	0 (0)	7,112	0
5. Other liabilities (Previous year) thereof for taxes: (1,805; previous year 2,563)	28,598 (31,203)	0 (0)	0 (0)	28,598	31,203
<b>Total</b> (Previous year)	<b>87,312</b> (105,532)	<b>142,190</b> (77,206)	<b>2,082,683</b> (1,457,667)	<b>2,312,185</b>	1,640,405

The liabilities due to banks in the amount of €2,228,160k result from the utilisation of the credit line of the BER long-term financing, which is secured by guarantees given by the shareholders.

The liabilities from payments received on account result largely from partial payments for the construction work which is being performed by FBB on behalf of third-party investors.

**Deferred income**

The major components of the deferred income are payments received on account for ground rent and grants for investments in buildings or investments for the development of land areas and grants for servicing and maintenance obligations. Payments received on account are discounted to the cash value as agreed in the leases and reversed over the duration of the leases. The grants are included as operational earnings on the basis of the useful life of the pertinent assets.

**Deferred taxes**

Deferred taxes are a consequence of deviations in value measurements of assets, liabilities and deferred expenses and income caused by differences in commercial and tax laws. In the annual accounts per 31 December 2012, the deferred tax liabilities of €-41k, which essentially result from differing measurements of tangible assets and other provisions, are offset against deferred tax reimbursements of €11,097k. The option provided under Section 274 (1) second sentence HGB was exercised so that the balance has not been capitalised.

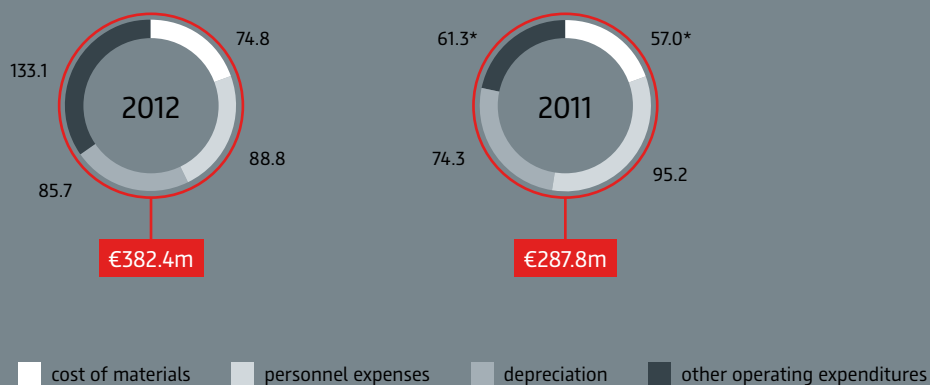
The deferred tax reimbursements are primarily a consequence of the differing valuations of tangible and financial assets, inventories, pension provisions and other provisions. Deferred tax reimbursements arising from the application of tax laws related to accumulated deficits brought forward have not been valu-



## Number of Employees



## Expenses in €m



\* Adjustment of the figures from the previous year owing to change in disclosure

ated because they cannot be offset within the next five years on the basis of the corporate planning. The deferred taxes are based on a tax rate of 25.1%.

### **Contingent liabilities**

In connection with the sale of GGB, BFG agreed to a limited guarantee catalogue usual on the market which includes standard guarantees and risks, especially pension provisions, the effectiveness of the retroactivity of the collective agreement for safeguarding jobs of the GGB and the correctness of disclosed information. A balanced tax exemption obligation, limited to 31 December 2007, was given. The amount of the liability is limited to €2,053k. There are no discernible reasons to expect any claims pursuant to the liability obligation because no claims have been asserted against BFG in the past.

FBB has received letters of claim from service providers, tenants, airlines and other companies requesting damages/regress payments as a consequence of the postponement of the operational start-up of Berlin Brandenburg Airport originally set for 3 June 2012. One airline has filed an action for declaratory judgement against FBB. The majority of the letters have initially done no more than assert the grounds for the claims; very few of the letters include concrete figures or contain at most estimates. The action filed by the airline contains only a provisional value of the action as well. As a consequence, it is not possible at this time to make any definitive statements regarding the total amount of the claims asserted by the various claimants. FBB assumes that a part of the claims will be clarified in the course of litigation because there are new or legally complex issues, especially in those cases where there is no contractual relationship, which will require clarification, possibly involving a series of appeals. One major aspect of these actions will be the clarification of the circumstances establishing liability (culpability of FBB). Clarification of this issue by the courts will presumably take five to seven years.

Discernible risks have been given due consideration in the annual accounts by the creation of provisions. The possibility of additional risks cannot be completely excluded, but it is not possible at this time to determine their value with any degree of certainty.

## Off-balance-sheet transactions

There are Other financial obligations in the amount of €596,625k. These obligations break down into concluded or awarded contracts as shown below:

No.	Other financial liabilities	31/12/2012 €k	31/12/2011 €k
1.	Order commitment from awarded investment/consulting contracts	340,099	377,780
2.	Payment obligations pursuant to the leasing agreements with Dalandi Objekt KGs <sup>1)</sup>	227,564	240,000
3.	Payment obligations from leases and leasing agreements	16,147	8,637
4.	Payment obligations equalisation levy for sealing in accordance with the planning stipulation decision	9,422	12,849
5.	Payment obligations pursuant to construction permit agreements/compensation payments	3,393	3,434
<b>Total</b>		<b>596,625</b>	<b>642,700</b>

<sup>1)</sup> This value represents the cash value of the maximum future payment obligations (rent and interest and repayment) if the interest rate implicitly to be paid by FBB in excess of the leasing rate is applied as the discount interest rate. The exact payment obligations will not be known until after conclusion of the construction activities.

The awarded **investment/consulting contracts (No. 1)** for 2013 are related mainly to measures for BER, including terminal (€173,190k), underground work (€27,192k), third-party investments (€35,108k) and technical infrastructure (€21,941k).

The **payment obligations pursuant to leasing agreements (No. 2)** arise from the leasing financing of up to €240m signed in April 2010, concluded by Berlin Brandenburg Airport as the lessee to secure the financing of the construction and operational start-up of nine buildings in the BER environs.

The lessors are nine limited partnerships from the German Savings Banks Finance Group. FBB is a limited partner in every one of the limited partnerships. It was possible to show the leasing financing without a guarantee outside of the BER long-term financing because the related heritable building rights provided adequate collateral of sustainable value. The leasing agreements also include clauses providing that FBB assume the function of general contractor for the development and construction of the properties. This minimises the risk of disruptions and interface problems during the construction.

The **obligations pursuant to the leases and leasing agreements (No. 3)** end in the period between 2013 and 2027 and are related primarily to hereditary tenancy, office blocks, IT equipment, motor vehicles and office furniture.

Moreover, there is an obligation pursuant to the (supplementary) planning stipulation decision to initiate noise protection measures and/or make compensation payments. These obligations amount to as much as €444m.

Invoices for actions subject to capitalisation which had been received at FBB by

the balance sheet date, but which are still under review, amount to €122m. The amount which would actually be reasonable for the claims submitted by the contractors with respect to these invoices has not been finally clarified.

As of the balance sheet date, construction services which had been performed, but not yet billed, amounted to about €100m.

FEW has concluded a natural gas supply agreement in which it assumed the obligation to accept and pay in every billing year a minimum of 60% of the total annual quantity which had been ordered until Tegel Airport was closed. There are financial obligations in the amount of €1,553k p.a. pursuant to this agreement.

### **Derivative financial instruments**

The interest for the long-term borrowing represents a major component of the payment obligations of FBB.

The Company therefore secured its position in the event of an increase in interest rates and the resulting rise in financing costs by concluding interest swaps in December 2006. Each of these agreements has been concluded to hedge future cash flows. The secured risk is the change in value of the interest payments for the long-term borrowing resulting from changes in the 3-month Euribor interest rates. The objective of the interest hedge transactions is to establish a fixed rate for a part of the series of expected interest payments (3-month Euribor).

During the period until 2013, about 70% of the total borrowing needs according to current liquidity planning and business plan is to serve as the underlying transaction for the security. In the period from 2014 to 2026, up to 50% of the total borrowing needs in each case according to the business plan is to be secured. Risks from payment flow fluctuations in the amounts shown above are therefore excluded for future interest payments on these underlying transactions. The derivative financial instruments are cases of pending transactions. That is why they are not disclosed in the balance sheet per 31 December 2012. The interest swaps and the loans to finance the construction of the BER create a hedge in accordance with HGB. They are disclosed in the balance sheet in accordance with the net hedge presentation method. Changes in the value of the interest swaps are accordingly not shown in the balance sheet if they are balanced out by value changes in the underlying transaction. The creation of a provision for contingent loss would be required if there is a possibility of unrealised loss.

The attributable fair values per 31 December 2012 amount to a nominal value of €1.5bn and a market value of €-294.9m.

The market value of the swaps was determined with the aid of the discounted cash flow valuation. The future interest payments were discounted by the interest structure curve of 31 December 2012. The cash value of these payments represents the value of the swaps.

The three swaps are amortising swaps.

FBB's obligation to secure the swap transactions expired on 15 March 2012 following the successful conclusion of a restructuring of the contracts with banks in December 2011.

The prospective effectiveness of the hedging relationship was calculated on the basis of a regression analysis. In this scenario analysis, interest rates are shifted parallel in a range from -2% to +2%. Full effectiveness is to be assumed on the basis of the critical term match method.

Section 285, no. 23a HGB requires disclosure in the notes of the amount of risk secured by the hedges. Owing to the creation of the hedge, the swaps have a negative market value of €-294.9m which is not to be taken into consideration.

#### Explanatory comments on the consolidated income statement

Sales revenues	2012		2011	
	€k	%	€k	%
Aviation	184,307	68.4	178,045	67.7
Non-Aviation	45,225	16.8	46,980	17.9
Real Estate	28,891	10.7	29,250	11.1
Sales revenues construction services	3,335	1.2	1,426	0.5
Sales revenues services	2,858	1.1	2,971	1.1
Miscellaneous	4,977	1.8	4,568	1.7
<b>Total</b>	<b>269,593</b>	<b>100.0</b>	<b>263,240</b>	<b>100.0</b>

#### Expenditures and earnings related to other periods

Earnings related to other periods in the amount of €5,364k (previous year €6,201k) were received in the reporting period. They comprise essentially earnings from the reversal of provisions (€4,386k; previous year €3,231k).

The expenditures related to other periods in the amount of €5,280k (previous year €2,811k) consist primarily of taxes for previous years, including interest, as a result of the concluded tax audit (€1,680k) and reductions in earnings for previous years (€1,155k).

#### Interest from interest accrual and discounting of provisions

Expenditures related to interest accruals on provisions and liabilities of €2,370k (previous year €2,594k) were incurred in the reporting period. Income from the discounting of provisions in the amount of €110k has been disclosed in the reporting period.

#### Related persons

Existing business relationships with related persons were agreed subject to terms and conditions usual on the market. Institutions which perform official duties at the airports and other public institutions are charged rents at cost as prescribed by law.



**Explanatory comments on the consolidated cash flow statement**

The capital flow statement was prepared in accordance with the principles of DRS 2. Cash and liquid funds are equivalent

**Auditor's fees**

These fees cover the services of all of the companies and break down as shown below:

	2012 €k	2011 €k
Auditing services	100	105
Tax consultancy services	2	109
Other services	8	23
<b>Total</b>	<b>110</b>	<b>237</b>

**Customer plant pursuant to Section 3, no. 24a EnWG****[German Energy Management Act]**

Sections 6 et seqq. EnWG impose a deconcentration obligation on utility companies. In a legal assessment commissioned in 2011 and updated in 2012, it was determined that the FEW electric power generation facilities at the sites Schönefeld Airport (legacy airport) and Tegel Airport are customer plants within the sense of Section 3, no. 24a EnWG.

The classification of the FEW electric power generation facilities as customer plants means that FEW is not subject to the regulatory regulations for network operators pursuant to the EnWG.

## Miscellaneous Information

### Supervisory Board

**Klaus Wowereit** – Chairperson until 16 January 2013; Deputy Chairperson since 16 January 2013; Governing Mayor of Berlin

**Frank Henkel** – Senator; Senate Department of the Interior and Sports

**Dr Christian Sundermann** – until 7 March 2012; State Secretary; Senate Department of Finances

**Dr Margaretha Sudhof** – since 23 March 2012; State Secretary; Senate Department of Finances

**Michael Zehden** – Managing Director; A-Z Hotelmanagement und Beratungs GmbH & Co. KG

**Matthias Platzeck** – Deputy Chairperson until 16 January 2013; Chairperson since 16 January 2013; Minister President of the State of Brandenburg

**Ralf Christoffers** – Minister; State Ministry for Economics and European Affairs of the State of Brandenburg

**Dr Helmuth Markov** – Minister; Ministry of Finances of the State of Brandenburg

**Günther Troppmann** – until 13 February 2013; CEO of the Deutsche Kreditbank AG

**Rainer Bomba** – State Secretary; Federal Ministry for Transport, Building and Urban Development

**Werner Gatzert** – State Secretary; Federal Ministry for Finances

**Holger Rößler** – Trade Union Secretary of ver.di; Vereinte Dienstleistungsgewerkschaft Berlin District

**Franziska Hammermeister** – Employee of Berliner Flughafen-Gesellschaft mbH; Tegel Airport

**Claudia Heinrich** – Chairperson of the Works Council at Flughafen Berlin-Brandenburg GmbH; Schönefeld Airport

**Peter Lindner** – Chairperson of the Works Council at Berliner Flughafen-Gesellschaft mbH; Tegel Airport

**Sven Munsonius** – Employee of Berliner Flughafen-Gesellschaft mbH; Tegel Airport

### Total compensation paid to the Supervisory Board

The reimbursements for attendance fees paid to the Supervisory Board members amounted to €26.5k (previous year €14.1k).

### Management

**Prof Dr Rainer Schwarz** – until 16/01/2013; CEO

**Dr Manfred A. Körtgen** – until 31/05/2012; Chief Operations Officer/BER

**Horst Amann** – since 01/08/2012; Chief Operations Officer

### Total Compensation Paid to Management

€k	Basic compensation	Merit-based compensation <sup>1)</sup>	Pensions	Miscellaneous compensation	Total
Prof Dr Rainer Schwarz	330	0	209	30	569
Dr Manfred A. Körtgen	130	28	0	193	351
Horst Amann	133	0	0	11	144
<b>Total</b>	<b>593</b>	<b>28</b>	<b>209</b>	<b>234</b>	<b>1,064</b>

<sup>1)</sup> For fiscal year 2011

### Total compensation to former members of management

Pension payments made to former members of management amounted to €478k (previous year €474k). Provisions for pensions to former members of management and their survivors have been created in full and amount to €5,348k (previous year €5,446k) per 31 December 2012.

### Employees

Average number of employees during the fiscal year:

	2012	2011
Employees (white-collar)	1,347	1,392
Vocational trainees	61	66
<b>Total</b>	<b>1,408</b>	<b>1,458</b>

Schönefeld, 26 February 2013

signed Horst Amann

# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Analysis of Consolidated Fixed Assets Movement

### for Fiscal Year 2012

FBB Group		Acquisition and manufacturing costs			
	01/01/2012 €	Additions €	Disposals €	Transfers €	31/12/2012 €
I. Intangible assets					
1. Software and rights	22,841,760.74	2,086,528.45	6,245.00	1,581,264.64	26,503,308.83
2. Payments on account	3,254,186.88	1,983,258.50	0.00	-1,295,463.97	3,941,981.41
	<b>26,095,947.62</b>	<b>4,069,786.95</b>	<b>6,245.00</b>	<b>285,800.67</b>	<b>30,445,290.24</b>
II. Tangible assets					
1. Land and buildings	1,268,729,573.94	85,734,294.30	4,067,358.03	225,222,759.70	1,575,619,269.91
2. Technical equipment, plant and machinery	540,519,568.40	28,924,806.48	325.38	43,696,780.26	613,140,829.76
3. Fixtures, fittings and equipment, incl. low-value assets	99,068,327.60	14,540,045.53	2,681,583.40	12,239,822.21	123,166,611.94
4. Payments on account and assets in process of construction	1,473,427,691.31	484,294,810.02	452,995.37	-281,445,162.84	1,675,824,343.12
	<b>3,381,745,161.25</b>	<b>613,493,956.33</b>	<b>7,202,262.18</b>	<b>-285,800.67</b>	<b>3,987,751,054.73</b>
III. Financial assets					
1. Participations	93,500.00	0.00	0.00	0.00	93,500.00
2. Other loans	5,154.86	0.00	5,154.86	0.00	0.00
	<b>98,654.86</b>	<b>0.00</b>	<b>5,154.86</b>	<b>0.00</b>	<b>93,500.00</b>
	<b>3,407,939,763.73</b>	<b>617,563,743.28</b>	<b>7,213,662.04</b>	<b>0.00</b>	<b>4,018,289,844.97</b>

thereof BER		Acquisition and manufacturing costs			
	01/01/2012 €	Additions €	Disposals €	Transfers €	31/12/2012 €
I. Intangible assets					
1. Software and rights	4,758,928.47	1,671,230.91	2,110.00	1,550,382.13	7,978,431.51
2. Payments on account	1,138,667.27	312,562.38	0.00	-830,423.35	620,806.30
	<b>5,897,595.74</b>	<b>1,983,793.29</b>	<b>2,110.00</b>	<b>719,958.78</b>	<b>8,599,237.81</b>
II. Tangible assets					
1. Land and buildings	653,416,142.02	83,067,282.03	3,257,707.49	221,291,924.72	954,517,641.28
2. Technical equipment, plant and machinery	380,992,027.78	28,753,165.92	180.75	43,643,201.68	453,388,214.63
3. Fixtures, fittings and equipment, incl. low-value assets	14,058,966.66	13,519,655.58	20,311.84	12,126,847.53	39,685,157.93
4. Payments on account and assets in process of construction	1,472,569,871.08	484,067,033.38	452,995.37	-280,701,816.85	1,675,482,092.24
	<b>2,521,037,007.54</b>	<b>609,407,136.91</b>	<b>3,731,195.45</b>	<b>-3,639,842.92</b>	<b>3,123,073,106.08</b>
	<b>2,526,934,603.28</b>	<b>611,390,930.20</b>	<b>3,733,305.45</b>	<b>-2,919,884.14</b>	<b>3,131,672,343.89</b>

	Accumulated depreciation					Book values	
	01/01/2012 €	Additions €	Disposals €	Transfers €	31/12/2012 €	31/12/2012 €	31/12/2011 €
	17,483,313.81	1,922,252.87	0.00	0.00	19,405,566.68	7,097,742.15	5,358,446.93
	0.00	0.00	0.00	0.00	0.00	3,941,981.41	3,254,186.88
	<b>17,483,313.81</b>	<b>1,922,252.87</b>	<b>0.00</b>	<b>0.00</b>	<b>19,405,566.68</b>	<b>11,039,723.56</b>	<b>8,612,633.81</b>
	498,815,429.92	40,358,620.91	1,057,788.89	-8,500.51	538,107,761.43	1,037,511,508.48	769,914,144.02
	171,983,018.43	29,278,293.85	0.00	8,472.54	201,269,784.82	411,871,044.94	368,536,549.97
	77,396,829.78	7,534,244.96	2,564,411.61	27.97	82,366,691.10	40,799,920.84	21,671,497.82
	4,310,681.72	1,797,795.64	0.00	0.00	6,108,477.36	1,669,715,865.76	1,469,117,009.59
	<b>752,505,959.85</b>	<b>78,968,955.36</b>	<b>3,622,200.50</b>	<b>0.00</b>	<b>827,852,714.71</b>	<b>3,159,898,340.02</b>	<b>2,629,239,201.40</b>
	0.00	0.00	0.00	0.00	0.00	93,500.00	93,500.00
	1,145.86	0.00	1,145.86	0.00	0.00	0.00	4,009.00
	<b>1,145.86</b>	<b>0.00</b>	<b>1,145.86</b>	<b>0.00</b>	<b>0.00</b>	<b>93,500.00</b>	<b>97,509.00</b>
	<b>769,990,419.52</b>	<b>80,891,208.23</b>	<b>3,623,346.36</b>	<b>0.00</b>	<b>847,258,281.39</b>	<b>3,171,031,563.58</b>	<b>2,637,949,344.21</b>

	Accumulated depreciation					Book values	
	01/01/2012 €	Additions €	Disposals €	Transfers €	31/12/2012 €	31/12/2012 €	31/12/2011 €
	880,137.47	1,390,630.04	0.00	0.00	2,270,767.51	5,707,664.00	3,878,791.00
	0.00	0.00	0.00	0.00	0.00	620,806.30	1,138,667.27
	<b>880,137.47</b>	<b>1,390,630.04</b>	<b>0.00</b>	<b>0.00</b>	<b>2,270,767.51</b>	<b>6,328,470.30</b>	<b>5,017,458.27</b>
	34,374,436.63	30,504,855.87	758,676.31	-8,500.51	64,112,115.68	890,405,525.60	619,041,705.39
	20,222,673.50	26,686,595.72	0.00	8,472.54	46,917,741.76	406,470,472.87	360,769,354.28
	1,444,247.46	4,342,648.51	0.00	-335.91	5,786,560.06	33,898,597.87	12,614,719.20
	4,218,454.18	1,797,795.64	0.00	0.00	6,016,249.82	1,669,465,842.42	1,468,351,416.90
	<b>60,259,811.77</b>	<b>63,331,895.74</b>	<b>758,676.31</b>	<b>-363.88</b>	<b>122,832,667.32</b>	<b>3,000,240,438.76</b>	<b>2,460,777,195.77</b>
	<b>61,139,949.24</b>	<b>64,722,525.78</b>	<b>758,676.31</b>	<b>-363.88</b>	<b>125,103,434.83</b>	<b>3,006,568,909.06</b>	<b>2,465,794,654.04</b>

# Flughafen Berlin Brandenburg GmbH, Schönefeld

## Consolidated Management Report

### for the Fiscal Year from 1 January to 31 December 2012



# 01

Flughafen  
Berlin Brandenburg GmbH

## A The Construction of the New Berlin Brandenburg Airport

### A.1 Postponement of the opening and its consequences

#### Overview

The BER project suffered a major setback in 2012: the decision to postpone the opening of Berlin Brandenburg Airport Willy Brandt was made on 8 May 2012. Technical problems in the area of fire protection in particular made the punctual operational start-up on 3 June 2012 impossible. All of the preparations for operational start-up of the new airport were suspended when the postponement of the opening date was decided. The integration trials which had begun testing the new airport with the aid of more than 10,000 extras in February were suspended indefinitely. Meetings and negotiations with airlines, the ground traffic service providers, tenants and other business partners had to be conducted so that the continued operation of the airports in Schönefeld and Tegel could be assured. As a consequence of the postponement, the Airport Company's Supervisory Board decided to dismiss the chief operations officer at that time and, in addition, to terminate the contract relationship with the companies responsible for general planning and project supervision. Per 1 August 2012, Horst Amann was appointed as the new chief operations officer. He immediately began the conduct of an abbreviated evaluation and the reorganisation of the BER project. The evaluation and the additional tests of the fire protection system started in the last quarter of 2012 led to the determination at the beginning of January 2013 that an operational start-up of BER on 27 October 2013 did not appear realistic. The Supervisory Board decided during its meeting in the middle of January 2013 that it would not set a new date for operational start-up, but would instead wait until all of the evaluations had been concluded and the complete planning doc-



uments for the construction projects which are still in progress were finished. In addition, the CEO was dismissed from his office.

#### **Time schedule**

The postponement of the operational start-up of BER planned for 3 June 2012 has had scheduling, organisational, legal and financial impacts within the BER project. Moreover, as a consequence of the postponement, FBB initiated assessments of the current performance status, the organisational structures and the general contractual terms and conditions for the BER project and, based on the findings, worked up a new master strategy.

In May 2012, the Supervisory Board set 17 March 2013 as the new opening date. The new FBB chief operations officer, in accordance with instructions of the Supervisory Board, began examining the feasibility of this date in August 2012. The results of the examination revealed that there was inadequate evidence supporting achievement of this target date because the fulfilment of general parameters related to approvals and planning during the remaining period could not be assured. Based on the analysis of the project status, the chief operations officer proposed setting 27 October 2013 as the new opening date. This date was confirmed in a resolution adopted by the Supervisory Board in September 2012. The resolution included a renewed revision of the schedules concerning completion of the airport terminal and the operational start-up of BER.

The changes in scheduling resulted in some cases to extended time periods for completion of the contracted work for the construction companies and service providers working on the BER project. The contractual relationships between FBB and the affected companies had to be adapted in accordance with these changes. These changes had a particular impact on the construction companies working on the BER terminal, but they also affected service providers with more overall responsibility such as project management or construction site safety.

FBB created a new organisational structure within the division responsible for the BER project. In the course of the reorganisation, the authority, responsibilities and accountabilities on the part of the principal were redefined.

The contractual relationship with the planning consortium responsible for general planning and project supervision was terminated by FBB in May 2012. FBB has filed an action for declaratory judgement to secure the damage compensation claims to which it is entitled. A new project planning and project supervision structure for the airport terminal was established under the direction of FBB.

Major focus of performance for the project planning and supervision is the elimination of the construction shortcomings by supplementing and upgrading the existing construction work. The completion of the safety systems in the airport terminal as the basis for the approval of the building in accordance with construction laws is also essential. Moreover, the new project supervision must eliminate shortcomings in the administrative area, especially a backlog of work related to the auditing of addenda and invoices. At the end of 2012, the staff of the project supervision was increased within the framework of an EU-wide negotiation procedure, including a call for competition, to ensure its performance capability.

The inadequate plans handed over by the previous general planner have been or will be completed and updated by the new project planning organisation and will be supplemented by any additional required planning. The new project supervision organisation must coordinate the elimination of the existing defects and performance of the remaining construction work related to interior furnishings and building services in the airport terminal.

Finally, the technical systems must be tested and approved by the responsible experts.

The construction of the two pavilions which are being built to implement the new EU safety regulations will be completed by the end of 2013. In contrast to the planned opening on 3 June 2012, the full operation of the BER terminal will be available right from the opening of the airport.

After the decision to postpone the opening date was made in May 2012, FBB reviewed the construction costs for BER. The additional costs which were determined resulted primarily from the postponement of the operational start-up, additional expenditures for fire protection and smoke removal, deviations from the targeted construction in the planning and disruptions in the construction progress which had occurred. A recommendation for the allocation of additional funds to the BER project was submitted to the Supervisory Board.

In Q4 2012, the review of construction costs was repeated and updated on the

basis of new information. As a consequence of the occurrence of new circumstances and costs resulting from the repeated postponement of the operational start-up, it became necessary to shift items in the existing budget so that additional funds could be made available for the BER project.

The FBB shareholders decided in 2012 to provide in total an additional €1.2bn to the Company to secure the financing of the additional construction and noise protection measures which were required. It must be assumed that further financing will be required as a consequence of the renewed postponement of the date for the operational start-up without designation of a new date, depending on the actual time which lapses until the airport starts operation. An estimate of the amount will not be possible until all of the evaluations have been concluded, the additional investments which will still be required have been determined in concrete terms and it has become possible to set a new date for operational start-up.

#### **The operating airports at Tegel and Schönefeld**

The operating airports Schönefeld and Tegel will have to master the rising numbers of passengers for a longer period than initially planned. FBB conducts regular reviews to determine the areas where repair work and any comprehensive general remodelling work beyond mere repairs must be carried out to maintain controlled operations which are as acceptable as possible for passengers.

Measures being given particular consideration at **Schönefeld** include the following:

- General overhaul of the baggage conveyor system
- Resurfacing of the apron areas and taxiways, replacement of the rainwater and sewage systems
- Partial renovation of the runways
- Replacement of the sanitary facilities
- Comprehensive maintenance of the passenger bridges
- Modernisation of the building services

The focus of special reviews at **Tegel** Airport include the following:

- Further optimisation of the traffic flows
- General overhaul of the baggage conveyor system
- Renovation of the north runway
- Comprehensive maintenance of the apron areas and taxiways
- Replacement of the sanitary areas
- Maintenance and updating of the air-conditioning, tank farm and emergency diesel generators.

## A.2 The most important stages on the road to BER in 2012

### Flight paths for Berlin Brandenburg Airport defined

On 26 January 2012, the German Federal Supervisory Authority for Aviation Safety (BAF) defined the flight paths for Berlin Brandenburg Airport and immediately made them available to the general public. Aircraft will take off on a straight route from the North Runway; they will turn toward the south when taking off in either direction from the South Runway. The flight paths have been optimised in cooperation with the Flight Noise Commission and citizen action groups. Once BER has begun operation, any potential for optimisation based on experience from actual flight operations will be exploited.

### Trial operation for integration

The beginning of February 2012 was the official start of trial operation with extras standing in as passengers: about 10,000 airport testers signed up to act as trial passengers and test the processes at the new airport. The full range of normal flight operations, from check-in to security checkpoints to boarding, was simulated in many different scenarios. When the opening date was postponed at the beginning of May, trial operation was put on hold. It will be resumed well in advance of the operational start-up date.

### Financing of BER

As a consequence of the postponement of the opening date for Berlin Brandenburg Airport, FBB requires additional capital of about €1.2bn which is to be covered by the three shareholders Berlin, Brandenburg and the German government. The financing concept was submitted to the European Commission as part of the notification procedure in September 2012. On 19 December 2012, the Commission confirmed that the measures were not deemed to be government grants within the sense of EU regulations.

### Tenants at BER

A total of about 150 retail outlets, including 39 restaurant businesses and about 20 service facilities, will be operating at BER. As of May 2012, a majority of the shop areas had been fully completed and in part furnished. Since the postponement of the opening date, the Airport Company has been in constant contact with all of the BER tenants to keep them updated on the change in the start-up situation. The goal is to minimise the risks arising for the tenants as far as possible and to prevent any hardships. For instance, specific solutions such as the granting of leased space at the current airports in Tegel and Schönefeld or the cancellation of bank guarantees have been agreed as a means of counteracting any economic difficulties for individual tenants.

As of the end of 2012, the required addenda to leases had been negotiated with

the majority of the tenants. New discussions have commenced as a consequence of the renewed postponement of the operational start-up date.

### A.3 Progress of the work at Berlin Brandenburg Airport

#### Terminal

The construction of the terminal building, including the main check-in area, the Main Pier and the North and South Piers is almost complete. Check-in counters, security checkpoints, gates and baggage conveyor system were partially started up during the trial operation at the beginning of 2012. Problems arose with respect to fire protection in the terminal and the technical fittings of the building. Missing implementation plans which will serve as the basis for the continuation of the construction work were submitted retroactively. Besides the work on the technical building fittings in the terminal, the work on the two pavilions to the north and south of the terminal continues; the building shell has been completed, and the work on the technical building fittings has started. The pavilions contain additional check-in facilities and security checkpoints and will start operation simultaneously with the airport.

#### BER connections to transportation networks

Berlin Brandenburg Airport is easily accessible by rail and road as well as from the air. There is a six-track underground railway station with three platforms directly under the terminal. The Airport Express will run from here four times an hour and transport passengers between Berlin's Central Railway Station and the new airport in 30 minutes. Intracity trains (S-Bahn) and buses will also run at short intervals, and there is a connection to the long-distance rail network. The planners' goal is to make the use of public transport so convenient that one out of two travellers will choose this means to come to the new airport. The railway station was handed over to Deutsche Bahn in June 2010 and will begin operation when the airport opens. Road connections including direct access to the motorway A 113 and federal road B 96a have also been completed.

#### Movement areas and South Runway

The newly constructed movement areas (runways, taxiways and aprons) have a **total area** of more than 1.8 million square metres. The movement areas have been completed, and parts of them were issued special permits and used for trial operation during the ILA 2012.

A total of 5,450 in-pavement lights and 1,425 above-pavement lights were installed for the **navigation lighting system** on the new South Runway, the apron and the connected taxiway system. Whenever possible, the lights use state-of-the-art LED technology. In comparison with conventional halogen lights, LEDs produce greater luminosity at lower energy consumption and have a longer

operational life. A total of 63 mast-mounted luminaires rising to a height of about 30 metres have been constructed to ensure optimal illumination of apron and piers.

The flight inspection of the **instrument landing system** (ILS) on the South Runway by the Deutsche Flugsicherung has also been concluded. The ILS will run in monitored trial operation until the operational start-up at BER to obtain certification at the highest security level as required.

The new South Runway has an **early warning system for ice** which will aid in assuring safe and reliable aircraft operation. The system monitors the condition of the movement areas and provides a prediction to the Deutsche Flugsicherung and the Deutscher Wetterdienst [German Meteorological Service]. The current measurement data such as freezing point, temperature and wind direction are automatically reported to the people in charge of the decisions and stored in an autonomous server system for later evaluation.

### **Operation-specific buildings**

A small city with its own independent energy supply and technical infrastructure is rising to the south-east of Berlin along with Berlin Brandenburg Airport. The majority of the buildings were completed at the beginning of 2012 and are already serving their intended occupants.

- The administrative departments and workshops for the Technical Facility Management, Aviation and Information and Communications Technology are housed in the building for **Technical Maintenance**. In addition, the main computer centre for the new airport is located in this building. As many as 500 servers in the new computer centre will provide the necessary computer power to the new airport. The vital services of the airport, from the control centre to the check-in counter, will run on the servers.
- The **security building** was completed on 30 October 2011. Airport security, German police and customs make joint use of the building, assuring optimal coordination among these authorities
- Two new **fire stations** have been built for Berlin Brandenburg Airport: Fire Station West and Fire Station East. Fire Station West houses the dispatch rooms specific to the fire brigade and buildings for parking large vehicles, the fire brigade management office, the airport control centre, the emergency services office, the security management office and the control centre for technology. Fire Station East is home to three vehicle parking areas with 14 parking spaces for fire-fighting vehicles and provides primarily fire protection service for the terminal in addition to fire-fighting for aircraft. Construction of both of the fire stations is complete; Fire Station East began operation at the end of 2011 when trial operation commenced.



- The facility complex for **ground transport services** (BVD) consists of three separate buildings. There is space for any expansion which may become necessary. The central social and administration building houses a number of ground transport service providers and features flexible room structures for leasing and letting. In addition to the office space required for operations and an area for changing rooms and sanitary facilities serving operational employees working in shifts, the property has break rooms and a canteen. A workshop building appointed with modern equipment is available to ensure a high standard of quality in servicing, repair and maintenance. A separate building for vehicles has space for parking fleet vehicles and the special airport equipment (towing vehicles, passenger stairs) protected from freezing weather conditions. The buildings have been occupied since the beginning of 2012.

#### **DFS airport control tower**

A height of 72 metres makes the Deutsche Flugsicherung tower the second-highest control tower in Germany. Operation of airport control began in Q1 2012. Until BER opens, air traffic at the operating Schönefeld Airport will be handled by the new control tower.

#### **Maintenance hangars**

The keys for the new Air Berlin and Germania maintenance hangar at Berlin Brandenburg Airport were handed over in May 2012. The hangar has more than 12,000 square metres of floor space and offers enough room for six aircraft like the Airbus A319/A320 models or alternatively two long-haul aircraft like the A330 model. Two-thirds of the floor space will be used by Air Berlin Technik GmbH, one-third by Germania.

The maintenance hangar for Lufthansa Technik has also been completed. The hangar will have room for four short- and middle-haul aircraft or for one wide-body aircraft up to the size of an Airbus A340.

#### **AirCargo Center Berlin**

In the first phase of construction, an air cargo centre for handling belly cargo was realised on an area of about 3.3 hectares. The facility has a total of 12,000 square metres of handling space and 7,000 square metres of office space. The cargo building has a start-up capacity of about 100,000 tonnes of cargo annually. The cargo hangar also has a refrigerated facility for handling perishable goods. Further expansions will be carried out according to the development of need or demand. The AirCargo Center was handed over to the customers in April 2012.

#### A.4 Investments 2012

The total investment volume of €617.3m at FBB was €32.2m lower than the value of the previous year (€649.5m). The largest part by far of the investment activities were related to Berlin Brandenburg Airport:

- The partial project building construction of €447.4m – €401m for the passenger terminal and €15.2m for the operation-specific buildings
- The partial project underground construction of €50.7m – €14.5m for measures related to movement areas, including lighting and drainage systems; €11.2m for road construction and €11.2m for the movement areas at the hangars
- The partial project technical infrastructure of €14.4m – €6.5m for cable grids, €4.4m for communications systems and €0.6m for pipelines (drinking water, sewage, rainwater drainage, heating and air-conditioning systems etc.)
- The partial project third-party investments of €14.4m, primarily services for development
- General measures for all partial projects €25m
- The partial project planning of €19.6m – €12.9m for planning and construction of open and green areas and €1.4m for the planning of movement areas
- The partial project noise protection BER of €19.1m
- Land €0.7m

A share of €24.5m for supply grids was conveyed to FEW.

## B Organisation and business activities

Schönefeld and Tegel Airports provide the aviation infrastructure for the capital region Berlin-Brandenburg. Once operation of Berlin Brandenburg Airport Willy Brandt commences, all air traffic will be concentrated on the capital airport. Shareholders of FBB are the State of Berlin (37% of the initial capital), the State of Brandenburg (37%) and the Federal Republic of Germany (26%).

FBB is structured as a matrix organisation in which the three divisions Aviation Management, Non-Aviation Management and Real Estate Management are linked by the central departments (Legal, Marketing and Public Relations, HR and Organisation, Commercial Management, and Planning and Construction BER) which have been assigned cross-departmental corporate functions. The service units (Information and Communications Technology, Safety and Security, Technical Facility Management) perform supporting and supplementary activities. Noise Protection, Environment, Internal Auditing, Press Office, ORAT, Project Cost Controlling BER and Operational Start-up and Approvals BER all report as staff offices directly to senior management.

The division **Aviation Management** assures the smooth handling operation and has overall responsibility for the continuous improvement of the handling processes for aircraft, passengers and baggage. It is also responsible for all of the airside requirements for cargo transshipment. The division **Non-Aviation Management** is in charge of the optimal realisation of the properties by retail trade, restaurant business, parking space and advertising. It is responsible for the development of an attractive mix of business sectors and services from the customers' perspective. The division **Real Estate Management** has responsibility for the long-term planning of the airport infrastructure and the realisation and maintenance of operational capability; it provides an infrastructure aligned to the Company's strategic orientation and optimised according to its operational and commercial demands.

During the reporting period, the central division **Planning and Construction BER** was reorganised, including the appointment of new managers. In addition, the Project Cost Controlling BER has been taken out of the division and designated as a staff office reporting directly to senior management.

The staff office Operational Start-up and Approvals BER has been established to ensure close cooperation with the authorities responsible for approvals and permits. Its special responsibilities include the trial operation of BER and the relocation of operations from Tegel and Schönefeld Airports to the new Berlin Brandenburg Airport.

Good **corporate governance** is strongly emphasised at Berlin Brandenburg Airport. Corporate governance stands for transparent management and control of the Company in awareness of responsibility and oriented to long-term value creation. The key standards are the rules and recommendations for action contained in the "Corporate Governance Code for the Participation of the State of Brandenburg in Companies Under Private Law". Management and Supervisory Board at FBB have prepared a corporate governance report which can be viewed on the internet. They declare in this report that the rules and regulations contained in the Code have been observed and will continue to be observed in the future as well.



# 02

## Development in the Past Fiscal Year

### A General economic position and development of the aviation industry

**Economic growth in Germany** slowed significantly in comparison with the previous year. Whereas real gross domestic product in 2011 rose by 3%, growth in 2012 was determined to be less than 1%. In the final quarter of 2012, economic performance declined slightly.

The primary cause for the dampening of overall economic development in Germany was to be found in the international environment. The lack of confidence that the debt crisis in the euro zone would be solved, the uncertainties related to the fiscal policies of the USA and the decrease in demand for German export goods all impacted the willingness to make investments in Germany.

However, the German economy demonstrated even in 2012 that it is still healthy and competitive in comparison with other euro-zone countries.

According to the monthly statistics from December 2012 issued by the Federation of German Airports (ADV), the **aviation industry** in Germany recorded only a slight growth in the number of passengers over 2012 as a whole (1.1% more than in 2011; in comparison, the number of transported passengers rose by 5% between 2010 and 2011). In all of 2012, 200 million boarding and disembarking passengers were registered at German airports (previous year 198 million passengers). The decline in the growth rate for passenger traffic determined in 2011 continued. Airports with a high share of low-cost carriers struggled especially with a substantial decline in the number of passengers. Growth in passenger figures came at the larger airports while the many small and midsize airports suffered declines in 2012 as well. The German commercial airport operators are clearly feeling the effects of the euro crisis, the problematic market situation of the airlines and the burden of national charges (e.g. aviation tax).

Passenger volume in 2012 resulted above all from travel within Europe, which grew by 2.0% to almost 118 million passengers over the course of the year. In contrast, domestic German air traffic noted a decline of 3.6% (-1.7 million passengers). An increase of 4.9% to about 36 million passengers was noted in international air traffic.

The trend of recent months can also be determined in the sector of air cargo and airmail. During fiscal year 2012, cargo turnover at German airports fell by 2.2% to 4.3 million tonnes.

## B Commercial development in 2012

### B.1 Aviation Management/Traffic development

In 2012, for the first time ever, the number of passengers at the airports of the capital region at Tegel and Schönefeld exceeded the mark of 25 million, improving on the record of 24 million passengers from 2011.

A total of 25,261,477 passengers were counted, representing an increase of 5.1% over the figures for 2011. This figure means that air traffic in the Berlin-Brandenburg region enjoyed more successful development than the average of the international commercial airports in Germany (about +1.1% in comparison with 2011) for the tenth year in succession. The figures reinforce the region's third-place position among Germany's air traffic sites. In 2012, a total of 178 destinations in 49 countries were shown on the schedules.

#### Details of the transport figures

Growth of travel in 2012 was impacted by an extensive expansion of Lufthansa Group at the Berlin site; up to six additional aircraft were stationed here to serve popular business and leisure-time destinations. Air Berlin also posted growth, primarily by increasing the frequency of flights to previous destinations as well as the addition of the new long-haul routes to Abu Dhabi and Los Angeles. Moreover, the number of transit passengers rose at a higher than average rate thanks to new cooperation agreements with partner airlines from the travel alliance Oneworld, the strategic partner Etihad Airways and Air France-KLM.

The most heavily travelled route in Germany was the flight to Munich (1,918,449 passengers; +0.3%) while the greatest number of passengers flying to European destinations went to London (1,338,762 passengers, -1.8%). The route to the Catalan capital Barcelona from Berlin was the largest European growth market of the

past year (+105,262 passengers; +26.4%), a trend reinforced by the market entry of the Spanish low-cost carrier Vueling. On long-haul flights, the largest number of passengers was found on flights to New York (223,326 passengers: -4.3%). The strongest growth in domestic travel in Germany was posted by an additional 19,891 passengers (+1.1%) flying to Frankfurt am Main. About one-third of the total of 1,814,057 passengers used Frankfurt Airport only as a transit airport. The strongest growth rates on the **markets** were found in travel within Europe (7.6%), where a total of 15,955,945 passengers was counted on these routes. Respectable growth was once again noted on routes outside of Europe. The number of passengers in worldwide air travel rose in the past year by 20.7% to 1,420,329 (about 5.6% of total volume). 763,816 passengers took advantage of the long-haul routes regularly flying non-stop from Berlin, corresponding to above-average growth of 8.7%. On the other hand, the demand on domestic flights within Germany declined by 1.7% in comparison with the previous year to 7,885,170 passengers. Since the introduction of the aviation tax, this market segment has continually developed at a slower rate than the market trend, and two routes (Memmingen, Münster-Osnabrück) have been discontinued. Steady growth in the number of **transit passengers** in Berlin continued in 2012. The share of transit passengers in total volume rose from 3.4% in 2010 to 4.1% in 2011 to about 6.0% in 2012 (+50.4% in comparison with 2011). In terms of the entire country, it can be seen that registered growth in passengers in 2012 continued to be concentrated above all on large airports and those with a hub position. Midsize and small airports, on the other hand, posted in total only slight growth or registered general declines in passenger numbers. This observation is also reflected in travel developments at Schönefeld and Tegel Airports.

### Schönefeld

The introduction of the German aviation tax continues to have a negative impact at **Schönefeld Airport**. The Germanwings relocation to Tegel drew additional traffic away from the site. Schönefeld Airport counted a total of 7,097,274 passengers in 2012, a decline of 0.2% in comparison with the previous year. Nevertheless, there were flights to a total of 89 destinations (+2) from Berlin-Schönefeld in the 2012 summer schedule.



## Key Data

2011

Δ

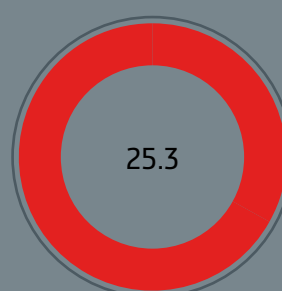
2012

Passengers (in millions)



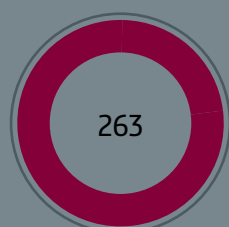
24.0

+ 5 %



25.3

Sales revenues (in €m)



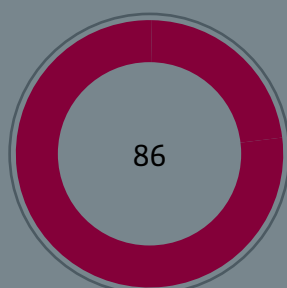
263

+ 3 %



270

EBITDA (in €m)



86

- 32 %



58

### Tegel

A total of 18,164,203 passengers was registered at **Tegel Airport** in 2012, 1,244,383 more than in the previous year (+7.4%).

Tegel and Schönefeld Airports together counted a total of 242,872 **aircraft movements** last year ( $\pm 0.0\%$ ). **Utilisation of aircraft capacity** increased to 73.9% (+1.3%), the average aircraft size from 136 to 141 seats.

### Cargo

Last year, about 76,000 tonnes of air freight were transshipped through the cargo facilities at the Berlin Airports Schönefeld and Tegel (+2%). 32,140 tonnes of air freight were transported by aircraft (+2.9%); Berlin is growing faster than the national average, which posted a minus of 2.2% (ADV). Growth engine here is the loading of cargo onto long-haul passenger flights, which rose by about 10%; about half of the cargo loads today are found on long-haul flights. Additionally, 5,352 tonnes of overnight airmail were flown to Stuttgart in fulfilment of orders from Deutsche Post World Net AG (+12.7%). Moreover, 16,535 tonnes from airlines and 22,278 tonnes from forwarding agents were handled by lorry as air cargo and transported to the airlines' European hubs through the air cargo facilities in Berlin.

#### Air cargo at Schönefeld Airport

In the past year, 5,206 tonnes of air cargo (+12%) and 1,126 tonnes of airmail (-72.4%) were handled in Schönefeld. TNT Express relocated its flight operations from Tegel to Schönefeld in June. Since November, Federal Express has added an additional route from its European hub in Paris via Berlin to the Polish economic centre in Gdansk. The overnight airmail flights conducted by Deutsche Post World Net AG to Stuttgart have been carried out by Air Berlin from Tegel since the start of the summer schedule. DRK maintains an emergency supplies centre at Schönefeld Airport, which is open 24/7, and among others, a flight containing emergency medical supplies for a children's hospital in Syria took off from here in December.

#### Air cargo at Tegel Airport

In the past year, 26,933 tonnes of air cargo (+1.3%) and 4,226 tonnes of airmail (+532.8%) were handled in Tegel. An additional 38,500 tonnes (approximately) in air freight substitute transport for airlines and forwarding agents were handled by the two cargo handlers Wisag Cargo Service and Swissport Cargo Service.

The cargo centre and the freight delivery areas are being expanded at this time. One reason for this is the increased transshipment of belly cargo; another is the

imminent tightening of security regulations. Starting in March 2013, all consignments from unknown shippers must be screened.

Traffic volume in the year-on-year comparison developed as shown here:

Traffic volume	2012	2011
<b>Tegel</b>		
Commercial aircraft movements	166,191	164,177
Passengers (Thousands)	18,164	16,920
<b>Schönefeld</b>		
Commercial aircraft movements	65,053	66,318
Passengers (Thousands)	7,097	7,114
<b>Total</b>		
Commercial aircraft movements	231,244	230,495
Passengers (Thousands)	25,261	24,034

## B.2 Non-Aviation Management

The postponement of the planned opening date for BER affected Non-Aviation Management as well in 2012.

### Schönefeld

During the first five months of 2012, businesses at Schönefeld profited from the rising numbers of passengers. Aside from units which were not very profitable and consequently closed during the first five months (e.g. Marché Restaurant, the Ess-Bahn and several travel agencies), many of the units were able to increase earnings in comparison with the previous year. Parking was the only area in which revenues could not be maintained at quite the same level as the previous year, despite the increase in passengers.

After the announcement at the beginning of May 2012 of the postponement of the planned opening date of BER, negotiations were conducted with all of the retailers, restaurant operators, car hire companies, parking facility operators and duty-free/duty-paid shop operators regarding the extension of their leases beyond 3 June 2012. The negotiations were extraordinarily successful. It was possible to secure extensions of the leases with virtually all of the tenants until the closing of Schönefeld Airport. There were only two operators with whom agreement regarding extension of the leases could not be reached.

In the months after the announcement of the postponement of the opening date of BER, development of non-aviation business at Schönefeld Airport remained

stable along the same lines as in the first five months of the year. Revenues even continued to rise in some of the segments. The Germanwings relocation to Tegel at the end of October 2012 had a negative influence on earnings primarily in the segments duty-free/duty-paid and parking.

The earnings position in the airport advertising segment is characterised by certain difficulties because of the postponement of the opening date of BER on such short notice. In view of the planned opening of BER airport on 3 June 2012, marketing activities for Schönefeld Airport had virtually ceased at the beginning of 2012. Marketing activities did not recommence until after the announcement of the postponement. Just as with all of the retailers, restaurant operators, car hire companies etc., negotiations were conducted with all of the advertising customers about continuing the placement of their advertising at Schönefeld Airport beyond 3 June 2012. Many of the advertising customers with long-term contracts extended their commitment, but it was not possible to reach an agreement with a few of the large advertising customers or, in some cases, agreement was only possible under significantly less favourable terms and conditions. After announcement of the postponement of the opening of BER planned for 3 June 2012, talks with all of the non-aviation contract partners of BER were also initiated. One of the aims of the talks was to support the contract partners as they worked to solve the difficulties arising from the postponement of the opening date of BER and to secure continued cooperation with BER; another was to obtain legal security for FBB by concluding addenda to the contracts with non-aviation partners.

### **Tegel**

During the first five months of 2012, businesses at Tegel profited from the continuing rise in the numbers of passenger. Aside from units which had not been very profitable and were consequently closed in 2011 such as Beauty Place, the Convenience Store, the Crew Shop and the Tegel Terrace, businesses were able to realise substantially higher earnings than in the previous year.

Moreover, a new Bon Voyage Bestseller was installed at the beginning of 2012 so that the non-aviation services, even shortly before the planned opening of BER, became even more attractive and were able to accommodate the increased number of passengers.

After the announcement at the beginning of May 2012 of the postponement of the opening date of BER scheduled for 3 June 2012, negotiations were conducted with all of the retailers, restaurant operators, car hire companies, parking facility operators and duty-free/duty-paid shop operators regarding the extension of their leases beyond 3 June 2012. The negotiations were extraordinarily successful. It was possible to secure extensions of the leases with virtually all of the tenants until the closing of Tegel Airport. The operator of the s.Oliver

Shop was the only tenant who did not want to continue operations at Tegel Airport.

In the months after the announcement of the postponement of the opening date of BER, development of non-aviation business at Tegel Airport remained highly positive in virtually all segments. The steady increase in numbers of passengers had the effect of increasing revenues in almost all of the non-aviation segments. Two mobile eatery units and a mobile hot dog stand were added to improve even further the attractiveness and appeal of the services for passengers. In addition, the Tegel Terrace reopened in November. Services in Terminal D were expanded by the addition of a book and newspaper agent who could meet the needs of the passengers flying with Germanwings after its relocation from Schönefeld to Tegel at the end of October 2012.

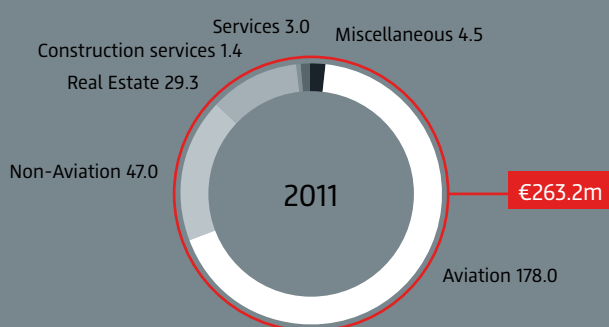
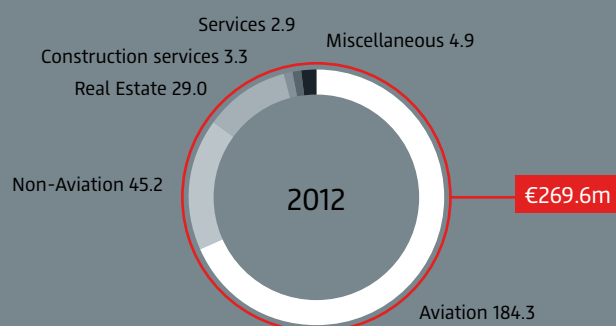
Despite the ongoing rise in the number of passengers, the highly positive development of earnings of the last two years in the parking segment could not be maintained at the same level. One important reason for this is the limited parking space capacities at Tegel Airport. The price schedules at the short-term car park PK and the car park P5 were optimised as a means of improving the earnings position despite the limitations in parking space numbers.

The earnings position in the airport advertising segment is characterised by certain difficulties because of the postponement of the opening date of BER on such short notice. In the belief that BER airport would open on 3 June 2012, marketing activities for Tegel Airport had virtually ceased at the beginning of the year. Marketing activities did not recommence until after the announcement of the postponement. Just as with all of the retailers, restaurant operators, car hire companies etc., negotiations were conducted with all of the advertising customers about continuing the placement of their advertising at Tegel Airport beyond 3 June 2012. Many of the advertising customers with long-term contracts extended their commitment, but it was not possible to reach an agreement with a few of the large advertising customers such as Wall AG or Telekom or, in some cases, agreement was only possible under significantly less favourable terms and conditions.

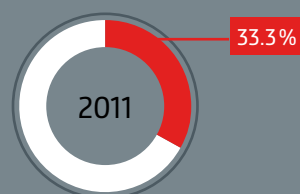
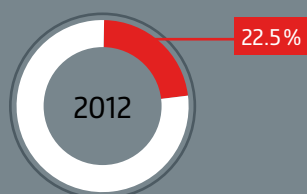
### **B.3 Real Estate Management**

The Airport Company is far and away the largest provider of qualified commercial areas in the immediate proximity of the airport on both the Berlin and the Brandenburg sides. The portfolio encompasses at this time ten development areas featuring highly diverse location qualities. Suitable plots can be offered to virtually all groups of commercial users. Besides the lots for services specifically related to the airport, logistics, hotels and offices, there are also lots available which can be developed for industrial utilisation.

## Sales Revenues (in €m)



## Equity Ratio in %





### **Airport City**

The urban service centre for the new Berlin Brandenburg Airport is under construction right in front of the new terminal: Airport City. The heart of this quarter is the centrally placed Willy-Brandt-Platz; buildings with as many as six storeys can be realised along its borders on construction plots of variable sizes. Development in Airport City is today far advanced. The first buildings as well as the open and green areas have been completed.

The four-star hotel for ECE and Steigenberger as well as the office block for Fay (²BAC) in the Airport City were completed on schedule. Construction work on the four car parks and the hire car centre has also been completed.

The Berlin Brandenburg Airport Center (²BAC) is a six-storey building with about 16,500 m² of floor space. It is the first office block in Airport City and will cover the demand for office space in excess of what is available in the terminal and from other tenants. The property began operation in June 2012.

In cooperation with Steigenberger Hotel AG, the project developer ECE Projektmanagement G.m.b.H. & Co. KG has realised a 4-star Superior Steigenberger Hotel with more than 322 rooms and a conference centre right across from the terminal. The hotel will commence operations simultaneously with the opening of the new capital airport.

A total of about 10,000 parking spaces will be available to passengers and visitors when BER begins operation. Available parking spaces will be distributed among a total of four car parks, each with about 2,200 spaces, and additional ground-level parking areas. A modern hire car centre will be available to the south-east of the terminal.

### **Leased properties**

Deutsche Anlagen-Leasing GmbH & Co. KG (DAL) has financed and constructed three buildings for ground handling service providers and one building for the security services providers next to the above-mentioned four car parks and hire car centre. FBB is the lessee and simultaneously general contractor for DAL. Construction activities began in 2010 and have now been completed.

### **Miscellaneous third-party investments**

FBB has also engaged an investor for the realisation of the cargo building in the Service Area North. Dietz AG has built an air freight centre for belly cargo with an annual capacity of 100,000 tonnes on an area of about 32,000 square metres. The real estate investor J. B. Harder Verwaltung GmbH & Co. KG has built a maintenance hangar with an area of 12,000 square metres in the western maintenance area of BER. Air Berlin and Germania will jointly utilise this hangar. Lufthansa Technik has also built a maintenance hangar in this area which will be used by Deutsche Lufthansa itself.

### **Business Park Berlin**

Business Park Berlin is Berlin's largest contiguous commercial zone and is a key component of the development of the BER environs. The spaciouly landscaped area offers tailored, fully developed plots for companies of all types. The development of the area is financially supported using funds provided under the joint agreement "Improvement of Regional Economic Structures", which is why preference should be given to companies oriented to production. Thanks to its location in immediate proximity to the new Berlin Brandenburg Airport, its own connection to the intracity train network and to the B 96a, the A 113 and the A 117, the site boasts an outstanding transport infrastructure.

About 45% of the plot areas have been sold to investors. Overall development and sale of the plots in Business Park Berlin are being carried out in three phases oriented to demand. The first development phase with a four-lane primary access road and two other connecting roads has been opened for public use. The second development phase has also been completed, and preparations are underway to hand it over to Treptow-Köpenick District.

A 3-star hotel has started operation, and other building construction is going on. By the time BER starts up operations, the first construction phase of a logistics project consisting of commercial buildings and supplementary office space will have been realised.

A certain degree of uncertainty and hesitancy can be seen among investors as a consequence of the postponement of the operational start-up of BER.

Nevertheless, concrete negotiations for the sale of another logistics area are now going on with another investor.

### **Subsequent utilisation of the legacy Schönefeld Airport**

At this time, the Federal Republic of Germany operates facilities for the diplomatic service of the German government and the flight service for the Federal Ministry of Defence at Tegel Airport. Tegel Airport will be closed when BER is opened. Consequently, Germany is seeking a way to relocate its operations, as simultaneously as possible, to the flight areas and buildings of the current Schönefeld Airport.

In preparation for this move, FBB concluded the Planning and Financing Agreement I with the German Federal Agency for Real Estate Management (BImA) as principal in September 2009; it was later supplemented in April 2012 by the more extensive Planning and Financing Agreement II. This later document defines the distribution of tasks and costs between FBB and BImA, contractual milestones for the completion of the work and the handover of partial areas. FBB will apply for and support the required plan revision procedure, modify the landside transport facilities and assure the prompt handover of the construction

site to BImA. Furthermore, the agreement regulates the assumption of costs by the BImA for the services provided by FBB.

In 2011, the agreement was supplemented and expanded when BImA and FBB signed a lease for Terminal A and the additional transport areas. A heritable building right agreement for the entire area of the future government airport was also signed by the two parties in December 2011.

Additional contract negotiations for the development contract, realisation contract for the major construction activities and the infrastructure contract for the major construction activities will begin in spring 2013.

As a consequence of the postponement of the opening date of BER, the parties jointly began to revise the scheduling and construction phase planning in November 2012.

### **Closure of Tegel**

When the new BER is opened, Tegel Airport will cease operation. In accordance with the notice concerning the revocation of the permit for operation of Berlin-Tegel Airport from the Senate Department for Urban Development of 29 July 2004 (closure notice), Tegel Airport must be maintained in operating condition for another 6 months (maximum) after operational start-up of BER.

During this period, all of the areas and equipment required for flight operations must be maintained in "stand-by mode" at TXL so that in the event of operational failure (flight operations and/or equipment malfunctions) the land-air line for flight operations can be reactivated and the connection of the City of Berlin to air transport is guaranteed.

Following the departure of the functional operations and the release from the operating obligation, the premises will be cleared and selected facilities will be dismantled within 3 months. The complete return of the airport premises to the State of Berlin and the federal government will follow promptly.

The property on which Tegel Airport is located is owned by the State of Berlin and the Federal Agency for Real Estate Management. The land areas were conveyed to BFG in the form of leaseholds. All of the buildings belong to BFG.

Negotiations with the Senate Department of Finances and the Federal Agency for Real Estate Management regarding the return of the real estate properties and the residual values of the buildings have not been concluded.

## C Commercial development

### C.1 Earnings position

The Group reported a consolidated deficit for the year of €185.2m (previous year €74.5m). The decrease in the results for the year resulted from a rise in other operating expenses and cost of materials, from higher depreciation because of the greater value of assets and from the increased financing costs resulting from a greater loan drawdown for the financing of BER.

**Sales revenues** rose from €263.2m to €269.6m.

Sales revenues (in €m)	2012	2011
Aviation	184.3	178.0
Non-Aviation	45.2	47.0
Real Estate	29.0	29.3
Construction services	3.3	1.4
Services	2.9	3.0
Miscellaneous	4.9	4.5
<b>Total</b>	<b>269.6</b>	<b>263.2</b>

Sales revenue from the **Aviation** division rose by 3.5% from €178.0m to €184.3m owing to the increase in numbers of passengers over 2011. Sales revenues from the **Non-Aviation** division declined by 3.7% from €47.0m to €45.2m, largely a consequence of lower earnings from parking and the leasing of advertising space. Sales revenues from the division **Real Estate** declined slightly in comparison with the previous year from €29.3m to €29.0m.

Other sales revenues rose by 5.1% from €4.5m to €4.9m, a consequence of higher income from the sale of fuel.

Sales revenues from construction services for third parties increased by €1.9m to €3.3m, basically caused by higher earnings from the construction services performed for the German government at SXF North.

Services performed with respect to underground fuelling are disclosed in **changes in inventory** (€7.1m; previous year €11.6m). The uninvoiced services are countered by payments received on account.

**Own work** capitalised (€12.5m; previous year €9.1m) results primary from activities related to the construction of BER.

**Other operating income** increased in comparison with the previous year from €10.6m to €15.9m. The increase is essentially from higher earnings from the reversal of provisions and the investment allowance.

Expenses in €m	2012	2011
Cost of materials	74.8	57.0
Personnel expenses	88.8	95.2
Write-offs and depreciation	85.7	74.3
Other operating expenses	133.1	61.3
<b>Total</b>	<b>382.4</b>	<b>287.8</b>

Ongoing **expenses** for FBB Group (€382.4m) rose by €94.6m in comparison with the previous year (€287.8m), an increase of 32.9%. The total breaks down into increases in the cost of materials of €17.8m, in other operating expenses of €71.8m and in depreciation of €11.4m. This is contrasted by a decline of €6.4m in personnel expenses.

The rise in **cost of materials** by 31.2% to €74.8m resulted primarily from the higher third-party services and construction services for third parties related to the underground fuelling (€27.7m; previous year €12.2m).

**Personnel expenses** fell from €95.2m to €88.8m. This is largely a consequence of lower expenses for the personnel concept TransFair BBI (€1.0m; previous year €7.0m).

**Other operating expenses** rose by 117.2% in comparison with the previous year from €61.3m to €133.1m. This increase resulted from expenditures for risk provisions owing to the postponement of the operational start-up date (€35.0m), higher expenditures for legal and other professional services (€+10.9m), the hiring of third-party workers (€+5.4m), especially for construction site supervision, and for leasing fees for third-party investment properties (€+11.7m).

**Write-offs** rose from €74.3m to €85.7m, an increase of 15.3%. This rise is primarily a consequence of the completion and capitalisation of new facilities at BER. Moreover, write-offs of current assets of €4.8m were taken in the reporting period as part of the loss-free measurement.

**Results before taxes** amounted to €-184.6m.

The result for the year is €110.6m below the corresponding value of the previous year of €74.5m.

The **financial performance indicators** below depict the commercial development of BER. The result under commercial law has been adjusted for non-operating items.

Financial performance indicators	2012	2011
Annual Result (in €m)	-185.2	-74.5
EBIT in €m (excluding non-operating results, financial results and taxes)	-21.2	12.1
EBITDA in €m (EBIT excluding depreciation and amortisation)	57.9	86.4

In addition to the operating result (€-21.2m) the **result for the year** includes the financial result (€-103.5m), non-operating income (€6.6m) and non-operating expenditures (€-67.1m).

The expenditures and income from the following items and others are shown in the **non-operating result** (€-60.5m): the non-operating income of €6.6m mainly includes income from the reversal of provisions (€4.4m) and income from the reversal of value allowances (€1.2m), while the non-operating expenditures of €67.1m essentially include expenditures for damage compensation claims, for legal disputes and risk provisions for imminent losses pursuant to the postponement of the operational start-up of BER (€35.7m) Cost of materials (€10.2m), unscheduled depreciation (€4.8m) and allocations to provisions for contingent losses (€7.2m) are disclosed as non-operating expenditures from the subsequent valuation of the third-party services and construction services for third parties performed with respect to the underground fuelling. In addition, taxes for previous years as a result of the conclusion of the tax office (€1.8m) are included.

## C.2 Assets and liabilities

Assets and liabilities compare to the previous year as shown below:

	31/12/2012		31/12/2011		Change	
	€m	%	€m	%	€m	%
<b>Assets</b>						
Fixed assets	3,171.0	93.8	2,638.0	93.3	533.0	20.2
Inventories	27.1	0.8	24.7	0.9	2.4	9.7
Short-term receivables and other assets	70.5	2.1	71.6	2.5	-1.1	-1.5
Long-term receivables	11.3	0.3	9.3	0.3	2.0	21.8
Land Business Park Berlin	28.6	0.8	28.3	1.0	0.3	1.0
Cash	56.7	1.7	43.8	1.5	12.9	29.4
Other assets	16.6	0.5	15.3	0.5	1.3	7.8
	<b>3,381.8</b>	<b>100.0</b>	<b>2,831.0</b>	<b>100.0</b>	<b>550.8</b>	<b>19.5</b>
<b>Capital</b>						
Shareholders' equity	761.9	22.6	942.1	33.3	-180.2	-19.1
Special accounts	105.1	3.1	86.1	3.0	19.0	22.1
Long-term liabilities	2,350.5	69.4	1,635	57.8	715.5	43.8
Short-term liabilities	164.3	4.9	167.8	5.9	-3.5	-2.2
	<b>3,381.8</b>	<b>100.0</b>	<b>2,831.0</b>	<b>100.0</b>	<b>550.8</b>	<b>19.5</b>

The increase in **fixed assets** results primarily from the additions for the realisation of BER (€611.2m). This is contrasted by the disposal of assets (€3.6m) and depreciation (€80.9m).

**Inventories** increased to €27.1m during the reporting period, essentially a consequence of uninvoiced services for underground fuelling.

The land in Business Park Berlin is shown under **current assets**, just as in the past. This measurement assumed future development and exploitation as a commercial area. Book value in the fiscal year now amounts to €28.6m.

Among other items, the **long-term liabilities** include €2,224.9m in liabilities due to banks, payments received on account for ground rent and grants for investments (€77.5m) and provisions for partial retirement and pension com-



mitments (€24.8m). **Short-term liabilities** essentially cover trade liabilities (€23.5m) and provisions, especially for personnel, including partial retirement and TransFair BBI in the amount of €21.0m.

Total provisions of €30.0m have been created to cover risks resulting from the postponement of the operational start-up.

The Company's **equity ratio** amounts to:

	2012	2011
Equity ratio in % (equity/total capital x 100)	22.5	33.3

The decline in the equity ratio resulted from the accumulated deficit for the year of €185.2m. The shareholders have already made plans for payments to the capital reserves.

### C.3 Financial position

#### C.3.1 Financial management

Objectives of the FBB financial management are to secure the financing of airport construction at all times, to keep the costs of financing low and to assure an adequate degree of flexibility for the future.

#### Capital increase FBB

The postponement of the opening of BER and the related additional construction costs precluded the economically acceptable financing of the additional costs by the taking out of bank loans. In view of this situation, the FBB shareholders, in consultation with the EU Commission, decided to provide additional shareholder funds of €1.2bn as a means of securing the long-term liquidity of the Company. In the course of a private investor test, the German Federal Ministry of Transport, in consultation with FBB, confirmed the economic feasibility of the capital increase on 19 December 2012. The first tranche of €191.6m was paid into the FBB capital reserves at the beginning of January 2013.

#### BER long-term financing

A major portion of the expansion costs for BER was financed for the long term by the conclusion of the long-term financing of €2.4bn in 2009. The contracts, including the guarantees, are in conformity with the regulations of the EU Commission.

As of the end of 2012, €2.2bn of these credit lines had been utilised as cash lines. FBB's obligation to secure the swap transactions expired on 15 March 2012 fol-

lowing the successful conclusion of a restructuring of the contracts with banks in December 2011.

### **Leasing financing**

In April 2010, a leasing financing agreement of up to €240m was signed to secure the financing of the construction and operational start-up of the following nine buildings, of which Berlin Brandenburg Airport will be the lessee, in the environs of the BER: three car parks in Airport City, a car park in the proximity of the terminal at the southern Main Pier, a hire car centre, three buildings for ground traffic service providers and one building for security service providers.

The lessors are nine limited partnerships from the German Savings Banks Finance Group. FBB is a limited partner in every one of the limited partnerships. It was possible to show the leasing financing without a guarantee outside of the BER long-term financing because the related heritable building rights provided adequate collateral of sustainable value. The leasing agreements included clauses providing that FBB assume the function of general contractor for the development and construction of the properties. This minimises the risk of disruptions and interface problems during the construction.

The entry into effect of the leases for the buildings, which have been completed, will presumably be delayed for a period corresponding to the postponement of the operational start-up of BER. The unrestricted approval for utilisation of the structures security service building, ground traffic service providers (BVD), social building, BVD vehicle building, BVD workshop has been granted.

The approval for utilisation of the car parks Airport City (PNA, PNB, PSA), the hire car centre (MWC) and the car park in proximity to the terminal (TNP) is coupled to the completion of the terminal.

### **Financing of the link to the new ILA premises**

At the beginning of June 2010, the German Aerospace Industries Association (BDLI) decided to continue holding the International Aerospace Exhibition (ILA) in the Berlin-Brandenburg region. The decision represented the successful work done by the Schönefeld location in winning the contract in competition with a number of national bidders in a tender conducted by the BDLI. The ILA Berlin Air Show was held in Selchow, a part of Schönefeld, in the immediate vicinity of BER in 2012. An extension of Taxiway B and two connection points to Taxiway A were constructed to link the ILA premises to BER.

In addition, the existing credit line with the Nord/LB ("ILA financing") in the amount of €11m for a term of ten years, repayment at the end of the term in August 2011, was raised by another €3m to finance the required construction. The sole purpose of the entire credit line is the linking to the new ILA building. The areas have already been leased to Messe Berlin GmbH for ten years; follow-

ing the expiration of the lease, they are expected to be used for the BER flight operations own needs.

#### EU TEN-T funds

In 2009, the Berlin Brandenburg Airport successfully applied for subsidies from the TEN-T programme in the European Union. The EU has established the programme "Trans-European Networks – Transport" to subsidise the realisation and development of the single market and to improve the economic and social cohesion of the Union in the area of transport infrastructure. The maximum of the award is €29.6m which is applied as a subsidy to the construction costs of the requested measure "Construction Passenger Terminal" for the purpose of reducing FBB's financing costs. The first payment of €14.8m was made in February 2010. The second payment of €14.7m is expected in February 2013.

#### C.3.2 Cash flow statement

The cash flow statement below shows the cash situation and financial development:

Cash flow statement	2012 in €m	2011 in €m	Change in €m
Cash flow from current business activities	-83.9	1.5	-85.4
Cash flow from investment activities	-610.8	-644.6	33.8
Cash flow from financing activities	707.6	666.5	41.1
<b>Change in cash effective for payments</b>	<b>12.9</b>	<b>23.4</b>	<b>-10.6</b>
Cash at beginning of period	43.8	20.4	23.4
Cash at end of period	56.7	43.8	12.9

Cash flow from **current business activities** fell from €1.5m to €-83.9m. A contrary effect on the increased annual deficit in comparison with the previous year (€-185.2m, previous year €-74.5m) came primarily from higher depreciation and allocations to provisions, especially to risk provisions related to the postponement. The decline in **investment activities** resulted from the postponement of the operational start-up of BER and the continuing evaluations.

Cash flow from **financing activities** rose from €666.5m to €707.6m because of the increase in loan drawdowns.

## D Investments at operating airports

During the reporting period, investments were made in a building to accommodate asylum applicants (€1.6m) at the operating airport in **Schönefeld**. Further investments were made in a functional building for its conversion into a medical assessment centre (€0.6m).

The total investment volume of €0.3m at **Tegel** Airport was €0.9m lower than the value of the previous year (€1.2m). One major investment in Tegel was made in the retrofitting of the transit baggage sorting equipment (€0.1m).

## E Group companies

### E.1 Berliner Flughafen-Gesellschaft mit beschränkter Haftung

Berlin Brandenburg Airport is the sole shareholder of the Berliner Flughafen-Gesellschaft mit beschränkter Haftung (BFG). BFG operates Tegel Airport, which will cease operations when the airport BER opens its doors. During the reporting period, BFG realised a profit for the year of €80.3m.

### E.2 Flughafen Energie & Wasser GmbH

FBB holds 100% of the share capital of Flughafen Energie & Wasser GmbH (FEW). Tegel and Schönefeld Airports have transferred their activities related to the supply of energy to FEW.

FEW concluded fiscal year 2012 with a loss for the year of €7.9m.

During the reporting period, the utility grids (power, emergency power, district heating, district cooling, water, wastewater, rainwater) previously disclosed in the FBB balance sheet were transferred to FEW. Consequently, the bottom-line result for FEW has been impacted by the depreciation attributable to these assets since 2012. Moreover, FBB has granted a shareholder loan subject to interest payments to FEW. The interest payments related to this loan of €5.7m also have an effect on the FEW results.

Business operations at FEW also include the airport BER. In preparation for this, an order for energy provision contracting was awarded in May 2008. At the conclusion of a Europe-wide tender, E.ON edis AG was awarded the contract to provide energy for a period of 15 years, starting in October 2011.

### **E.3 Berlin Tourismus & Kongress GmbH**

Berlin Brandenburg Airport holds 10% of the share capital of Berlin Tourismus & Kongress GmbH (€51.2k capital contribution). The purpose of the company is worldwide advertising for the tourist attractions in Berlin, the promotion of tourism, business travel, events, trade fairs, conventions and congresses and the provision of information to tourists in the Berlin region. The company operates the service and retail businesses related to this purpose.

### **E.4 Dalandi Grundstücksverwaltungsgesellschaften mbH & Co. Objekt KG**

Berlin Brandenburg Airport has been a limited partner in nine limited partnerships since 2010; they act as lessors of the nine buildings to be constructed, five in Airport City and four in the nearby Area South.

FBB is the sole limited partner in each of the nine limited partnerships (holding 94% of the equity of the limited partnerships, €4,700.00 in capital contribution and 10% of the voting rights). Sole general partner in all nine cases is Dalandi Grundstücksverwaltungsgesellschaft mbH (6% of the equity of the limited partnerships; €300.00 capital contribution; 90% of the voting rights). The limited partnerships show start-up losses typical of leasing endeavours which will, according to plan, be recovered in the future with the realised earnings.

Berlin Brandenburg Airport has granted heritable building rights to the land on the BER premises to the limited partnerships for a term of 60 years. FBB, acting as general contractor on behalf of the limited partnerships, is constructing buildings on the land with the heritable building rights and will lease the completed buildings from the limited partnerships for 25 years.

### **E.5 FMT Facility Management Tempelhof GmbH i.L.**

Berlin Brandenburg Airport holds all of the initial contributions in FMT Facility Management Tempelhof GmbH i.L. (FMI i.L.). The shareholders meeting of FMT i.L. adopted a resolution to dissolve the company on 11 November 2009. FMT i.L. reports a profit for the year of €24k.

## F Human resources

The average headcount of the Berlin Brandenburg Airport developed as shown below:

Headcount (average for the year)	2012	2011
Blue-collar and white-collar workers	1,347	1,392
Vocational trainees	61	66
<b>Total</b>	<b>1,408</b>	<b>1,458</b>

Extensive HR concepts for the new structures were drawn up for the planned opening of BER; these concepts have been, and will continue to be, adapted as required by the postponement of the opening date. In cooperative efforts, solutions have been found for every employee so that continued operations at several sites have been secured. The HR concepts will be modified further until the operational start-up to adapt them to changing circumstances. The provisions of the business plan are observed strictly at all times; plausibility checks at a number of levels are carried out especially for HR planning as well as for staffing requests. Requirements for a temporary increase in staff size are met primarily by temporary workers.

### F.1 Hirings

The Berlin airports were able to maintain their position as attractive employers on the market in 2012 as well, reflected above all in the approximately 2,200 applications received for 94 announced positions. A total of 73 people were hired from outside the Company in almost all of the departments. The remaining positions were filled by people already working in the Company, but some positions remain vacant.

### F.2 HR measures

Numerous discussions with staff members have been conducted to realise the contract modifications required by the planned transition of operations from Berliner Flughafen-Gesellschaft mbH to Flughafen Berlin Brandenburg GmbH and the transfer of almost 1,000 employees to BER. The postponement of the opening date forced the revocation of these contract modifications in numerous cases.

For the first time, a service for the care of employees' children during school holidays in the form of a holiday programme has been offered; this step has been taken to improve the balance between family and work.

### **F.3 Vocational training structures**

As a yearly average, 61 vocational trainees and students in dual study programmes were employed at FBB. A major focus of the vocational training was on commercial and technical-trade professions such as aviation merchants, commercial clerks, information systems technicians and mechatronics technicians. The dual study at the Berlin School of Economics and Law supported by the Company relates to the fields business administration/industry, business administration/real estate management, business administration/facility management and information systems/computer science.

In 2012, 23 vocational trainees and students in dual study programmes successfully completed their educational courses. It was possible to offer continued employment to all of the course graduates; two of the offers were for indefinite-term contracts.

### **F.4 Organisation**

Numerous reorganisation actions have been carried out to realign FBB with BER. The organisational structure of FBB has been adapted to BER and expanded into the form of a manual. Various selected structures, functions, processes and the related personnel have been extensively analysed so that activities for the redesign of structures could be designed independently of the new BER structures. For instance, greater weight has been given to noise protection or a new department for the subject of aviation fees has been created. As a consequence of the postponement of the opening date for BER, a transitional structure has been created and the division Planning and Construction BBI has been newly established. New staff offices for project and cost controlling as well as for operational start-up and approval procedures for BER have been implemented.

### **F.5 Personnel development**

A programme to foster the development of young talent has been successfully conducted for the second time. This programme has prepared young executives for the future duties and responsibilities in the Company.

Moreover, about 900 employees have been given advanced training in about 280 training sessions in our company. Executives, whether newly hired or promoted within the firm, have been given special training especially in the con-



duct of employee interviews and in the prevention of addiction and corruption. A management compass listing all of the management skills on which selection, development and evaluation processes are based has been developed to present the expectations and demands on all of our executives transparently. It has been possible within this framework to establish structured interviews in the selection process for executive positions.

#### **F.6 Company health management**

The Berlin airports have had a company health management scheme in place for several years; in addition to assuring conformity with statutory provisions, its objectives are preventing illnesses on the job, motivating our associates to adopt healthy life styles and promoting and maintaining the ability to perform and the well-being of every single individual, whether at work or in his or her personal life.

## **G Environmental protection**

Despite the difficult period for the Company resulting from the postponement of the operational start-up date, the Berlin airports have not lost sight of their responsibilities related to the environment and the interests of their neighbours.

Environmental and climate protection have been established as corporate goals; activities in the field of environmental protection are subject to a continuous improvement process, just as increases in energy efficiency. Within the Company, environmental awareness is fostered by training programmes and qualification activities for all of the employees. Business partners are also integrated into environmental and energy management. FBB has developed environmental guidelines which apply throughout the entire group.

In recent years, FBB has invested substantial amounts in noise and climate protection, measures to maintain air cleanliness, operational environmental protection and intensive provision of information to the environs. FBB will continue to intensify these efforts in the coming years. Berlin Brandenburg Airport will continue to grow. Air traffic at the two airports of the capital region is developing more rapidly than traffic at other German airports. As it is an airport in close proximity to the city, FBB is especially keen to pursue the goal of decoupling an increase in air traffic from the consumption of resources and noise disturbances.

FBB maintains annual statistics on the consumption of resources. These environmental indicators make a major contribution to determining and exploiting possible potential for savings in the company. An extensive environmental

report reporting and explaining the environmental data for 2011 was prepared in fiscal year 2012.

### **Water**

The consumption of drinking water and the amount of wastewater at the airports are dependent on a number of different technical processes. The weather is a significant factor for the volume of wastewater because in Schönefeld the rainwater contaminated with de-icing agents in winter is processed by a root zone treatment plant or, if the degree of contamination is too high or the quantity of wastewater is too great, by a sewage treatment plant.

### **Waste**

The waste attributable to FBB comes from the passenger area, retail trade and eateries, the maintenance and repair of movement areas, buildings and technical equipment and from the offices and workshops used by the Company. A distinction is made between hazardous and non-hazardous waste during disposal in accordance with the German Recycling and Waste Management Act. In some areas, there are high fluctuations in the waste quantities when a number of reporting periods are compared. They result from dismantling work or the cyclical disposal of waste from oil and water separators, for instance.

### **Energy**

The uninterrupted supply of energy is a fundamental prerequisite for the smooth operation of the two airports. Just as the current airports, the future capital airport BER must be supplied with electric power, emergency power, heating and air-conditioning.

Berlin Brandenburg Airport continuously works toward the improvement of its energy efficiency so that CO<sub>2</sub> emissions are reduced. Qualitative (emissions source) as well as quantitative (emissions volume) measures are initiated to bring about a reduction of CO<sub>2</sub> emissions.

### **Air**

In 2012, Berlin Brandenburg Airport again undertook major efforts to examine the quality of the air on the operating premises and in its environs. The air quality measurement points at the eastern end of the North Runway went into operation in summer 2011; they will enable the documentation of changes in air quality after the operational start-up of BER. The measurement points record continuously the harmful substances typical for transport: carbon monoxide, nitrogen monoxide, nitrogen dioxide and particulate matter. In additions, samples are examined to determine the presence of the harmful substances benzene, benzo(a)pyrene, other hydrocarbons and soot. The continuously recorded

measurement values are published daily on the internet site of the State Office for the Environment, Health and Consumer Protection.

Moreover, Berlin Brandenburg Airport initiated a voluntary environment study programme in 2011 for the purpose of documenting the air quality and the effects of aviation on the environment over the long term.

### **Recreational and living spaces**

Berlin Brandenburg Airport is conducting a series of ecological projects to compensate for the unavoidable changes in the landscape caused by the construction of BER.

The largest single project of these compensation and replacement actions is the ecological upgrading of the Zülowniederung, an open lowlands landscape of 2,600 hectares south of Schönefeld characterised by agriculture.

FBB has developed and restored historic parks and similar areas in a number of neighbouring communities. Similarly, a number of estate parks in the airport surroundings have been restored in accordance with historical models and ecologically upgraded.

## **H Major events after the balance sheet closing date**

The following major events occurred after the balance sheet closing date.

- During its meeting on 16 January 2013, the FBB Supervisory Board decided to postpone the operational start-up date for an indeterminate period, to conclude the evaluations now going on and to concretise the additional investments in the BER project which will consequently be required.
- During the same meeting, the FBB Supervisory Board decided to recall the CEO. In addition, there was a change in the Supervisory Board chair. Mr Platzeck, Minister President of the State of Brandenburg, is the new Supervisory Board chair. Mr Wowereit will serve as deputy chair of the Supervisory Board in the future.
- The Berlin Superior Court of Justice handed down a decision on 21 January 2013 ending the litigation between BFG and dba (now Air Berlin Finance II GmbH). The appeal sought by the opponent to overturn the final decision of the Berlin Regional Court was dismissed.

# → 03 Risk Report

## A Risk management

Risks in commercial development are carefully recorded, evaluated and observed by the Company. The Company has established a risk management system, integrated into the system of the entire BER Group, to accomplish this. The risk management system is supervised by the central Controlling department. The input from the various departments is submitted by risk management officers in consultation with the people in charge of risk. The responsibility for specific risks is assumed by the manager in charge of the particular area. The people in charge of risk prepare activities for handling risks. The various risk management officers, who are responsible in particular for the coordination of the risk management in conformity with guidelines and the contemporaneous handling of risks, work together in a cross-departmental working group. Internal auditing has also been integrated into this working group.

## B Specific risks

### B.1 Overall economic risks

While development in the German economy was weak in 2012, it was nevertheless positive. Growth was also solid in the face of the international crises. The German economy is projected to grow at no more than a moderate pace in 2013 because of the continuing difficulty in the economic position of some of the countries in the euro zone. Nevertheless, FBB still assumes that transport development will be slightly positive and consequently expects steady growth in its business fields Aviation and Non-Aviation.

### B.2 Preparations for operational start-up (ORAT project)

The ORAT project was also suspended when the operational start-up date was postponed. At that point in time, a significant amount of work had been done, especially with respect to trial operation and during ORAT training sessions

as well as in relation to the relocation of operations. The ORAT project will be re-established, including a new programme of trial operations, the restart of the training programme and resumption of the relocation activities. The objective continues to be the assurance of the most thorough operational preparation for operation at the new airport and the guarantee of a relocation from the previous sites with as little friction as possible. Planning a period of at least five months is indispensable to achieve this.

### **B.3 Flight patterns and noise protection programme**

#### **Current discussion about flight patterns**

On 26 January 2012, the German Federal Supervisory Authority for Aviation Safety (BAF), the government office responsible for approvals, presented the flight patterns for the new airport BER.

The basis for the decision made by the BAF is the planning for flight patterns from the Deutsche Flugsicherung, which was announced on 6 September 2010. Consideration was also given to the results of the intensive consultations with the Flight Noise Commission Berlin-Schönefeld and the statement submitted by noise experts of the Federal Environmental Agency.

The flight patterns which have now been established will ensure that the international regulations concerning the safety of civil aviation are observed and that the operating concept for FBB with its projected aircraft movements is assured as of the operational start-up of BER. At the same time, the flight patterns must be planned in such a way that as few people as possible are disturbed.

On 23 January 2013, the Berlin-Brandenburg Higher Administrative Court upheld a suit filed by residents and communities against the so-called Wannsee flight pattern. The court is of the opinion that the definition of the Wannsee pattern is illegal because, as a consequence of inadequate investigation, it did not give sufficient consideration to the risks of an aircraft accident and of a terrorist attack on air traffic. The Federal Supervisory Authority for Aviation Safety is responsible for a decision about the further proceedings.

### **The noise protection programme**

Requirements for noise protection to protect neighbouring residents from aircraft noise were set down in the planning stipulation decision of 2004, in the planning supplementary decision of 2009, in the decision by the Federal Administrative Court in 2011 and within the framework of related process statements. These requirements have been realised in the FBB noise protection programme. FBB assumes that about 25,500 residential units and about 50 special facilities will have to be outfitted with better noise protection. This will involve outfitting the residential units and other buildings as well as the special facilities (daycare centres, schools, senior citizen facilities etc.) with noise protection measures (noise protection windows, better roof insulation) and/or appropriate ventilation (ventilation systems including noise insulation).

Simultaneously, FBB submitted a statement to the Federal Administrative Court in October 2011 in which it undertook the obligation to take into account the changes in the flight patterns when defining the scope of the protected areas as soon as dependable planning data are available. This will presumably be the case once two flight scheduling periods have been completed following the operational start-up of the airport.

The planning stipulation decision sets the degree of noise protection by requiring that in a day-time protection area “the take-offs and landings at the airport must not cause the A-valued maximum noise level in an interior space (closed windows) to exceed 55 dB(A)”. The letter from the Ministry for Infrastructure and Agriculture of the State of Brandenburg (MIL) of 15 August 2012 contains related instructions which FBB has been following in determining the dimensions of noise protection construction in the area of day protection and/or the compensation payments. This was preceded by a decision of the Berlin Brandenburg Higher Administrative Court of 15 June 2012 and a notice from the MIL of 2 July 2012 containing a regulation specifying that a protection target of 0x55 dB(A) must be observed in the daytime protection area.

The application procedure for the reimbursement of costs for noise protection fittings and compensation for exterior living areas is clear, simple and transparent. Applications for noise protection can be submitted for up to five years after the BER opening.

As of the end of 2012, about 18,200 applications for noise protection had been submitted. More than 15,000 owners have received their cost reimbursement agreements, putting the owners in a position to carry out the construction measures required for the noise protection or to receive compensation payments.

If the final decisions about the BER flight patterns deviates from the previous rough planning, this can have effects on the protection and compensation areas.

#### **B.4 New fee schedule**

The new fee schedule for Berlin Brandenburg Airport was approved by the Ministry for Infrastructure and Agriculture of the State of Brandenburg (MIL) on 1 April 2011. The MIL requirements (e.g. review of traffic assumptions, regular consultation of the users after operational start-up) issued along with the approval have in part become irrelevant as a consequence of the postponement of the opening date. This has prompted FBB to submit application for adaptation of the requirements to the operational start-up. A schedule for the annual consultation procedure for 2013 has been submitted to the airlines.

#### **B.5 Disputed regulations in the current fee schedule**

The disputes between BFG and airlines regarding the fees continued in 2012. The disputes with various airlines regarding the fees for the utilisation of key infrastructure facilities in effect since 1 April 2002 and the levying of passenger fees as per 1 August 2003 were settled with almost all of the involved airlines by means of a settlement back in 2005. But since it was not possible to come to an agreement with dba Luftfahrtgesellschaft mbH (dba), Germania Fluggesellschaft mbH (Germania) and Hapag-Lloyd Fluggesellschaft mbH, BFG initially brought suit against dba and Germania, later against Hapag-Lloyd Fluggesellschaft as well.

In the litigation BFG vs. Germania, the Berlin Superior Court of Justice dismissed the defendants' appeal in the two pending proceedings on 3 December 2012, declared the fee calculation for the central infrastructure facilities and the levying of the passenger fees per 1 August 2003 to be legal, and confirmed the fee schedule of 2005 as well. The right to appeal was denied. The Berlin Superior Court of Justice handed down a decision on 21 January 2013 ending the litigation between BFG and dba (now Air Berlin Finance II GmbH). The appeal sought by the opponent to overturn the final decision of the Berlin Regional Court was dismissed.

In the litigation versus Hapag-Lloyd Fluggesellschaft mbH (now TuiFly) which was pending before the Berlin Superior Court of Justice parallel to these cases, the oral hearing also took place on 3 December 2012. The decision in favour of BFG was handed down on 20 December 2012.

Disputes have arisen pursuant to the sale of GlobeGround Berlin GmbH (GGB). BFG has undertaken the obligation to initiate court proceedings to recover utilisation fees for ground services owed by Air Berlin PLC & Co. Luftverkehrs KG (Air Berlin) to GGB pursuant to assigned rights. Besides the review of the permissibility and reasonableness of the utilisation fees claimed by BFG, the interpretation of the contract concluded between GGB and Air Berlin is the ob-



ject of the proceedings. In the first-instance decision on 18 December 2008, the BFG suit against Air Berlin was dismissed because the court was of the opinion that the payment of utilisation fees had not been effectively agreed. The Berlin Superior Court of Justice dismissed the appeal of this decision on 26 July 2010 on the grounds that German lawmakers had incorrectly implemented the Ground Handling Services Directive with the consequence that the levying of utilisation in fees was illegal in Germany. The BGH (German Federal Court of Justice) set aside the decision of the Superior Court of Justice and referred the case back to a different Senate of the Superior Court of Justice. In the opinion of the BGH, the Ground Handling Services Directive had been correctly implemented in German law. The case was referred back to the Superior Court of Justice.

In addition, the BFG undertook an obligation during the sale to conduct a test case against GGB to clarify the permissibility and reasonableness of the utilisation fees for ground services claimed by BFG. The subject of the proceedings concerns utilisation fees which GGB invoiced for the handling of Hapag-Lloyd. The Berlin Regional Court dismissed the suit on 12 July 2010 on the grounds that FBB had not set the utilisation fees in accordance with objectively justifiable criteria. BFG has appealed the decision.

Because of the pending litigation between BFG and various airlines, there is a risk that part of the utilisation fees levied by FBB as well will have to be reimbursed. In one case, the implementation of the Ground Handling Services Directive in German law is allegedly incorrect, while in another case the utilisation fees were allegedly not set in accordance with objectively justifiable criteria. In the first case, the Federal Court of Justice set aside the negative decision in the previous instance and referred the case to a different Senate at the Superior Court of Justice. In the opinion of the BGH, the Ground Handling Services Directive had been correctly implemented in German law. FBB has given reasonable consideration to the risk by creating provisions.

## **B.6 Closure of Tegel**

The operational start-up of Berlin Brandenburg Airport will simultaneously result in the closure of Tegel Airport. Both the revocation of the aviation law permit for Tegel Airport and the discharge of the facilities and areas of Tegel Airport from the aviation law zoning (cancellation of the planning approval) are definitive. The operation permit has been extended for an indefinite period. BFG has submitted application to the aviation authorities to revoke the operating permit for Tegel Airport for the time period following the operational start-up of BER and to release the airport from its operating obligation. The current notice of revocation provides for a revocation of the operating permit when six months have expired following the functioning operational start-up of the extension of

the future runway to 3,600 metres and the construction of the new future runway at the commercial airport BER with a minimum length of 4,000 metres. The negotiations to determine the formalities of returning the property with the land owners were started well in advance of the planned shutdown of flight operations on 2 June 2012 and will be continued. The subject of these discussions will include the regulations of the leaseholds concluded between the Company and the State of Berlin or the German government providing compensation based on market value if and when the buildings and premises can continue to be used for other purposes. BFG does not have any obligations to demolish buildings, facilities and traffic areas upon the expiration of the heritable building right/leasing agreements. Upon expiration of the heritable building right, BFG will receive compensation in the amount of 50% of the market value for the existing buildings, provided that the structures can be utilised in accordance with a future planning permission designation of the land.

The closure of Berlin Tegel Airport has been postponed to the same extent as the operational start-up of Berlin Brandenburg Airport. BFG is in negotiations with the German government as well as with the State of Berlin regarding the resultant issues.

With regard to the current utilisation of the state's own areas at the Berlin airport TXL, it must be noted that the heritable building right agreement from 2008 which established the basis for the utilisation by BFG expired at the end of 2011. As provided in the agreement, BFG applied in due time for an extension of the heritable building right agreement under the same contractual terms and conditions. BFG and the State of Berlin were not able to reach agreement on the terms and conditions of an extension. The parties' views differ in particular with respect to these points:

- Amount of compensation to be paid by the State of Berlin to BFG
- Description of the condition of the property owed by BFG upon its return
- Responsibility for any inherited contamination of the buildings/clean-up obligations

The State of Berlin wanted to revise the regulations of these issues and did not want to extend the heritable building right agreement under the current terms and conditions.

Utilisation at this time continues on the basis of the content of the previous heritable building right agreement, even though ultimately there is no contractual foundation for this utilisation. BFG and the State of Berlin are negotiating parallel the conclusion of a leasing agreement which will regulate utilisation until the return of the state's own areas to the State of Berlin and the formalities of the return.

The areas owned by the German state are being utilised by BFG on the basis of a heritable building right agreement and a leasing agreement with the Federal

Agency for Real Estate Management. This agreement will remain in effect until its cancellation by the parties which BFG can request subsequent to the cessation of flight operations. The leasing agreement/heritable building right agreement with the federal government provide that the provisions for the return will be regulated in a separate agreement, which is now in final draft form.

#### **B.7 Return of the property of the former Tempelhof Airport**

Tempelhof Airport was closed on 31 October 2008. The owners of the property of the former Tempelhof Airport had made the property available to BFG for the operation of Tempelhof Airport pursuant to leases comprising a heritable building right agreement between BFG and the State of Berlin and a leasing agreement between BFG and the Federal Republic of Germany. After the cessation of flight operations on 30 October 2008, BFG returned the property of the former Tempelhof Airport to its owners, the Federal Agency for Real Estate Management (BImA) and the State of Berlin.

The land owners were of the opinion that BFG had failed to fulfil its maintenance obligations and filed suit against BFG.

The suit was concluded by a court settlement of the Berlin Regional Court on 27 April 2012.

#### **B.8 Damage compensation claims pursuant to postponement of the operational start-up of BER**

FBB has received letters of claim from service providers, tenants, airlines and other companies requesting damages/regress payments as a consequence of the postponement of the operational start-up of Berlin Brandenburg Airport originally set for 3 June 2012. Air Berlin has filed an action for declaratory judgement against FBB. The majority of the letters have initially done no more than assert the grounds for the claims; very few of the letters include concrete figures or contain at most estimates. The action filed by Air Berlin contains only a provisional value of the action as well. As a consequence, it is not possible at this time to make any definitive statements regarding the total amount of the claims asserted by the various claimants.

FBB is reviewing the claims in consultation with outside legal counsel to determine whether they are justified with respect to their basis and amount. A fundamental distinction must be made between two types of cases: (1) claimants who can refer to contractual relationships with FBB and (2) claimants who do not have any contractual relationships with FBB, but can refer to a precontractual obligation.

Claimants who do not fall in one of these two categories (such as individual passengers or companies in the airport environs) would have to prove and justify statutory claims pursuant to Section 823 BGB [German Civil Code] owing to the lack of any specific obligations. FBB does not believe that any of the prerequisites required to establish such claims are met.

If and when, however, contractual relationships exist, there is a possibility of no-fault liability arising from the claimant's interest in fulfilment. This claim is more extensive than claims which might arise on the basis of precontractual subsidiary obligations and general obligations to provide information because the latter would be effective solely in the event of FBB's culpability and would cover fidelity damage only.

Basically, it is possible (following a preliminary assessment of the damage or loss asserted by a small number of claimants) to determine clearly that compensation cannot be claimed for many of the cases of asserted damage or loss because they rest on a contractual relationship and ultimately assert the interest in fulfilment and lost profit, to which there is no claim as long as there is no contractual relationship.

FBB assumes that a part of the claims will be clarified in the course of litigation because there are new or legally complex issues, especially in those cases of the second group (no contractual relationship), which will require clarification, possibly involving a series of appeals. One major aspect of these actions will be the clarification of the circumstances establishing liability (culpability of FBB). Clarification of this issue by the courts will presumably take 5 to 7 years.

Discernible risks have been given due consideration in the annual accounts by the creation of provisions. The possibility of additional risks cannot be completely excluded, but it is not possible at this time to determine their value with any degree of certainty.

## **B.9 Progress of the BER project**

The value of major parts of tangible assets is based on the assumption of the successful start-up and operation of BER.

After postponement of the opening date in May 2012, FBB conducted an appraisal of progress and defects as well as a review of the circumstances related to obtaining approvals for the passenger terminal. Further progress appraisals and reviews will be conducted in fiscal year 2013. The discovery of further shortcomings in planning and construction as well as previously unknown circumstances related to approvals cannot be excluded.

If the planned opening of BER is to be assured, the milestones defined in the scheduling for the passenger terminal must be achieved. To ensure the perfor-

mance of the actions required for this, new structures and responsibilities have been established both on the part of FBB and in the area of project planning and project supervision for the passenger terminal.

The planning foundations will be laid in the form of additional construction work in the passenger terminal as prerequisite for the completion of the safety features and the remedy of the defects which have been determined. Clear instructions to the firms doing the work are required for performance of the remaining construction.

Moreover, assuring the operational start-up means fulfilling the prerequisites for obtaining the legal permits and obtaining the subsequent official approvals without fail. This is why the approval authorities have been closely integrated into the ongoing processes.

As a consequence of the postponement of the opening date, FBB has reviewed and updated the construction costs for BER airport a number of times. The operational start-up of BER is also dependent on the provision of funds for the BER project. The contribution of shareholder funds approved in the EU notification procedure has secured the financing.

All in all, it can be assumed that the BER project work will be carried out to a successful conclusion.

#### **B.10 Effects of the postponement of the BER operational start-up on Tegel and Schönefeld**

Owing to the postponement of the operational start-up of the new BER airport, the operating airports in Tegel and Schönefeld must continue operations longer than originally planned. One consequence is that there are greater requirements for repair and maintenance of buildings and technical equipment to ensure the continuation of orderly and safe flight operations. FBB has set up an investment programme for the updating of the current airports. The need for action encompasses the three areas of infrastructure, service and personnel. Another consequence was the necessity of negotiations with the airport users (airlines, tenants etc.) related to the longer term of operations of the airport.

#### **B.11 Full use of utility grids**

Owing to the postponement of the operational start-up of BER, there is a risk that the utility grids operated by FEW in Schönefeld will not be utilised to their full capacity, which will mean that costs cannot be charged onward in full. Furthermore, there is a risk that the calculated basic price will be too high because the equipment is not being utilised adequately and will not be paid by third-party customers.

## B.12 Marketing of the areas at Business Park Berlin

FBB is planning to sell the available plots at Business Park Berlin. FBB will intensify its marketing activities and assumes that the marketing will continue to be successful and the operational start-up of BER will stimulate demand.

## B.13 Financing

The FBB shareholders have decided to make a capital contribution in the amount of €1.2bn. The first instalment (€191.6m) was transferred by the three shareholders to FBB at the beginning of January 2013. These additional shareholder funds, the BER long-term financing, the leasing financing and the ILA financing cover the financial needs of FBB as they can be estimated at this time. The loans taken out by FBB are secured in full by guarantees submitted by the three FBB shareholders. It must be assumed that further financing will be required as a consequence of the renewed postponement of the date for the operational start-up without designation of a new date, depending on the actual time which lapses until the airport starts operation. An estimate of the amount will not be possible until all of the evaluations have been concluded, the additional investments which will still be required have been determined in concrete terms and it has become possible to set a new date for operational start-up.

## B.14 Financial instruments

Major financial instruments within the sense of Section 289 (2), no. 2 HGB (German Commercial Code) existed in the Company in fiscal year 2012 in the form of receivables and payables. Far and away the greatest part of the liabilities is due to banks as a consequence of the BER long-term financing. The receivables make up only a small portion of the balance sheet total. With the exception of the BER long-term financing, the use of these financial instruments means that the Company is vulnerable to the risks of payment flow fluctuations, price changes, failures and liquidity solely to the degree usual in the industry.

The interest for the long-term financing represents a major component of the payment obligations of FBB. Since the interest expenses for the BER long-term loans are determined on the basis of the variable 3-month Euribor, FBB is vulnerable to substantial risks from payment flow fluctuations in the event of a change in the interest level.

For this reason, the Company has secured its position in part against an increase in interest rates and the subsequent rise in financing expenses with the aid of interest swaps. The secured risk is the change in value of the interest payments

for the long-term borrowing resulting from changes in the 3-month Euribor interest rates.

The security was obtained for only a part of the interest payments expected from the FBB financing, however, so that the current low interest rates favour FBB.

The securing of the interest swap by means of guarantees implicitly exposes FBB to the risks of interest rate changes greater than the market value of the interest swaps. The interest swaps have been restructured to eliminate this risk. The security obligation lapsed on 15 March 2012.

The risk structure for FBB will change upon operational start-up of BER. The construction and operational start-up risks will decline successively with the opening of BER and the operational risks of an airport will become more significant. In view of this situation, FBB has reviewed its security strategy and modified it in accordance with the future operating requirements.

#### **B.15 Deconcentration pursuant to Sections 6 et seqq. EnWG [German Energy Management Act]**

Sections 6 et seqq. EnWG impose a deconcentration obligation on utility companies. In a legal assessment commissioned in 2011, it was determined that both the utility grids at the site of Schönefeld Airport (legacy airport) and the electric power facilities at the site of Tegel Airport are customer plants within the sense of Section 3, no. 24a EnWG. The classification of the electric power generation facilities as customer plants means that the Group is not subject to the regulatory regulations for network operators pursuant to the EnWG. However, measures were carried out in fiscal years 2011 and 2012 so that the legal requirements for deconcentration in the accounting pursuant to Sections 6 et seqq. EnWG can be realised from the time of the operational start-up of Berlin Brandenburg Airport.

#### **B.16 Improvement of profitability**

The constant increase in profitability of the Company is a major pillar of the financing concept. It is also an essential prerequisite for fulfilment of the financial obligations.

As a consequence of the postponement of the date for operational start-up, it will not be possible in the short term to maintain the level of profitability which had already been achieved. If nevertheless the required contribution to the financing and the compliance with payment obligations are to be achieved long-term, it is essential that the shortfall remain within acceptable limits and that BER return to its previous successful course, albeit under the new general conditions. In view of these circumstances, all of the costs and income are subject to strict controlling.



One important aspect is the strict management of operating costs. There is careful monitoring to ensure that the operating concepts and the contractual services (e.g. for servicing and maintenance) are in conformity with the requirements of the business plan on which the financing concept is based.

#### **B.17 General risks**

General risks which have not been described in detail are recorded in the FBB Group's risk management system and are under constant observation.

#### **B.18 Appraisal of overall risk**

The risk management system at FBB Group did not reveal any threats to the Company's existence for fiscal year 2012, whether from isolated risks or from aggregate risks, nor are any risks to the Company's existence discernible for 2013.

# → 04 Outlook and Opportunities

## A Development of commercial operation

### A.1 Aviation Management/Transport development

ADV, the Federation of German Airports, expects minimum growth of no more than 0.4% at German airports for 2013 because of the shrinking domestic traffic and a weakening of European traffic. The impact of the euro crisis and the initiation of cost-cutting measures in many European countries are having negative effects on economic development and consumers' behavioural patterns, resulting in turn in sluggish development of transport services.

Moreover, there are developments within the market which are key for the downward trend. Rising prices for aviation fuel, aviation tax and the fierce competition and price sensitivity on the global air travel market have led to comprehensive consolidation activities at the airlines. ADV assumes that in response to these pressures airlines operating scheduled and charter flights will withdraw from the more remote areas and adapt flight schedules and service frequency to concentrate on midsize airports and hubs.

This trend benefitted the special role played by the Berlin airports in Schönefeld and Tegel in 2012. Although the key accounts Air Berlin, Lufthansa and easyJet generally modified their routing and schedules, significant reductions have not taken place at the Berlin site so far. There have been no indications of any fundamental changes in the strategy of these key accounts for 2013.

Air Berlin is expanding the hub position by raising service frequency and adding new routes here and there, including a new long-haul flight to Chicago (from March 2013). Lufthansa – which will provide service for the majority of the routes from Berlin on the “new” Germanwings from July 2013 – and easyJet have both announced new routes.

However, it must be assumed that air travel growth in the capital region will slow down after ten years in which its development surpassed that of the national average. For one, there is already scheduled service to most of the major markets in Europe; for another, the competitive field is crowded on many markets, and this could lead to the cancellation of routes by some airlines. It can also be assumed that airlines will have difficulties adding any new routes

because of the capacity bottleneck in Tegel. This will probably affect long-haul routes as well.

These are the reasons the airports in Schönefeld and Tegel together are projecting a slow rate of growth in the low one-digit percentage range for 2013. Of the two airports, Tegel will presumably display comparatively stronger growth while Schönefeld is more likely to experience a slight decline. The most important growth drivers will be transit passengers and a higher utilisation rate of the aircraft.

## **A.2 Non-Aviation Management**

The development of the leased areas at BER in close consultation with the tenants progressed to a major degree during the first months of 2012 and will be finalised by the time the new airport opens. The intensive support for the current tenants will continue so that the good tenant performance is maintained and the best possible service in the customers' eyes can be offered at the operating airports.

Marketing of advertising space at BER will not be handled by an advertising representative as originally planned; FBB will take charge of the work itself. The Company can exploit the know-how it has acquired and heighten the future earnings.

## **A.3 Real Estate Management**

Owing to the positive market demand, a tender for a second hotel in Airport City has been initiated in 2013. In the middle term, Airport City has great potential for the realisation of another office project.

The procedure to obtain planning permits for two commercial zones has been initiated in cooperation with Schönefeld municipality so the possible additional space requirements from companies and operations located right at the airport can be met.

The planning concepts for the changes in use of the operating airport at Schönefeld created in 2011 will be developed further and concretised in 2013; in addition, measures for the acquisition of planning and construction permits will be

taken. These steps are intended to lay the groundwork for high-quality of urban development and economically attractive subsequent use of the properties at the present Schönefeld Airport. The initial point of these developments are the new diplomatic airport of the German government and the planned location of Business Aviation.

The realisation of the second development phase for Business Park Berlin began and was carried out in fiscal year 2011. All of the areas which have been sold have now been developed.

In the long term, there is substantial potential for urban and commercial development inherent in the development areas at BER which could be mined to the benefit of FBB as well as of the states of Berlin and Brandenburg. But exploiting this potential is dependent on the opening of BER. Moreover, the communication of the project development potential at BER requires a fitting environment for the shaping of public opinion. This is acknowledged by the plans to launch proactive public communications after the opening of BER.

## **B Commercial development**

Revenues will presumably be realised at the same level as in the previous year in 2013. Operating expenses, on the other hand, will rise overproportionately. The increase will come especially from the upgrading of the two operating airports to ensure their safe and friction-free operation, from the substantial effort which will be required for the revitalisation of the BER project, from the increase in comparison with 2012 in write-offs on additional facilities at BER which have been completed and from the greater interest payments pursuant to the additional loans which have been taken out. The contrary effect in 2013 will result from the elimination of expenses for trial operation (ORAT) so that the bottom line projection is for expenditures to remain at the level of the previous year.

In total, a loss for fiscal year 2013 of about the same amount as the previous year is expected.

Further developments after 2013 will be dependent on the date when BER is finally opening because a significant increase in revenues and improvement in the annual results cannot be expected until the airport opens.

## **C The new Berlin Brandenburg Airport**

The immediate objective of the BER project in 2013 is the conclusion of the evaluations and the continuation of the measures required for operational start-up. They will include in particular the correction of the existing construction

defects and the completion of the safety equipment in the passenger terminal. Further focus will be on the conduct of the acceptance procedures by experts, operational start-up and test runs for the technical equipment of the facility and the acquisition of the official approvals required for the passenger terminal. Planned investment volume for the BER project in 2013 will presumably reach a level similar to that of the previous year.

Since the scope of new requirements (e.g. kitchen equipment in the employee canteen of the terminal, compensation measures for Zülowniederung) in 2013 is really small, the investment funds will primarily be required for the modification and upgrading of the existing facilities and the performance of contracts and addenda which have already been concluded.

A major portion of the construction work outside of the terminal building was completed in 2012. The significant milestones for 2013 are consequently by and large related to the completion of the passenger terminal:

- Conclusion of all of the acceptance procedures for the operational part of the building at the beginning of 2013
- Completion of construction work on the passenger terminal
- Conclusion of all of the official acceptance procedures for third-party investment properties in dependency on the completion of the passenger terminal
- Conduct of the integration tests in the passenger terminal
- Completion of construction work on the pavilions by the middle of 2013
- Preparation for utilisation approval of the terminal by the Building Authority
- Planting and foresting measures for the compensation activities in the Zülowniederung from the end of 2013
- Start of the gap closures in Road Construction Group 2 (after operational closure of the legacy areas of Schönefeld)

Moreover, reasonable investments will be made in the legacy airports Tegel and Schönefeld which will be continuing operation beyond the originally scheduled closing dates so that orderly and safe flight operations can be assured.

Schönefeld, 26 February 2013

signed Horst Amann

## Auditor's Opinion

"We have audited the consolidated annual accounts – comprising balance sheet, income statement, notes, cash flow statement and analysis of shareholders' equity movement – and the consolidated management report prepared by Flughafen Berlin Brandenburg GmbH, Schönefeld, for the fiscal year from 1 January 2012 to 31 December 2012. According to German commercial law, the preparation of the consolidated annual accounts and the consolidated management report is the responsibility of the company's management. It is our responsibility to form an independent opinion, based on our audit, of those consolidated annual accounts and of the consolidated management report. We conducted our audit in accordance with Section 317 HGB, taking into consideration the German standards of auditing issued by the Institut der Wirtschaftsprüfer (IDW). These standards require that we plan and perform the audit to obtain reasonable assurance that any errors and irregularities which would materially affect the representation of the assets, liabilities, financial position and profit and loss shown in the consolidated annual accounts with due regard to with generally accepted accounting standards and in the consolidated management report would be recognized. In determining the audit actions, we gave consideration to our knowledge of the business activities and the economic and legal environment of the Group as well as to our expectations of possible errors. The scope of the audit also includes, primarily on a test basis, an assessment of the effectiveness of the internal controlling system related to the accounting as well as of the evidence for the amounts and disclosures in the consolidated annual accounts and consolidated management report. The audit includes assessing the accounting information from the various divisions included in the consolidated annual accounts, the definition of the companies included in the consolidation, the accounting and consolidation methods used and the signifi-

cant estimates made by the legal representative as well as evaluating the overall presentation of the consolidated annual accounts and the consolidated management report. We believe that our audit provides an adequately assured basis for our opinion.

Our audit did not reveal any reasons for objection.

In our opinion, based on our findings during the audit, the consolidated annual accounts are in conformity with legal statutes and, with due regard to the generally accepted accounting principles, give a true and fair view of the Company's assets, liabilities, financial position and profit and loss. The consolidated management report is consistent with the consolidated annual accounts, gives overall a true and fair view of the Group's position and accurately describes the opportunities and risks of future developments."

Berlin, 26 February 2013  
BDO AG, Accounting Firm

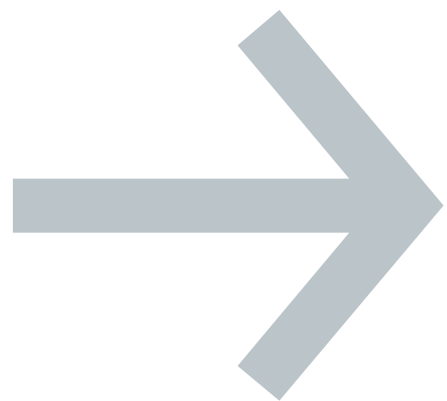
signed Schulz, CPA  
signed Rehmer, CPA







# Environ- ment



**01** *The root zone treatment plant at the Berlin-Schönefeld Airport*



*The number of aircraft movements in 2012 in comparison with 2011 remained more or less constant.*

## Green Airport Responsibility for the Region

Flughafen Berlin Brandenburg GmbH is aware of its responsibility for the environment and the interests of its neighbours. The goal of the environmental strategy is to disassociate the increase in aviation travel from the consumption of resources and distur-

bances from noise. The environmental data collected each year represent an important contribution to the determination of potential for cutting costs. In 2012, the focus of the environmental department was on the monitoring of the aircraft noise and air quality. The information related to the subjects of environment and aircraft noise made available on the internet has been expanded substantially.

The goal of the environmental strategy is to disassociate the increase in aviation travel from the consumption of resources and disturbances from noise.

# Aircraft Noise

The number of take-offs and landings in 2012 (242,872) at the Berlin airports remained at about the same level as the previous year (242,961). 70 per cent (171,114) of the take-offs and landings were at Tegel, 30 per cent (71,758) at Schönefeld. There was no change in the ratio Tegel:Schönefeld in comparison with the previous year. While the number of aircraft movements at Schönefeld Airport declined by 2.5 per cent in comparison with the previous year, aircraft handling at Tegel Airport increased by 1 per cent.

## Schönefeld Airport (SXF)

The six months with the heaviest traffic volume are used to calculate the annual equivalent continuous noise level.<sup>1</sup> Although the number of aircraft handled at Schönefeld declined by 1,819, the annual equivalent continuous noise level during the day remained approximately constant at 57.3 dB(A). The decline in the number of aircraft movements did not impact the annual equivalent continuous noise level because the decline in aircraft movements did not

occur during the six months with the heaviest traffic volume. The annual equivalent continuous noise level for the night-time period at Schönefeld declined by 1.2 dB(A) as the mean of all of the measurement points. This is a consequence of the decline of about 13 per cent in night-time aircraft movements.

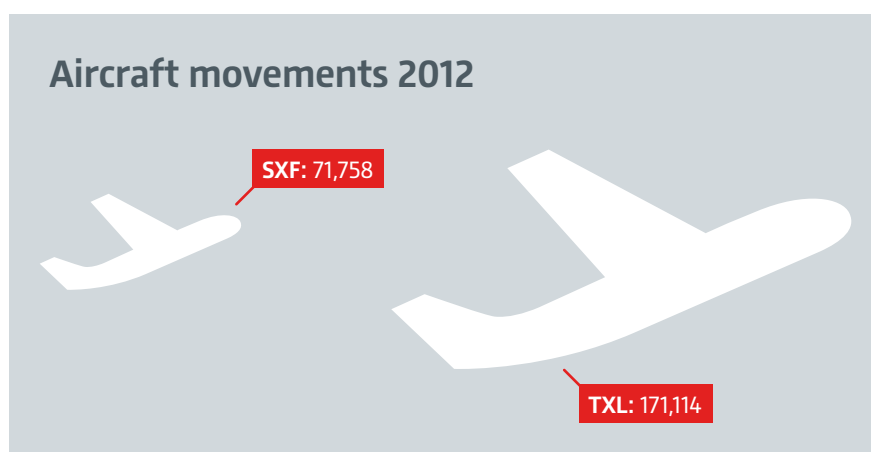
## Tegel Airport (TXL)

The mean equivalent continuous noise level at the measurement points in the surroundings of Tegel Airport rose slightly by 0.5 dB(A) in comparison with the mean of the previous year. The reason for the rise is found

in the traffic increase (about 1%), whereby the impact on the equivalent continuous noise level was most significant during the six months with the heaviest traffic volume.

In comparison with the previous year, there were about 13 per cent more aircraft movements during the night. This led to a rise by 1.6 dB(A) in the night-time equivalent continuous noise level in comparison with the mean of the previous year. The increase was concentrated on the summer months. When the winter flight schedule 2012/2013 went into effect, the number of night-time flights declined again to a lower level.

## Aircraft movements 2012



<sup>1</sup> Aircraft Noise Act of 31/10/2007



*The honey from beehives located in the surroundings of the airport did not contain any residues.*

## Air Quality

Flughafen Berlin Brandenburg GmbH has been studying the environmental impact of air travel in the environs of Schönefeld Airport since autumn 2011 in the form of a programme lasting a number of years. This voluntary environmental impact study began even before the commencement of flights at BER so that the environmental conditions in the area around the airport can be documented over the long term.

### **Air quality measurement point**

The Airport Company operates an air quality measurement point at the

eastern end of the Schönefeld Airport runway (i.e. the future North Runway of BER) which will monitor air quality over the long term. The instruments continually measure concentrations of harmful emissions typical of this type of transport. None of the threshold values were exceeded in 2012. The measurement values were comparable with the results from the measurement points of the State Environmental Agency (LUGV) in Blankenfelde-Mahlow and Königs Wusterhausen. No increase in the measurement values typical of a suburb resulting from air travel was determined at the Schöne-



## A voluntary environmental impact study documents the environmental conditions in the airport region.

feld site. The measurement values are published daily on the Airport Company's internet site.

### Biomonitoring

In autumn 2011 and 2012, standardised kale plants were set out for eight weeks at a total of ten sites on the premises of Schönefeld Airport and in its surroundings and subsequently analysed within the scope of a biomonitoring procedure. The kale monitoring procedure was supplemented in 2012 by the examination of standardised grass cultures. This has the advantage that the grass cultures set out in the summer are not affected by emissions from heating plants. The analysis of the kale plants and the grass cultures during the investigation period 2011/2012 revealed that airport operations did not have any discernible impact on the quantities of air pollutants in the surroundings.

Another tool for biomonitoring is the investigation of honey, pollen and honeycomb from beehives in the region to determine the presence of air pollutants typical of air traffic. The Airport Company collaborates with various beekeepers for this study. Sam-

ples taken from hives where nectar was collected within a three-kilometre radius near or on the airport premises were compared with samples from hives largely unaffected by air traffic so that possible effects of air traffic on the quality of the honey could be determined. Measurements of the residual substances did not reveal any effect of airport operations in 2012. Development and production of the bee populations were determined to be equally good regardless of the locations in which they lived.



*The kale monitoring revealed that airport operations did not have any discernible effects on the quantity of air pollutants in the surrounding areas.*

# Climate and Energy



*The Berlin Brandenburg Airport Center located right next to the BER terminal has been honoured by the German Sustainable Building Council (DGNB).*

In 2012, the Airport Company procured about 52 per cent of its power requirements from renewable energy sources. The Airport Company is especially attentive to the certification of the power with the "Green Power Label Gold" supported by environmental associations and others because this approval is regarded as being especially credible. This makes the Airport Company the first airport company in

Germany to utilise renewable energies to such a significant extent.

Environmentally friendly travel by employees to their place of work also makes an important contribution to climatic balance. Since 2012, Airport Company employees have had the opportunity to utilise the services offered by the Verkehrsverbund Berlin Brandenburg by purchasing a Job Ticket at especially favourable prices.

## **Alternative drive technologies**

In the long term, the company sees substantial potential for the reduction of energy consumption and the improvement of the climatic balance in the implementation of alternative drive technologies. This is why Berlin Brandenburg Airport GmbH promotes the development of alternative drive technologies and cooperates with a number of associations and companies from the sector of electric and hydrogen mobility in particular. A long-term test of an Opel HydroGen 4 with emission-free hydrogen drive which started in 2011 has resulted in important findings about the suitability of this future technology for everyday use. Berlin Brandenburg Airport is an ideal partner for the project, particularly since it has the first CO<sub>2</sub>-neutral filling station in the world. The filling station, operated by TOTAL since 2012, offers hydrogen generated using wind energy.

# Airport Landscape Park

The Airport Company compensates for the harmful effects of the airport construction on nature by carrying out numerous compensation and substitution activities in the airport surroundings. These valuable biotopes surround the airport like a green ribbon today. Estate parks which had almost disappeared have been restored and new parks rich in diversity have been created so that residents have attractive recreational areas and the fauna enjoy ecologically valuable biospheres.

## The Zülowniederung

The landscape development and ecological upgrading in the Zülowniederung is the largest single project in the compensation and substitution activities. This open lowlands landscape with an area of about 2,600 hectares is located to the south of the airport between Mittenwalde, Dabendorf and Gross Machnow/Rangsdorf. The planning became legally set in 2011 and can now be realised at the location. The first steps, in consultation with farmers, was the creation of na-

ture reserve areas and a reduction in the cultivation of meadows. The planting of trees from autumn 2013 on and the creation of additional biospheres will improve living conditions for flora and fauna in the Zülowniederung and even beyond its borders so that the experience of the entire landscape area will improve substantially in the coming years.



*The estate park in Gross Ziethen has been reconstructed.*

The landscape parks surround the airport like a green ribbon.

## Legal Information

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## → Berlin Brandenburg Airport

**Area** 1,470 hectares

### Capacity

On opening day

27 million passengers annually

Expansion stages

45 million passengers annually

### Terminal

Gross floor area

320,000 square metres

Roof area

49,000 square metres

Length

220 metres

Width

180 metres

Height

32 metres

### Main Pier

Length

715 metres

Passenger bridges

16

### North Pier

Length

350 metres

Walk boarding positions

12

### South Pier

Length

350 metres

Passenger bridges

9

### Runways

North Runway

3,600 metres

South Runway

4,000 metres

Lateral separation

1,900 metres

**Parking spaces**

10,000

