



***First Compliance Statement  
for the Year 2014***

***(Date: April 8, 2014)***

## ***Update to the Compliance Statement dated December 17, 2013***

The Executive Board and Supervisory Board of Fraport AG state pursuant to Article 161 of the German Stock Corporation Act (AktG):

In the last Compliance Statement, dated December 17, 2013, the Executive Board and Supervisory Board of Fraport AG stated that the recommendations made by the Government Commission on the German Corporate Governance Code in the version dated May 13, 2013 (hereinafter "GCGC"), would be complied with in the future. With regard to this future compliance, an update is needed to the effect that section 5.4.1 paragraph 3 sentence 1 of the GCGC with regard to the self-established age limit for Supervisory Board members will not be complied with in the case of a nomination submitted by the Supervisory Board, for the Supervisory Board elections, to the annual general meeting to be held on May 30, 2014.

### Reasons:

Section 5.4.1 paragraph 2 sentence 3 of the Fraport code specifies, in connection with designation of concrete goals for the composition of the Supervisory Board, that at the time of election or re-election to the Supervisory Board members should not be older than 65 and that they should retire from the Supervisory Board at the latest after the annual general meeting in the year in which they reach the age of 70.

The candidate proposed by the Supervisory Board for this year's annual general meeting as a successor to Mr. Jörg-Uwe Hahn, Frank-Peter Kaufmann, will already be 66 years old at the time of the election. The age limit specified in the Fraport code as a goal for the composition of the Supervisory Board will therefore, by way of exception, not be taken into account in accordance with section 5.4.1 paragraph 3 sentence 1 of the GCGC, at least with regard to the entry age of 65 years, in the nomination that has been submitted, such that a deviation from the GCGC is declared in this regard.

Despite the self-established age limit of 65 years at the time of the election being exceeded by one year, the Supervisory Board believes Mr. Frank-Peter Kaufmann is a suitable successor for Mr. Jörg-Uwe Hahn, who is leaving the board. Like his predecessor, he is a member of the Landtag of the state of Hesse and is also supported by the state. With his election district in Offenbach and his involvement in the regional assembly for southern Hesse and the regional association for the Frankfurt/Rhine-Main region, Mr. Kaufmann is a state politician with close ties to the region around Frankfurt Airport. His political areas of focus concern not only the state budget, but also Frankfurt Airport as well as regional planning and development policies. Because of his political focuses, Mr. Kaufmann also takes a critical approach to a number of

topics related to Frankfurt Airport. He will thus be able to support Fraport AG in dialogue with all of its stakeholders.

The Compliance Statement dated December 17, 2013, is now updated to the effect that the GCGC will be complied with in the future, but with the exception of the recommendation in section 5.4.1 paragraph 3 sentence 1 of the GCGC, which will not be complied with in the case of the nomination for the Supervisory Board elections submitted to the annual general meeting to be held on May 30, 2014, with regard to the candidate Frank-Peter Kaufmann.

In all other respects, the Compliance Statement dated December 17, 2013, remains unchanged.

Frankfurt am Main, April 8, 2014