

## **Joint 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 German Commercial Code (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 joint 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 22 of the German Corporate Governance Code in its amended version from December 16, 2019, as published on March 20, 2020, (hereinafter: GCGC) on the corporate governance of the company.

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 the highest 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 it to meet these 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 primarily orients itself to 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 principles, 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 16, 2021**

The Executive Board and the Supervisory Board last issued the following statement of compliance under Section 161 of the AktG on December 16, 2021:

“Since the last statement of compliance was issued on December 17, 2020, Fraport AG has complied with and will continue to comply with the recommendations by the Government Commission on the German Corporate Governance Code in the amended version of December 16, 2019 (GCGC) published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette.”

The statement of compliance was promptly made permanently available to the shareholders on the company's website at [www.fraport.com/en/investors/corporate-governance.html](http://www.fraport.com/en/investors/corporate-governance.html).

### **GCGC recommendations**

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

## Disclosures on other corporate management practices

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

### 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.

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 when dealing with the economic, legal, and moral challenges of everyday business.

There are several ways for employees and customers around the world to report potential compliance breaches securely and in confidence. The information received is carefully and conscientiously evaluated and examined. Compliance breaches are systematically penalized, and any grievances are remedied.

Fraport employees are regularly informed on the topic of compliance through various internal channels and undergo training courses. The Code of Conduct for Employees and the Compliance Guidelines in place at the Fraport Group are available to the 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 for Employees.

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 responsibility for the CMS lies with the management of each respective Group company; the Executive Board is responsible for the CMS of Fraport AG. It has assigned the Head of the Legal Affairs and Compliance central unit as Chief Compliance Officer to develop, organize, and operate Fraport AG's Compliance Management System.

### Responsible corporate governance

Fraport is a community and partnership-oriented corporation. 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 options, and a highly developed corporate ethic. Although the coronavirus pandemic once again forced the need for short-time work schedules in the second year of the pandemic in order to continue to keep the company profitable and competitive under changing market conditions, Fraport's objective remains to provide high job security for all employees. Holistic, integrated health and safety at the workplace is also an essential part of the overall corporate responsibility of Fraport, especially when facing the coronavirus pandemic. Comprehensive protective measures have been taken at both the Frankfurt site and the Group airports.

The Fraport Group is also committed to maintaining a sustainable, conserving, and preventive approach to natural resources and the environment. Ambitious CO<sub>2</sub> targets for 2030 have been agreed for both Fraport AG and the Fraport Group. The declared goal for Fraport AG and the Fraport Group is to be climate neutral by 2045.

Fraport AG's funding concept for its community, cultural, and social engagement is "Active for the Region". It primarily serves to boost clubs and support volunteer work in the region around Frankfurt Airport. However, in 2021 and presumably in the years to come, the effects of the coronavirus pandemic have again forced Fraport AG to reduce expenses that are not directly related to its core business.

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

For Fraport, a responsible and transparent corporate management and monitoring structure 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; the Supervisory Board monitors the Executive Board. The members of the Executive Board and the Supervisory Board work closely together in the interest of the company.

### Executive Board

The Executive Board of Fraport AG is comprised of the following five members: Dr. Stefan Schulte (Chair), Anke Giesen, Michael Müller, Dr. Pierre Dominique Prümm, and Prof. Dr. Matthias Zieschang. As the management body, it conducts the business of the company. The Executive Board 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 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 the rules of procedure as an annex.

On this basis, 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. In addition, 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. The length of the appointment of the Executive Board members is geared toward the long term and has thus far been five years as a standard. Deviating from this standard, at its meeting on June 21, 2021, the Supervisory Board extended the appointment of Prof. Dr. Zieschang as a member of the Management Board for a further three years and ten months until January 31, 2026, with effect from April 1, 2022. The age limit for members of the Executive Board has, in principle, been set at 65. Remuneration of the Executive Board comprises fixed and performance-related components. The Remuneration Report for fiscal year 2021, the auditor’s report pursuant to Section 162 of the German Stock Corporation Act (AktG) and the applicable remuneration system for the Executive Board are published at [www.fraport.com/publications](http://www.fraport.com/publications).

The Executive Board usually meets weekly 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 tie 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 German Commercial Code (HGB) and information on the respective areas of responsibility can be found in the Group Notes, note 55. CVs of the members of the Executive Board are available on the company’s website under [Executive Board \(fraport.com\)](http://www.fraport.com).

### Supervisory Board

The Supervisory Board of Fraport AG supervises the activities of the Executive Board. It is composed of an equal number of representatives of shareholders and employees and comprises 20 members. The ten shareholder representatives are elected by the AGM, and the ten employee representatives are elected by the employees in accordance with the provisions of 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 tie vote, the chair of the Supervisory Board, who must be a shareholder representative, is entitled to a second vote. Beyond this, the rules of procedure regulate, in particular, the creation and powers of committees of the Supervisory Board.

The Supervisory Board generally meets four times a year (in 2021: eight meetings, including a strategy session) and regularly reviews the efficiency of its activities. In the year under review, this self-assessment was carried out on the basis of and as an update of the results obtained in 2020, which were discussed in depth at the September meeting. The discussion focused on the digitization of the committee’s work and the corresponding access to information.

In the report of the Supervisory Board, the Supervisory Board summarizes its activities of the past fiscal year on an annual basis. The report of the Supervisory Board for the fiscal year 2021 can be found in the Annual Report 2021. The Remuneration Report for the financial year 2021, the auditor's report pursuant to § 162 of the German Stock Corporation Act (AktG), the current compensation system of the Supervisory Board and the last remuneration resolution pursuant to Section 113 (3) AktG are published at [www.fraport.com/publications](http://www.fraport.com/publications).

At the time of publication of this joint 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)	Claudia Amier (Vice Chair) (Member of Supervisory Board since 31.05.2013 until 10.02.2022 and since 16.02.2022)
Uwe Becker (Member of Supervisory Board since 31.05.2013)	Devrim Arslan (Member of Supervisory Board since 31.05.2013 until 10.02.2022 and since 16.02.2022)
Peter Feldmann (Member of Supervisory Board since 03.09.2012)	Hakan Bölükmeşe (Member of Supervisory Board since 29.05.2018 until 10.02.2022 and since 16.02.2022)
Peter Gerber (Member of Supervisory Board 30.05.2014)	Hakan Cicek (Member of Supervisory Board since 31.05.2013 until 10.02.2022 and since 16.02.2022)
Dr. Margarete Haase (Member of Supervisory Board 01.01.2011)	Dr. Ulrich Kipper (Member of Supervisory Board since 29.05.2018 until 10.02.2022 and since 16.02.2022)
Frank-Peter Kaufmann (Member of Supervisory Board 30.05.2014)	Ramona Lindner (Member of Supervisory Board since 16.02.2022)
Lothar Klemm (Member of Supervisory Board 10.05.1999)	Mira Neumaier (Member of Supervisory Board since 04.03.2021)
Michael Odenwald (Member of Supervisory Board 11.12.2012)	Matthias Pöschko (Member of Supervisory Board since 01.01.2021 until 10.02.2022 and since 16.02.2022)
Sonja Wärntges (Member of Supervisory Board 16.10.2020)	Qadeer Rana (Member of Supervisory Board since 29.05.2018 until 10.02.2022 and since 16.02.2022)
Prof. Dr.-Ing. Katja Windt (Member of Supervisory Board 11.05.2012)	Mathias Venema (Member of Supervisory Board since 01.07.2020 until 10.02.2022 and since 16.02.2022)

In the course of a legally binding challenge to the elections of employee representatives on the Supervisory Board, the elected members left the Supervisory Board on February 10, 2022. Until the resolution on the challenge became final, the persons whose election was contested remained full members of the Supervisory Board. Ms. Mira Neumaier, who was appointed as an employee representative to the Supervisory Board by decision of the Register Court of the District Court of Frankfurt am Main on March 4, 2021, is not affected by the challenge and remains a member of the Supervisory Board. By decision of February 16, 2022, the Register Court of the Amtsgericht Frankfurt/Main, ordered a judicial replacement appointment for the departed members of the Supervisory Board at the request of the Executive Board. Since then, the Supervisory Board has again been composed of 20 members. In addition to co-determination considerations, the appeal and the judicial (replacement) appointment also took into account and complied with the requirements of stock corporation law for the proportion of women on a supervisory board. In the period from July 1, 2021 to February 10, 2022, Ms. Yvonne Dunkelmann was a member of the Supervisory Board as an employee representative. By means of the court appointment of February 16, 2022, Ms. Ramona Lindner succeeded her as employee representative on the Supervisory Board.

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 German Commercial Code (HGB) can be found in the Group Notes, note 56. CVs of the members of the Supervisory Board are available on the company's website under [Supervisory Board & Economic Advisory \(fraport.com\)](http://www.fraport.com).

### 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, 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 at the date of publication of this statement.

## Committees of the Supervisory Board

Committee	Functions	Regular number of meetings	Meetings 2021	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               <ul style="list-style-type: none"> <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> </ul> </li> <li>&gt; Statement of opinion               <ul style="list-style-type: none"> <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 combined non-financial 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> </ul> </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) Claudia Amier (Vice-Chair) Hakan Cicek Dr. Ulrich Kipper Lothar Klemm Michael Odenwald Qadeer Rana Sonja Wärntges
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	5	8	Lothar Klemm (Chair) Mira Neumaier (Vice-Chair) Uwe Becker Hakan Bölükmeşe Frank-Peter Kaufmann Ramona Lindner Matthias Pöschko Prof. Dr. 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	Mathias Venema (Chair) Frank-Peter Kaufmann (Vice-Chair) Devrim Arslan Hakan Bölükmeşe Michael Odenwald Qadeer Rana Sonja Wärntges Prof. Dr. 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	5	8	Chairman of the Supervisory Board Michael Boddenberg (ex officio) Vice Chairman Claudia Amier (ex officio) Devrim Arslan Uwe Becker Dr. Margarete Haase Frank-Peter Kaufmann Matthias Pöschko Mathias Venema
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 Claudia Amier (ex officio) Lothar Klemm Mathias Venema
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	Michael Boddenberg (ex officio) Uwe Becker Dr. Margarete Haase

## Shareholders and AGM

The shareholders of Fraport AG exercise their rights at the AGM 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 AGM 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 approval of the actions of the members of the Supervisory Board and approval of the actions of the Executive Board, the selection of the auditor, amendments to the company statutes, and other tasks. The shareholders can either exercise their right to vote in person or can authorize third parties to exercise their right to vote. The Executive Board is authorized to ensure that shareholders may cast their votes in writing or by electronic communication (mail-in ballot). Each share entitles its holder to one vote in the voting.

The German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the coronavirus pandemic, which entered into effect on March 28, 2020 to combat the effects of the pandemic and was amended by Article 11 of the Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adaptation of Pandemic-Related Regulations in Society, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law of December 22, 2020 (Federal Law Gazette I No. 67 2020, p. 3332), opened up the possibility, as in 2020, of holding annual general meetings in 2021 without the physical presence of shareholders or their representatives (virtual general meeting). The Executive Board of Fraport AG made use of this opportunity in 2021 with the consent of the Supervisory Board. Article 15 of the Act on the Establishment of a Special Fund "Development Aid 2021" and on the temporary suspension of the obligation to file for insolvency due to heavy rainfall and flooding in July 2021 and the amendments to other laws of September 10, 2021 (Federal Law Gazette I No. 63 2021, p. 4153) extended its validity until August 31, 2022, according to which ordinary annual general meetings can also be held online in 2022 without the physical presence of shareholders or their representatives.

## 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 as amended by the Second Management Positions Act (FüPoG II), Fraport AG, as a listed company to which the 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). In the year under review, Fraport AG complied with this requirement.

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

The targets for the proportion of women on the Supervisory Board of Fraport AG does not need to be determined, since there is already a fixed gender ratio for the Supervisory Board, as is the case at Fraport AG, according to Section 96 (2) AktG.

## Targets for the Executive Board

If the minimum participation requirement applies to the Executive Board, the obligation to set targets for the Executive Board ceases to apply in accordance with the provisions of the German Stock Corporation Act (Aktiengesetz) as amended by the FüPoG II.

The Supervisory Board set a target of 25% for the proportion of women on the Fraport AG Executive Board at its meeting of September 18, 2015, and this target remained even after the obligation to set targets for the Executive Board had been eliminated. This target should have been reached by June 30, 2017. As the Executive Board has been extended by one member and thus has consisted of one female and four male members as of July 1, 2019, this target is currently being missed. In view of the expected profound change in the aviation market and the associated major changes in traffic and terminal usage structures, the Supervisory Board considered it appropriate for the Executive Board to expand the responsibilities by the Executive Director "Aviation and Infrastructure" including the "Airside and Terminal Management, Corporate Safety and Security" strategic business unit (now called "Aviation") as well as the "Corporate Infrastructure Management" central unit and to appoint an internal expert. Nonetheless, the target remains in effect as regards future decisions on appointments to the Executive Board.

### **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 AktG and Principle 3 of the GCGC.

At the turn of the year 2016/2017, the Executive Board set a target of 30.0% for the proportion of women in the first management level below the Executive Board (“direct reports”) and a target of 30.0% for the proportion of women for the subordinate management level (“direct reports” to the first management level) as at December 31, 2021, for Fraport AG. As at the balance sheet date for 2021, the actual proportion of women in the first management level amounted to approximately 22.7% and 27.5% in the second management level.

For the period from January 1, 2022, to December 31, 2026, the Executive Board set a target of 31.8% for the proportion of women in the first management level below the Executive Board (“direct reports”) and a target of 30.9% for the proportion of women for the subordinate management level (“direct reports” to the first management level). Regarding Group companies in Germany, the Executive Board set a target of 30.8% for the proportion of women in the first management level below the Executive Board (“direct reports”) and a target of 30.2% for the proportion of women for the subordinate management level (“direct reports” to the first management level) for the same period.

### **Gender ratio on the Supervisory Board**

After the “Act on Equal Participation of Women and Men in Management Positions in the Private and Public Sector” came into force on May 1, 2015, the statutory gender ratios of a minimum of 30% women and 30% men on the Supervisory Board must be complied with (Section 96 (2) of the AktG, Principle 11 of the GCGC) as part of the new elections and postings to Fraport’s Supervisory Board that became necessary from January 1, 2016.

In this respect, the Supervisory Board decided at its meeting of September 18, 2015, that these ratios are to be met separately for shareholders and for employees. This requirement was fulfilled in the new elections of the Supervisory Board in 2018 as well as the subsequent court orders and the special elections to the Supervisory Board in 2020 and 2021. The Supervisory Board currently comprises three female and seven male shareholder representatives and three female and seven male employee representatives.

### **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**

On June 27, 2016, in accordance with Recommendation C.1 of the GCGC and Section 289f (2) Nr. 6 of the HGB, the Supervisory Board adopted its specific targets for its composition as well as a competency profile for the overall board. The targets for the composition of the Supervisory Board and the competency profile for the overall board (including the diversity concept) are as follows:

“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 Executive Board 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. These should include, inter alia, 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 international company such as Fraport AG.

In adherence to the age limits set by the Supervisory Board, which is set as 72 years of age at the time of election or reelection, candidates should be put forward who are able to perform the duties of a member of a supervisory board of an international company and safeguard the reputation of Fraport AG through their integrity, motivation, availability, and personality. 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.”

Concerning the extent to which this policy has been implemented, it can be stated that the current Supervisory Board, whose members offer a wide range of economic, political, and corporate expertise, has the knowledge, skills, and experience required to properly perform its duties. The objectives for the composition of the Supervisory Board and the competence profile for the overall Supervisory Board (including the diversity concept) were taken into account in the special election to the Supervisory Board in 2021.

In addition, the Supervisory Board has both a sufficient number of members with international experience and an adequate number of members with a strong regional connection, as some of them hold seats in local and regional governments.

With regard to further diversity, the Supervisory Board had already updated the target it established in the 2015 fiscal year – as mentioned above – for the proportion of women on the Board: “The Supervisory Board shall be composed of at least 30% women and 30% men, and this ratio is to be met separately for shareholder representatives and for employee representatives.”

In line with this objective, the Supervisory Board has comprised three female and seven male shareholder representatives and three female and seven male employee representatives since the 2018 Annual General Meeting and the special election to the Supervisory Board at the 2020 Annual General Meeting.

The supervisory board members Dr. Margarete Haase, who is chairwoman of the finance and audit committee, and Ms. Sonja Wärntges both have expertise in the areas of accounting and auditing, which fulfills the requirement in Section 100 (5) of AktG that states at least two members of the Supervisory Board and the finance and audit committee must have such expertise. The Supervisory Board of Fraport AG thus meets the requirements of the Act on the Strengthening of Financial Market Integrity (FISG) with regard to the requirement of Supervisory Board members with expertise in the areas of accounting and 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 GCGC). The Supervisory Board decided that the board should include at least three independent shareholder representatives. Regarding this objective, the Supervisory Board had as its members Dr. Margarete Haase, Dr. Katja Windt, and Ms. Sonja Wärntges, which means that it has reached its goal of having three shareholder representatives independent of the company, the Executive Board, and the controlling shareholder. 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. It should also be noted that both the Chair of the Supervisory Board as well as the Chair of the audit committee, and the Chair of the executive committee are considered to be independent within the meaning of Recommendation C.10 of the GCGC.

In the future, the nomination committee and the Supervisory Board will also adequately take into account this objective for the composition of the Supervisory Board when presenting candidates for election to the Supervisory Board at the Annual General Meeting.

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 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 German Corporate Governance Code, long-term succession planning takes into account the target set by the Supervisory Board for the proportion of women on the Executive Board as well as other diversity criteria. 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 available candidates. Structured discussions are held with these candidates. A recommendation for a resolution is then submitted to the Supervisory Board.



## 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 2021 fiscal year can be found in the remuneration report. The remuneration report was subject to a formal and substantive audit by the auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft. The remuneration report is published as a separate document at [www.fraport.com/publications](http://www.fraport.com/publications).

### Acquisition or disposal of company shares (directors' dealings)

Pursuant to Section 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 €20,000 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 are 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 early risk recognition system is also part of the annual audit by the auditor. The effectiveness of the internal control and risk management system, and of the internal auditing system as well as 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 provisions of 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. On the basis of the AGM's resolution, in fiscal year 2020 this was PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (hereinafter referred to as PwC), which is thus auditing Fraport for the eighth consecutive year. Prior to the submission of the nomination, the Supervisory Board and its audit committee obtained a declaration of independence from PwC. The audit of the consolidated financial statements and the combined management report was carried out in accordance with Section 317 of the HGB and the EU Audit Regulation (No. 537/2014, hereinafter referred to as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). It was agreed with the auditor that it will immediately inform the Fraport AG Supervisory Board of possible grounds for disqualification or partiality if these are not remedied at once. 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 discussions 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.

**Disclosure of the joint statement on corporate governance and corporate governance report**

The Executive Board disclosed the joint statement on corporate governance on March 14, 2022, at [www.fraport.com/en/investors/corporate-governance.html](http://www.fraport.com/en/investors/corporate-governance.html).