

## **Combined Statement on Corporate Governance**

The Fraport AG Executive Board reports – in the name of the Supervisory Board as well – on the contents subject to the reporting requirements pursuant to Section 289f of the HGB for Fraport AG as well as for the Fraport Group (Fraport AG and fully consolidated Group companies, hereinafter referred to as “Fraport”) as part of a combined statement on corporate governance pursuant to Sections 315d and 289f of the HGB in conjunction with Section 289f of the HGB, in order to enable a general statement on the Group’s corporate governance principles. In this context, the Executive Board and Supervisory Board report in accordance with Principle 23 of the German Corporate Governance Code in its amended version from April 28, 2022, as published on June 27, 2022 (hereinafter: GCGC), on the corporate governance of the company. This statement is an integral part of the Combined Management Report.

The term “corporate governance” at Fraport means responsible corporate management and monitoring. The objectives of corporate governance at Fraport are long-term economic enhancement and creating as well as strengthening confidence among investors, customers, employees, and the public. Good corporate governance therefore has top priority at Fraport. In this context, efficient collaboration between the Executive Board and the Supervisory Board is as important as protecting shareholders’ interests and maintaining open and transparent corporate communications. Fraport monitors the national and international developments in this area and regularly reviews its own corporate practices in connection with new legal regulations and revised national and international standards, and modifies its practices as required.

In accordance with Section 317(2) sentence 6 of the HGB, the following information pursuant to Sections 289f(2) and (5) and 315d of the HGB has been included by the auditor in the audit of the annual financial statements only to the extent that the auditor verified whether the information was actually given.

### **Statement of Compliance Pursuant to Section 161 of the German Stock Corporation Act (AktG)**

As a publicly listed corporation headquartered in Germany, corporate governance at Fraport AG is primarily guided by German stock corporation law, capital market law, and the suggestions and recommendations of the GCGC as amended. The GCGC is a major legal regulation for the management and supervision of German publicly listed companies and contains internationally and nationally recognized standards of good and responsible corporate governance in the form of recommendations and suggestions. There is no obligation to implement the suggestions and recommendations of the GCGC. However, under Section 161 of the AktG, the Executive Board and the Supervisory Board are obliged to issue a statement of compliance and to report and justify any deviations from the recommendations of the GCGC.

#### **Statement of Compliance of December 12, 2025**

The Executive Board and the Supervisory Board last issued the following statement of compliance under Section 161 of the AktG on December 12, 2025:

“Since the last presentation of the statement of compliance on December 13, 2024, Fraport AG has complied with and will continue to comply with all recommendations announced on June 27, 2022, by the Government Commission on the German Corporate Governance Code in the amended version of April 28, 2022 (GCGC 2022), subject to the following temporary exception.”

According to Recommendation C.4 of the GCGC 2022, a member of the Supervisory Board who is not a member of the Executive Board of a listed company should not hold more than five supervisory board mandates at non-Group listed companies or comparable positions in total, whereby a supervisory board chair counts as two positions. Supervisory Board member Ms. Kathrin Dahnke will temporarily hold a total of six supervisory board mandates at non-Group listed companies or supervisory boards of non-Group companies with comparable requirements as of January 1, 2026. It is planned that this temporary deviation from the GCGC will cease through the relinquishment of one mandate within the first half of 2026.”

The statement of compliance was promptly made permanently available to the shareholders on the company’s website at [www.fraport.de/corporategovernance](http://www.fraport.de/corporategovernance).

#### **GCGC Recommendations**

Fraport AG also voluntarily complies with all recommendations of the GCGC.

## Disclosures on Corporate Management Practices

Beyond the statutory provisions, Fraport applies the following corporate management practices:

### Structure and Functioning of the Executive Board and Supervisory Board

For Fraport, a responsible and transparent corporate governance and monitoring framework is the cornerstone for creating value and trust. In accordance with the statutory provisions, Fraport AG is subject to a “dual governance system“, which is achieved by the strict separation of personnel in the management and monitoring bodies (two-tier board). The Executive Board manages Fraport AG, and the Supervisory Board monitors the Executive Board. The members of the Executive Board and the Supervisory Board work closely together in the interests of the company.

#### Executive Board

As the management body, the Executive Board conducts the business of the company. It is bound by the company’s interests and corporate sociopolitical principles within the framework of stock corporation law. In addition, its work is based on the “Executive Board rules of procedure“, which have been approved by the Supervisory Board. The schedule of responsibilities for the Executive Board, which governs the allocation of responsibilities, is also attached to these rules of procedure as an annex.

The Executive Board develops the strategic direction of the company, harmonizes it with the Supervisory Board, and ensures its implementation. In accordance with the rules of procedure for the Executive Board, decisions on fundamental issues concerning the organization, business policies, and capital expenditure and financial planning of the company are assigned to the entire Executive Board.

The Executive Board reports to the Supervisory Board on all relevant matters of business development, corporate strategy, and possible risks in a regular, timely, and comprehensive manner. The Executive Board must have the prior approval of the Supervisory Board for certain material matters, particularly for capital expenditure and equity investment measures above a value of €10 million, to the extent that this is not provided for in a business plan approved by the Supervisory Board.

At the time of publication of this Combined Statement on Corporate Governance, the Executive Board of Fraport AG consists of the following four members: Dr. Stefan Schulte (Chairman), Julia Kranenberg, Dr. Pierre Dominique Prümm, and Prof. Matthias Zieschang. Anke Giesen stepped down from the Executive Board on December 31, 2025.

CVs of the members of the Executive Board with information on their areas of responsibility, their many years of experience within and outside the Fraport Group, and their academic background and qualifications are also available on the company’s website at <https://www.fraport.com/en/our-group/about-us/executive-board.html>. All members of the Executive Board have extensive experience and expertise in the areas of corporate strategy and corporate policy.

The length of the appointment of the Executive Board members is geared toward the long term and is five years as a standard. By way of exception, in 2025 the Supervisory Board most recently extended the appointment of Prof. Dr. Zieschang as a member of the Executive Board for a further two years and seven months, until August 31, 2028. The current terms of office of the other members of the Executive Board have the following durations: Dr. Schulte until August 31, 2027, Dr. Prümm until June 30, 2029, and Ms. Kranenberg until October 31, 2030. In accordance with Section 84(1), sentence 3 of the AktG, the reappointments did not take place before one year of the members’ respective terms of office had passed.

The age limit for members of the Executive Board has, in principle, been set at 65 by the Supervisory Board. In the case of the (re-)appointments of Dr. Schulte until August 31, 2027, and Prof. Dr. Zieschang until August 31, 2028, the Supervisory Board addressed the age limit in each case and resolved, by way of exception, to deviate from the generally established age limit. In both cases, the Supervisory Board explicitly resolved to otherwise adhere to the generally established age limit of 65 years. The (re-)appointments of Dr. Schulte and Prof. Dr. Zieschang, and the associated exceptional deviations from the age limit, were supported by the ongoing expansion projects in Frankfurt, Lima, and Antalya, for which the Supervisory Board considers continuity in office of the CEO and the CFO to be necessary in the interests of the company, in view of their many years of experience and their areas of responsibility for these projects.

Remuneration of the Executive Board comprises fixed and performance-related components. The Remuneration Report for the 2025 fiscal year, the auditor's report as per Section 162 of the AktG, and the applicable remuneration system for the Executive Board are published at <https://www.fraport.com/en/investors/publications-events.html>.

The Executive Board usually meets every week and constitutes a quorum if at least half of its members participate in the meeting. Resolutions are adopted by a simple majority of all the participating members of the Executive Board. In the case of a tied vote, the chair holds the casting vote.

Further information on the members of the Executive Board, as well as their memberships to be disclosed in accordance with Section 285(10) of the HGB and information on the respective responsibilities, can be found in Note 55 of the Group Notes as part of the 2025 Annual Report.

### **Supervisory Board**

The Supervisory Board of Fraport AG supervises the activities of the Executive Board. It is composed of an equal number of shareholder and employee representatives and comprises 20 members as provided for in the company statutes. The ten shareholder representatives are elected by the Annual General Meeting, and the ten employee representatives are elected by the employees in accordance with the German Co-Determination Act (MitbestG) for five years. The Supervisory Board has created rules of procedure, under which it has a quorum if, on the basis of a proper notice of meeting, at least half of its members participate in the voting in person or through submission of written votes. Resolutions are adopted with a simple majority unless otherwise mandated by law. In the event of a tied vote, the Chairman of the Supervisory Board, who must be a shareholder representative, shall be entitled to a second vote. Beyond this, the rules of procedure provide for, in particular, the creation and powers of committees of the Supervisory Board.

The Supervisory Board is informed by the Executive Board about all issues relevant to the company, in particular matters concerning strategy, planning, business development, the risk situation, risk management, and compliance, in a regular, timely, and comprehensive manner. In the event of any deviations in the business development from the established plans and agreed targets, these are explained to the Supervisory Board by the Executive Board, stating the reasons for the deviations. The Supervisory Board may request additional information from the Executive Board at any time.

Apart from the cases prescribed by law and those specified in the rules of procedure of the Executive Board, the Executive Board requires the approval of the Supervisory Board in accordance with the company statutes for transactions and measures that substantially change the corporate structure or the corporate strategy or that lead to a substantial change in the company's development.

As a rule, the Supervisory Board meets four times a year. In 2025, the Supervisory Board held six meetings, including a strategy retreat and a constitutive meeting following the election of three shareholder representatives by the Annual General Meeting. The Supervisory Board meetings in 2025 were all held in person, while individual members had the option of participating virtually. In 2025, the Supervisory Board also met without the Executive Board.

The Supervisory Board regularly carries out a self-assessment of the effectiveness of its activities and the activities of its committees. The efficiency review is usually carried out alternately in a structured process with the help of external consultants or by means of a questionnaire-based self-assessment. In 2025, the Supervisory Board's self-assessment was carried out with the help of an external consultant, the results of which were discussed in depth at the Supervisory Board meeting on December 12, 2025.

The Supervisory Board explains its activities in the past fiscal year on an annual basis in the Supervisory Board report. The Supervisory Board report for the 2025 fiscal year can be found under "To Our Shareholders" in the 2025 Fraport Annual Report. The Remuneration Report for the 2025 fiscal year, the auditor's report as per Section 162 of the AktG, the applicable remuneration system for the Executive Board, and the most recent remuneration resolution as per Section 113(3) of the AktG are published at <https://www.fraport.com/en/investors/publications-events.html>.

At the time of publication of this combined statement on corporate governance, the Supervisory Board was composed as follows:

### Composition of the Supervisory Board

Representatives of the shareholders	Representatives of the employees
Michael Boddenberg (Chair) (Member of Supervisory Board since 26.05.2020)	Mathias Venema (Vice Chair) (Member of Supervisory Board since 01.07.2020)
Dr. Bastian Bergerhoff (Member of Supervisory Board since 24.05.2022)	Devrim Arslan (Member of Supervisory Board since 31.05.2013)
Kathrin Dahnke (Member of Supervisory Board since 23.05.2023)	Karina Becker-Lienemann (Member of Supervisory Board since 23.05.2023)
Dr. Margarete Haase (Member of Supervisory Board since 01.01.2011)	Ines Born (Member of Supervisory Board since 19.07.2022)
Mike Josef (Member of Supervisory Board since 23.05.2023)	Hakan Bölükmeşe (Member of Supervisory Board since 29.05.2018)
Benedikt Kuhn (Member of Supervisory Board since 27.05.2025)	Sidar Kaya (Member of Supervisory Board since 23.05.2023)
Dr. Michael Niggemann (Member of Supervisory Board since 27.05.2025)	Karin Knappe (Member of Supervisory Board since 08.06.2022)
Sonja Wärtges (Member of Supervisory Board since 16.10.2020)	Felix Kreutel (Member of Supervisory Board since 23.05.2023)
Marius Weiß (Member of Supervisory Board since 27.05.2025)	Matthias Pöschko (Member of Supervisory Board since 01.01.2021)
Prof. Dr.-Ing. Katja Windt (Member of Supervisory Board since 11.05.2012)	Özgür Yalcinkaya (Member of Supervisory Board since 23.05.2023)

Further information on the members of the Supervisory Board, as well as their memberships to be disclosed in accordance with Section 285(10) of the HGB, can be found in Note 56 of the Group Notes as part of the 2025 Fraport Annual Report. CVs of the members of the Supervisory Board are available on the company's website under <https://www.fraport.com/en/our-group/about-us/supervisory-board.html>.

### Committees of the Supervisory Board

The Supervisory Board has formed the following committees based on the statutory provisions and the provisions of its rules of procedure. The following table provides an overview of the tasks, the regulated number of meetings, the actual number of meetings in the past fiscal year, the planned number of members, and the actual number of members as of the date of publication of this statement.

## Committees of the Supervisory Board

Committee	Functions	Regular number of meetings	Meetings 2025	Regular number of members	Members
Finance and audit committee	<ul style="list-style-type: none"> <li>&gt; Preparation of resolutions in the area of finance and audit-related resolutions</li> <li>&gt; Addressing in particular</li> <li>&gt; the audit of accounts</li> <li>&gt; the supervision of the accounting process</li> <li>&gt; the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of accounts, and compliance</li> <li>&gt; Statement of opinion</li> <li>&gt; on the business plan and plan changes that require approval, on the annual and consolidated financial statements, on the Executive Board recommendation for the appropriation of profits, on the combined management report, on the Group sustainability statement, on the audit report of the auditor of the financial statements and of other auditors, on the Supervisory Board's recommendation for the audit report, and on the discharge of the Executive Board</li> <li>&gt; on the awarding of the audit mandate to the auditor, the fee agreement and the stipulation of the focus of the audit</li> <li>&gt; The finance and audit committee is responsible for the auditor selection process</li> <li>&gt; It monitors the independence of the auditor and the quality of the audit of accounts. In this regard, it provides its advance consent to all of the auditor's legitimate non-audit services.</li> </ul>	4	6	8	Dr. Margarete Haase (Chair) Mathias Venema (Vice-Chair) Devrim Arslan Kathrin Dahnke Sidar Kaya Sonja Wärntges Marius Weiß Özgür Yalcinkaya
Investment and capital expenditure committee	<ul style="list-style-type: none"> <li>&gt; Preparation of resolutions relating to capital expenditure, resolutions or decisions concerning the founding, acquisition, and sale of Group companies and ongoing monitoring of the economic development of existing Group companies</li> <li>&gt; Final decision on the creation, acquisition, or sale of direct or indirect Group companies if the obligation or entitlement of the company arises from a capital expenditure or an investment-related action between €10,000,000.01 and €30,000,000</li> <li>&gt; Final decision on the acquisition or disposal of, or charge on property or land rights between €5,000,000.01 and €10,000,000</li> <li>&gt; Statement of opinion on the capital expenditure plan and on capital expenditure reporting</li> </ul>	4	4	8	Kathrin Dahnke (Chair) Felix Kreutel (Vice-Chair) Karina Becker-Lienemann Dr. Bastian Bergerhoff Karin Knappe Benedikt Kuhn Matthias Pöschko Prof. Dr.-Ing. Katja Windt
Human resources committee	<ul style="list-style-type: none"> <li>&gt; Preparation of resolutions in the area of human resources</li> <li>&gt; Statement of opinion, in particular on changes in headcount, fundamental issues relating to collective bargaining law, the payment system, the employee investment plan, matters concerning the company retirement plan</li> </ul>	4	4	8	Hakan Bölükmeşe (Chair) Marius Weiß (Vice-Chair) Karina Becker-Lienemann Dr. Bastian Bergerhoff Sidar Kaya Karin Knappe Sonja Wärntges Prof. Dr.-Ing. Katja Windt
Executive committee	<ul style="list-style-type: none"> <li>&gt; Preparations for the appointment of members of the Executive Board and the conditions of employment contracts, including remuneration</li> <li>&gt; Final decision concerning outside activities of members of the Executive Board that require the approval of the Supervisory Board</li> </ul>	As needed	3	8	Chairman of the Supervisory Board Michael Boddenberg (ex officio) Vice Chairman Mathias Venema (ex officio) Hakan Bölükmeşe Dr. Margarete Haase Mike Josef Benedikt Kuhn Matthias Pöschko Özgür Yalcinkaya
Committee in accordance with Section 27 of the MitbestG (Mediation committee)	<ul style="list-style-type: none"> <li>&gt; Preparation of a recommendation on the appointment or dismissal of members of the Executive Board if the entire Supervisory Board does not reach such decision</li> </ul>	As needed	0	4	Chairman of the Supervisory Board Michael Boddenberg (ex officio) Vice Chairman of the Supervisory Board Mathias Venema (ex officio) Hakan Bölükmeşe Mike Josef
Nomination committee	<ul style="list-style-type: none"> <li>&gt; Recommendation of suitable candidates to the Supervisory Board for its recommendations to the AGM</li> </ul>	As needed	0	3	Chairman of the Supervisory Board Michael Boddenberg (ex officio) Dr. Margarete Haase Mike Josef

## Shareholders and Annual General Meeting

The shareholders of Fraport AG exercise their rights at the Annual General Meeting, where they exercise their right to a voice and a vote. The shareholders are informed of business developments in the past year and the company's forecasts included in the Combined Management Report with sufficient time prior to the meeting. During the year, the shareholders are provided with comprehensive and timely information about current business developments through interim reports and other company publications on the company website.

The Annual General Meeting is held within the first eight months of every fiscal year and makes decisions concerning the tasks assigned to it by law, such as the appropriation of profits, election and discharge of the members of the Supervisory Board and approval of the actions of the members of the Executive Board, the selection of the auditor, amendments to the company statutes, Supervisory Board remuneration, approval of the remuneration system for Executive Board members, and other tasks. The shareholders can either exercise their right to vote in person or authorize third parties to exercise their right to vote. Each share entitles its holder to one vote in the Annual General Meeting.

In accordance with the company statutes, the Executive Board is authorized to provide for

- the Annual General Meeting being held without the physical presence of the shareholders or their authorized representatives at the location of the Annual General Meeting (virtual Annual General Meeting). The authorization currently in force is limited in time and applies to Annual General Meetings held within three years following the registration of this provision of the Articles of Association in the commercial register in June 2023. It is planned to propose to the 2026 Annual General Meeting a renewed authorization, again limited to a period of three years;
- shareholders casting their votes in writing or by means of electronic communication (postal vote);
- shareholders participating in an Annual General Meeting that is not a virtual Annual General Meeting within the meaning of the company statutes without being present at the venue and without proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation).

The Annual General Meeting was held as an in-person meeting in 2025.

## Defining Targets for the Proportion of Women on the Supervisory Board, Executive Board, and the two Levels Below the Executive Board

According to the German Stock Corporation Act, Fraport AG, as a listed company to which the German Co-Determination Act applies and whose Executive Board consists of more than three persons, must have at least one woman and at least one man as a member of the Executive Board (minimum participation requirement). Fraport AG complied with this requirement during the 2025 fiscal year.

The targets for the proportion of women at the two management levels below the Executive Board, as well as the deadlines for reaching these targets, must be determined based on this law.

It is not necessary to set targets for the proportion of women on the Supervisory Board at Fraport AG because that board is already subject to a fixed gender quota in accordance with Section 96(2) of the AktG.

### Targets for the Executive Board

If the above-mentioned minimum participation requirement applies to the Executive Board, the obligation to set a target figure for the participation of women on the Executive Board is waived in accordance with the provisions of the German Stock Corporation Act. In the 2025 financial year, the proportion of women on the Executive Board of Fraport AG was 40%. Following the departure of Anke Giesen from the Executive Board, the proportion of women will be 25% as of January 1, 2026. This also corresponds to the statutory minimum participation requirement.

## **Targets for the First and Second Management Levels Below the Executive Board**

The Executive Board sets the targets for the proportion of women at the two levels below the Executive Board in accordance with Section 76(4) of the German Stock Corporation Act and Principle 3 of the GCGC.

The Executive Board set a target for Fraport AG of 31.8% of women in the first management level below the Executive Board (“direct reports” to the Executive Board) and a target of 30.9% of women in the subordinate management level (“direct reports” to the first management level under the Executive Board) for the period from January 1, 2022, to December 31, 2026. Regarding the Group as a whole, the Executive Board also set a target of 30.8% of women in the first management level below the Executive Board (“direct reports” to the Executive Board) and a target of 30.2% of women in the subordinate management level (“direct reports” to the first management level under the Executive Board) for the same period.

As of the balance sheet date of December 31, 2025, the actual proportion of women in the first management level at Fraport AG was 33.3%, and 27.5% in the second management level. Within the Group in Germany, the proportion of women in the first management level amounted to approximately 29.7% and 32.0% in the second management level.

In 2025, the Executive Board also focused on diversity when filling management positions in the company, and in particular sought to ensure that appropriate consideration was given to the proportion of women in these positions. To this end, various programs have already been adopted in the past that establish the advancement of women into management positions and diversity at Fraport.

## **Gender Ratio on the Supervisory Board**

In accordance with Section 96 (2) of the AktG (Principle 11 of the GCGC), where members are newly elected and posted to the Supervisory Board of Fraport AG, the statutory gender ratio must be met, with a minimum of 30% women and 30% men on the Supervisory Board. In connection with the most recent Supervisory Board election in 2025, the Supervisory Board resolved that these quotas are to be fulfilled separately by the shareholder representatives and by the employee representatives on the Supervisory Board. These requirements were met by the composition of the Supervisory Board of Fraport AG in 2025. In line with this objective, since the Annual General Meeting in 2023 and the new elections to the Supervisory Board at the Annual General Meeting in 2025, the Supervisory Board has consisted of four female and six male shareholder representatives, as well as three female and seven male employee representatives.

Upon the conclusion of the Annual General Meeting on May 27, 2025, the terms of office of Mr. Kaufmann and Mr. Klemm on the Supervisory Board of Fraport AG ended. Mr. Hohmeister resigned his mandate as a member of the company’s Supervisory Board with effect as of the conclusion of the Annual General Meeting on May 27, 2025. As a result, a new election was required for the three departing shareholder representatives on the Supervisory Board. At the Annual General Meeting on May 27, 2025, the shareholders elected Mr. Kuhn, Dr. Niggemann, and Mr. Weiß as shareholder representatives to the Supervisory Board of Fraport AG for a term of five years.

## **Targets for the Composition of the Supervisory Board; Diversity Concept for the Supervisory Board and Executive Board as well as the Succession Planning for the Executive Board; Expertise and Qualification Matrix of the Members of the Supervisory Board**

The Supervisory Board has established the following requirements profile for its members:

The objective is that the Supervisory Board should be composed in such a way that it ensures the competent control and support of the company’s management by the Supervisory Board. It should be taken into account that the Supervisory Board, as a collective body, has the overall knowledge, skills, and professional experience required to properly perform its tasks. It cannot be expected that each individual member of the Supervisory Board possesses the required knowledge and experience to the fullest extent; however, there should be at least one competent member of the Board for each aspect of the Supervisory Board’s activities to ensure that the Board’s members together represent a comprehensive range of knowledge and experience. This should include an understanding of the relevant market environment, financial and commercial experience, and a strong regional connection.

In addition, each member of the Supervisory Board should be expected to have a certain level of essential general knowledge and experience that is appropriate to the nature, extent, and complexity of the business activities, and the risk structure of an internationally operating company such as Fraport AG.

In order to comply with the standard age limit set by the Supervisory Board of 72 years at the time of election or re-election, which may be deviated from in justified individual cases provided there are no doubts as to the suitability of the persons proposed and their election appears expedient in the interests of the company despite exceeding the age limit and the targets set by the Supervisory Board of a proportion of generally at least 30% of shareholder representatives on the Supervisory Board being no more than 62 years old at the time of their election, candidates should be proposed who, by virtue of their integrity, willingness to perform, availability, and personality, are able to perform the duties of a Supervisory Board member in an internationally operating company and to maintain the public image of Fraport AG. The principles of diversity and the proportion of women and men based on the statutory provisions should be taken into account when nominating candidates for the Board. In addition, the Supervisory Board should have at least three independent members.

At the time of the most recent (re-)election to the Supervisory Board, no member of the Supervisory Board was older than 72 years. In addition, the shareholder side complied with the requirements profile for members of the Supervisory Board, according to which more than 30% of the candidates standing for election should not be older than 62 years. At the election of the shareholder representatives in 2023, five candidates were not older than 62 years. Even after the new election of three shareholder representatives in 2025, there are currently seven shareholder representatives who are not older than 62 years. Accordingly, throughout the reporting year, more than 30% of the shareholder representatives were consistently not older than 62 years.

According to Section 100(5) of the AktG, at least one member of the Supervisory Board must have accounting expertise, and at least one further member must have expertise in the auditing of accounts. According to recommendation D.3 of the GCGC, the expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of account auditing shall consist of special knowledge and experience in the auditing of financial statements. Recommendation D.3 of the GCGC goes on to state that accounting and account auditing also include sustainability reporting and its audit and assurance. The Chairwoman of the audit committee shall have appropriate expertise in at least one of these two areas.

With Supervisory Board members Dr. Margarete Haase, who is Chairwoman of the finance and audit committee, and Ms. Sonja Wärntges, two members of the Supervisory Board and the finance and audit committee possess the expertise in accounting and account auditing required by Section 100(5) of the AktG. In addition, Ms. Dahnke also has expert knowledge in accounting and account auditing pursuant to Section 100(5) of the AktG.

Dr. Haase has a degree in business administration from the Vienna University of Economics and Business, where she also obtained her doctorate. She has also completed the Executive Education Program at Harvard Business School in Boston. During her professional career, Dr. Haase has been responsible for numerous roles, which marks her as an expert in the fields of accounting and account auditing. She has held positions that include Head of Controlling, Division Manager for Group Planning and Control, Commercial Director, and Director Corporate Audit, and was also a member of the Executive Board for companies belonging to the Daimler Group. Dr. Haase was a member of the Executive Board for Corporate Finance, Human Resources and Investor Relations at Deutz AG until April 2018. As of February 2016, Dr. Haase has been a member of the Government Commission on the German Corporate Governance Code.

Ms. Wärntges completed degrees in economics at the Technical University of Braunschweig and the University of Hanover, from where she obtained a master's degree in business economics. Ms. Wärntges worked for several years at leading auditing and tax consulting companies and has been Chief Financial Officer of BRANICKS GROUP AG (formerly DIC Asset AG) since 2013, additionally assuming the role of Chief Executive Officer in 2017. In this role, Ms. Wärntges is responsible for Environmental, Social, and Governance issues, along with sustainability topics, as well as the sustainability report that BRANICKS GROUP AG (formerly DIC Asset AG) has been publishing since 2011.

Ms. Dahnke holds a degree in business administration from the Georg August University in Göttingen. She headed the finance department at Beiersdorf AG, held the position of Director of Finance and member of the Management Board for Finance and Controlling at DMG Mori Seiki Aktiengesellschaft (formerly GILDEMEISTER AG), and was CFO at both OSRAM Licht AG and Ottobock SE & Co KGaA.

The Supervisory Board of Fraport AG thus meets the requirements of stock corporation law with regard to the requirement of Supervisory Board members with expertise in the areas of accounting and account auditing.

For shareholders, the Supervisory Board should include what they consider to be an appropriate number of independent members; the ownership structure should be taken into account (see Recommendation C.6 of the GCGC). The Supervisory Board decided that the board should include at least three independent shareholder representatives.

In the view of the shareholders on the Supervisory Board, the above-mentioned objectives and recommendations were and are met in that, with Dr. Margarete Haase, Ms. Kathrin Dahnke, Prof. Katja Windt (Eng.), and Ms. Sonja Wärntges, the Supervisory Board consisted of four shareholder representatives who were independent of the company, its Executive Board, and the controlling shareholders (the State of Hesse and the City of Frankfurt) in the reporting year.

In addition, Fraport AG also complies with recommendations C.7 and C.9 of the GCGC, according to which more than half of the shareholder representatives must be independent of the company and the Executive Board and at least two of the shareholder representatives must be independent of the controlling shareholder. According to recommendation C.7 of the GCGC, when assessing the independence of Supervisory Board members by the company and the Executive Board, it should be taken into account, among other things, whether the Supervisory Board member has been a member of the Supervisory Board for more than twelve years.

In the view of the shareholders on the Supervisory Board, despite having been a member of the Supervisory Board of Fraport AG for more than twelve years (member as of January 1, 2011), Dr. Haase is regarded as independent of the company and the Executive Board. Due to her personality, her integrity, and her professionalism, combined with many years of various professional activities with management responsibility outside of Fraport, there are no doubts with regard to her independence in respect of Fraport AG and the Executive Board. Through her work as a member of the Supervisory Board and Chairwoman of the finance and audit committee, Dr. Haase demonstrates that she has the necessary critical distance from the company and its Executive Board when carrying out her work on the Supervisory Board at Fraport AG. Due to her independence, she openly holds discussions with the Executive Board and understands how to critically scrutinize proposals. Furthermore, Dr. Haase is also a member of the Supervisory Board of ING Bank and Chair of the Supervisory Board of ams OSRAM AG, which emphasizes her independence of Fraport AG and its Executive Board.

Prof. Dr.-Ing. Windt has also been a member of the Supervisory Board for more than twelve years (since May 11, 2012). Until the end of 2025, she was a member of the management board and Chief Digital Officer (CDO) of SMS group GmbH in Mönchengladbach. Since February, 1 2026, she serves as Chief Operating Officer (COO) at the Endress+Hauser Group. Neither company has any, or any significant, business relationships with Fraport AG. In addition, Prof. Dr.-Ing. Windt has had a long academic career and is a member of Leopoldina, the German National Academy of Sciences. Due to her independent academic and professional activities, her independence from Fraport AG's business interests, her many years of experience, and her personal qualities, Prof. Dr.-Ing. Windt is, in the view of the shareholder representatives on the Supervisory Board, to be regarded as independent within the meaning of the German Corporate Governance Code, despite her long-standing membership on the Supervisory Board.

The Supervisory Board has no former members of the Executive Board of Fraport AG.

The Supervisory Board, along with the Executive Board and based on the preparatory work by the executive committee, ensures the long-term succession planning of the Executive Board. In addition to the requirements of the German Stock Corporation Act and the GCGC, long-term succession planning takes into account the target set by the Supervisory Board for the proportion of women on the Executive Board. Taking into account the specific qualification requirements, the structure of the Executive Board, including the division of portfolios, and the aforementioned personnel criteria, the executive committee develops an ideal profile on the basis of which it draws up a shortlist of eligible candidates. Structured discussions are held with these candidates. A recommendation for a resolution is then submitted to the Supervisory Board. The Supervisory Board also takes diversity into account regarding the composition of the Executive Board (Recommendation B.1 of the GCGC). Given the identified qualifications of its members, the Supervisory Board does not yet pursue a diversity concept for the Executive Board.

The status of the implementation of the requirements profile for members of the Supervisory Board of Fraport AG is outlined in the following qualification matrix. The general requirements for members of the Supervisory Board of Fraport are met by all members of the Supervisory Board. These include a general understanding of the aviation industry, in particular the market environment of an airport operator, the individual business fields, customer requirements, the regions in which Fraport AG operates, and expertise in corporate policy and the strategic orientation of the company and the Group as a whole. All of the members of the Supervisory Board are therefore familiar with the sector in which Fraport AG operates.

The following table contains further details on the current members of the Supervisory Board. The qualifications described in the table are based on a self-assessment by the respective Supervisory Board members, which is repeated annually before the statement on corporate governance is issued.

## Qualification matrix: Shareholder representatives

	Michael Boddenberg	Dr. Bastian Bergerhoff	Kathrin Dahnke	Dr. Margarete Haase
Member since	26.05.2020	24.05.2022	23.05.2023	01.01.2011
selected/ordered until	May 2028	May 2028	May 2028	May 2028
Gender	male	male	female	female
Year of birth	1959	1968	1960	1953
Nationality	German	German	German	Austrian
Educational background	Master in the butcher trade	Doctor of Physics	Graduate businesswomen	Doctorate in business administration
Occupation	Former Hessian Minister of State, Member of the Hessian State Parliament	City treasurer and head of the department of finance, investments and personnel of the city of Frankfurt am Main	Self-employed management consultant	Self-employed management consultant
Independence of the Company and the Executive Board in accordance with the GCGC (s. recommendation C.7 and C.8)	X	X	X	X
Independence from majority shareholders (s. recommendation C.9)			X	X
Leadership experience/Personnel management	X	X		X
International business activities/international experience			X	X
Accounting	X		X	X
Audit			X	X
Internal control systems, risk management		X	X	X
Legal and compliance				
Sustainability/sustainability reporting	X	X	X	X
Strategy development and implementation	X	X	X	X
IT and digitalization, cyber and IT security		X		X

## Qualification matrix: Employee representatives

	Devrim Arslan	Karina Becker-Lienemann	Ines Born	Hakan Bölükmeşe
Member since	31.05.2013	23.05.2023	19.06.2022	20.05.2018
selected/ordered until	May 2028	May 2028	May 2028	May 2028
Gender	male	female	female	male
Year of birth	1977	1970	1989	1976
Nationality	German	German	German	German/Turkish
Educational background	Automotive mechanic	Commercial training; qualification in the medical-dermatological field	Public administration specialist and management assistant for office communication	Chemical laboratory assistant, certified aircraft ground services handler and studies at the European Academy of Labor
Occupation	Chairman of the Frankfurt Airport District Association of the komba trade union	Chairwoman of the Works Council of Frankfurt Airport Retail GmbH & Co. KG, Chairwoman of the Group Works Council of Gebr. Heinemann SE & Co. KG	Trade union secretary (Trade union ver.di)	Full-time member of the Works Council of the joint operation Fraport AG, FRA-Vorfeldkontrolle GmbH and Fraport Ground Services GmbH
Independence of the Company and the Executive Board in accordance with the GCGC (s. recommendation C.7 and C.8)	X	Employee	X	Employee
Independence from majority shareholders (s. recommendation C.9)	X	X	X	X
Leadership experience/Personnel management	X	X	X	X
International business activities/international experience				
Accounting			X	
Audit				
Internal control systems, risk management				
Legal and compliance			X	
Sustainability/sustainability reporting			X	
Strategy development and implementation				
IT and digitalization, cyber and IT security				

	<b>Mike Josef</b>	<b>Benedikt Kuhn</b>	<b>Dr. Michael Niggemann</b>	<b>Sonja Wärtnges</b>	<b>Marius Weiß</b>	<b>Prof. Dr.-Ing. Katja Windt</b>
	23.05.2023	27.05.2025	27.05.2025	16.10.2020	27.05.2025	11.05.2012
	May 2028	May 2030	May 2030	May 2028	May 2030	May 2028
	male	male	male	female	male	female
	1983	1986	1974	1967	1975	1969
	German	German	German	German	German	German
	Graduate political scientist	Master in political science	Lawyer	Degree in business administration	Lawyer	Doctorate in mechanical engineering
	Lord Mayor of Frankfurt a.M.	State secretary and head of the state chancellery of the State of Hesse	Member of the executive board of Deutsche Lufthansa (Personnel and Law, Labor Director)	Chairwoman of the Board of Directors of BRANICKS GROUP AG (formerly DIC Asset AG)	Member of the Hessian state parliament and independent lawyer	Member of the Management Board of Endress+Hauser Group
	X	X		X	X	X
			X	X		X
	X	X	X	X	X	X
			X	X		X
			X	X		
		X	X	X		X
		X	X		X	X
		X	X	X		X
	X	X	X	X	X	X
				X		X

	<b>Sidar Kaya</b>	<b>Karin Knappe</b>	<b>Felix Kreutel</b>	<b>Matthias Pöschko</b>	<b>Mathias Venema</b>	<b>Özgür Yalcinkaya</b>
	23.05.2023	08.06.2022	23.05.2023	01.01.2021	01.07.2020	23.05.2023
	May 2028	May 2028	May 2028	May 2028	May 2028	May 2028
	male	female	male	male	male	male
	1989	1975	1974	1973	1972	1978
	German	German	German	German	German	German
	Plant mechanic for sanitary, heating and air conditioning technology	Physics Laboratory Technician, Dipl.-Ing. Environmental Engineering/ Environmental Measurement Technology and Master of Arts Human Resources Development	Graduate engineer (civil engineering); Master of Business Administration	Automotive mechatronics technician/paramedic/chief fire officer	Master's degree in political science, economics, as well as medieval and modern history	Qualification in metal construction
	Full-time member of the Works Council and Deputy Chairman of the Works Council of the joint operation Fraport AG, FRA-Vorfeldkontrolle GmbH and Fraport Ground Services GmbH	VP HRP-DI Diversity and Inclusion Member of the Works Council of the joint operation Fraport AG, FRA-Vorfeldkontrolle GmbH and Fraport Ground Services GmbH	Head of Real Estate and Energy unit Fraport AG	Firefighter Fraport AG	Trade union secretary (Trade union ver.di)	Full-time member of the Works Council and Deputy Chairman of the Works Council of the joint operation Fraport AG, FRA-Vorfeldkontrolle GmbH and Fraport Ground Services GmbH
	Employee	Employee	Employee	Employee	X	Employee
	X	X	X	X	X	X
	X	X	X		X	X
		X				
		X	X		X	
		X	X		X	
		X	X			

## Compliance

Ensuring the integrity of all employees worldwide is of great importance to Fraport. Compliance is a key prerequisite for the future viability of the company. In order to ensure compliance with the rules, guidelines are applied within Fraport that employees must comply with. The Code of Conduct for Employees that applies worldwide to the Fraport Group reflects the culture of values practiced at Fraport and stipulates the requirement to act responsibly and appropriately when dealing with the economic, legal, and moral challenges of everyday business. The Code of Conduct is reviewed regularly and updated when necessary.

There are several ways for employees, customers, suppliers, and other third parties around the world to report potential compliance breaches securely and in confidence. This includes information on violations of the German Act on Corporate Due Diligence Obligations in Supply Chains (LkSG), such as human rights violations and environmental crimes. Fraport has set up an electronic whistleblower system and appointed an external ombudsman for this purpose. Employees can also contact internal representatives. The information received is carefully and conscientiously evaluated and examined. Compliance breaches are systematically penalized, and any grievances are remedied. Whistleblowers are protected by the highest level of confidentiality and, where possible, by ensuring their anonymity. Fraport employees are regularly informed on the topic of compliance through various internal channels and undergo training courses. The Code of Conduct and other compliance guidelines in place at the Fraport Group are available to employees on the corresponding information platforms. In its Supplier Code of Conduct, Fraport describes the requirements and principles for cooperation with contractors, suppliers, and service providers. The contractually agreed Supplier Code of Conduct obliges them to comply with the applicable national laws and the relevant internationally recognized standards, guidelines, and principles, as also stipulated in the Code of Conduct.

The Compliance Management System (CMS) at Fraport is a systematic tool for ensuring legal and compliant behavior within the Group. The objective of the CMS is to ensure corporate management based on values and with integrity that goes beyond the mere fulfillment of standards. The CMS of Fraport AG is based on and starts with a rolling compliance risk analysis (CRA), which includes the fight against corruption as one focus area. Within the compliance system at the Fraport Group, a distinction must be made between central and local levels. Every member of the Executive Board of Fraport AG is also responsible for the organization of compliance within the Fraport Group. It has assigned the Head of the Legal Affairs and Compliance central unit, who also serves as Chief Compliance Officer, to develop, organize, and operate the CMS of Fraport AG. The Group companies are obliged to set up a local CMS in accordance with the minimum standards set out in the relevant Group guidelines. Responsibility for the individual CMS within the Group lies with the local management of the respective Group company. The central CMS organization is responsible for the Group's requirements with regard to the minimum standards for the design of the local CMS. The finance and audit committee is informed at least once per year of the status of the CMS within the Group by the Executive Board.

## Responsible Corporate Governance

Fraport is a community and partnership-oriented group. Fraport aims to remain competitive at all sites and in all operational units and thereby secure jobs with fair and just working conditions. Fraport offers good working conditions based on collective bargaining agreements, professional and personal development pathways, and a highly developed corporate ethic. The long-held objective of Fraport to offer all employees a high level of workplace security is a significant factor for the appeal of Fraport as an employer, especially in the current conditions of the labor market. Comprehensive, integrated occupational health and safety is also an important component of overall corporate responsibility at Fraport. Comprehensive protective measures have been taken at both the Frankfurt site and the Group airports.

The objective of the Fraport.2030 Group strategy is to delight customers and, from a financial perspective, to achieve the defined targets for EBITDA and free cash flow in 2030. This aim is reflected in the three key strategic priorities: growth and sustainability, efficiency and innovation, and top employer.

In addition to the stated financial goals, the corporate strategy also includes ecological and social priorities and reflects the basic understanding of Fraport of balanced corporate management. The Fraport Group's pursuit of "growth and sustainability", "efficiency and innovation", and "top employer" makes sustainability a strategic priority for the Group. To this end, the Fraport Group is committed to maintaining a sustainable, conserving, and preventive approach to natural resources and the environment. The topic of sustainability has already been of particular significance for Fraport in recent years. The stated goal for Fraport AG and the Fraport Group is to achieve neutrality with regard to all greenhouse gases (net zero) within scopes 1 (direct emissions) and 2 (indirect emissions) by 2045. Ambitious milestones for greenhouse gas reductions on the path toward greenhouse gas neutrality by 2045 were agreed for both Fraport AG and the Fraport Group with a view to achieving this goal. In 2022, a "decarbonization master plan" was adopted to enable Fraport to meet its sustainability goals.

Starting with Fraport AG, the "decarbonization master plan" was successfully rolled out to all areas of the Fraport Group in the course of fiscal year 2023. Under the plan, the foreign equity holdings have defined measures for a carbon reduction path similar to the process at the Frankfurt site. A Decarbonization Board was created to ensure continuous monitoring of the implementation of the "decarbonization master plan", which regularly reports to the Executive Board on the implementation status of the measures. Examples of the numerous concrete measures taken to reduce CO<sub>2</sub> emissions include the establishment of a ground-mounted photovoltaic system next to the North-West landing strip, the increasing purchase of green electricity, and the expansion of the infrastructure for alternative drive systems of vehicles at the Frankfurt site. Based on the findings of the Decarbonization Board, the Executive Board decided in 2024 to include not just CO<sub>2</sub> emissions but all greenhouse gases in the reduction targets, and so to focus on greenhouse gas neutrality (net zero) as a new, overarching Group target. Accordingly, the Fraport Group is committed to achieving the target of net zero in scopes 1 and 2 at its home site in Frankfurt and at all other fully consolidated sites worldwide by 2045. Fraport is thus pursuing the Net Zero Initiative of ACI Europe (Airports Council International Europe) and numerous other international airports.

In addition to the pursuit of financial objectives, the Executive Board takes account of the non-financial criteria defined by the Board in its resolutions. Using non-financial indicators such as greenhouse gas emissions, which are measured as of June 30 and December 31 of a calendar year, and employee satisfaction, which is determined annually, the company regularly measures the degree of target achievement. Corporate planning includes projects and measures aimed at achieving the financial and sustainability-related goals. The level of remuneration of the members of the Executive Board is also linked to the achievement of key Group targets – in particular sustainable growth in Frankfurt/Main and internationally, as well as increased profitability and competitiveness. The amendments to the Executive Board remuneration system effective as of January 1, 2025, are aimed in particular at providing stronger incentives for the implementation of the Fraport Group's sustainability strategy.

Lastly, Fraport AG is involved in community, cultural, and social initiatives by sponsoring associations and supporting volunteer activities.

Further corporate governance practices are publicly available on the company's website at [www.fraport.com](https://www.fraport.com).

## Further Information

### Remuneration of the Executive Board and the Supervisory Board

The essential features of the remuneration system, as well as the disclosures on the remuneration of the Executive Board and the Supervisory Board for the 2025 fiscal year, can be found in the Remuneration Report. The Remuneration Report was subject to a formal and substantive audit by the auditor Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main. The Remuneration Report is published as a separate document at <https://www.fraport.com/en/investors/publications-events.html>.

### Acquisition or Disposal of Company Shares (directors' dealings)

Pursuant to Article 19 of the Market Abuse Regulation (MAR), board members and other managers (directors) and persons closely related thereto are legally obliged to disclose the acquisition or disposal of shares of Fraport AG or any financial instruments related thereto, if the value of the transactions undertaken exceeds the sum of €50,000 within one calendar year. The notifications in this respect are immediately disclosed by Fraport AG.

### Shareholdings of the Bodies

The total shareholdings of all members of the Executive Board and Supervisory Board amount to less than 1% of the total number of shares issued by Fraport AG.

### Risk and Opportunity Management

For Fraport, corporate governance also means handling corporate risks and opportunities responsibly. For this reason, Fraport has introduced a comprehensive Group-wide risk and opportunity management system. The structure of the risk and opportunity management system and a report on key risks and corporate opportunities are presented in detail by the Executive Board in the Combined Management Report for the fiscal year. Depending on their importance for the company, changes to key risks or significant opportunities opening up during the year are published either in an ad hoc disclosure or as part of the financial reporting during the year.

The Internal Audit System (IAS) and the Risk Management System (RMS) are implemented by means of guidelines within the Fraport Group. The measures required in order to meet the sustainability-related corporate goals are also subjected to an (ongoing) deviation analysis within the Risk Management System.

The processes, risks, and audits within the IAS are reviewed and updated annually by way of adequacy checks. The effectiveness of the IAS is checked by means of an annual control self-assessment performed by the control officer and approved by the process owner (dual verification principle). The results of the control self-assessment are presented annually in the finance and audit committee. The IAS and the further development of the RMS are audited by the internal audit team.

The early risk recognition system is also part of the auditor's annual audit. The effectiveness of the internal control and risk management system, the internal auditing system, and the audit of accounts is monitored by the Supervisory Board. At Fraport, the finance and audit committee of the Fraport AG Supervisory Board performs this task in accordance with Section 107(3) of the AktG.

### Accounting and Audit of Accounts

Fraport prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as applicable in the European Union, and the additional applicable requirements of German commercial law pursuant to Section 315e(1) of the HGB. A Combined Management Report is prepared in accordance with Section 315(5) of the HGB. The annual financial statements of Fraport AG are prepared in accordance with the HGB. Further information on the accounting principles is available in the notes to the respective financial statements. The annual and consolidated financial statements are published within 90 days of the end of the fiscal year.

The annual and consolidated financial statements and the Combined Management Report of Fraport are audited by an auditor in accordance with Section 316 of the HGB. Based on the resolution of the 2025 Annual General Meeting, this is Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main (hereinafter: Deloitte), for fiscal year 2025. Prior to submitting the election proposal, the Supervisory Board and its Finance and Audit Committee obtained a declaration of independence from Deloitte. The audit of the consolidated financial statements and the Combined Management Report was conducted in accordance with Section 317 of the German Commercial Code (HGB) and the EU Audit Regulation (No. 537/2014; hereinafter the "EU Audit Regulation"),

with due regard to the German generally accepted standards for the audit of financial statements as promulgated by the Institute of Public Auditors in Germany (IDW). It was agreed with the auditor that the latter would immediately inform the Fraport AG Supervisory Board of any possible grounds for disqualification or bias arising during the audit, provided that these were not remedied immediately. The auditor shall also immediately report on all findings and incidents arising during the audit of the consolidated financial statements and the Combined Management Report, which are significant for the tasks of the Supervisory Board. In addition, the auditor must inform the Supervisory Board and record in the audit report if it finds facts that reveal an inaccuracy in the statement of compliance submitted by the Executive Board and Supervisory Board in accordance with Section 161 of the AktG while performing the audit of the consolidated financial statements and the Combined Management Report.

During the year, the auditor also participated in meetings with the finance and audit committee regarding the Group interim financial statements, and meetings with the Fraport AG Supervisory Board regarding the annual and consolidated financial statements. In accordance with Recommendation D.10 of the GCGC, the finance and audit committee discussed with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The Chairwoman of the audit committee, Dr. Haase, regularly discussed the progress of the audit with the auditor and reported to the committee on this. The finance and audit committee consults with the external auditors on a regular basis, also without the Executive Board.

### **Disclosure of the Joint Statement on Corporate Governance and Corporate Governance Report**

The Executive Board published the combined statement on corporate governance on March 17, 2026, at

🔗 <https://www.fraport.com/en/investors/corporate-governance.html>.