

*This document is a convenience translation only. The German version is decisive.*

## **Information on the rights of shareholders under § 122(2), § 126(1), § 127, § 131(1), § 295(1) sentence 2, § 293g(3) and § 245 no.1 AktG in conjunction with § 1(2) sentence 1 nos. 3 and 4, sentence 2 and sentence 3 of the COVID-19 Act**

The invitation convening the Annual General Meeting already contains information on the rights of shareholders under § 122(2), § 126(1), § 127, § 131(1), § 295(1) sentence 2, § 293g(3) and § 245 no.1 of the German Stock Corporation Act (Aktiengesetz – **AktG**) in conjunction with § 1(2) sentence 1 nos. 3 and 4, sentence 2 and sentence 3 of the German Act on Measures in Corporate, Cooperative, Association, Foundation, and Residential Property Law to Reduce the Effects of the COVID-19 Pandemic (the **COVID-19 Act**). The following information serves to provide a further explanation of these statutory provisions:

### **Requests for additions to the Agenda pursuant to § 122 (2) AktG**

Pursuant to § 122(2) AktG, shareholders whose shares together amount to one twentieth of the share capital or a stake of € 500,000.00 (corresponding to 50,000 shares) may request that items be placed on the Agenda and announced. Each new item must be accompanied by reasons justifying same or a draft resolution.

Those submitting such requests must document that they have been the owners of a sufficient number of shares since at least 90 days before the date the request is received and that these shares will be held until a decision is rendered by the Executive Board regarding their request. A corresponding confirmation from the custodian bank/final intermediary shall serve as sufficient evidence.

The request is to be addressed in writing to the Executive Board of the Company and must be received by the Company by no later than the end of May 1, 2021 (24:00 CEST). Shareholders are requested to use the following address for such requests:

Fraport AG  
Executive Board  
Attn. HV-Projektbüro (RAC-GB)  
60547 Frankfurt am Main, Germany

Additions to the Agenda to be announced – if not already announced when the meeting is convened – are to be immediately announced after receipt of the request in the Federal Gazette and forwarded to those media that can be expected to distribute the information throughout the European Union. They will also be announced at the Internet address [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) (available in German only) and reported to the shareholders in accordance with § 125(1) sentence 3 AktG. Proposed

resolutions which are enclosed in an admissible request for additions to the Agenda submitted in due time will be handled as if they had been raised verbally at the Annual General Meeting.

The provisions of the AktG on which this shareholder right is based can be found in the following excerpts:\*

*§ 122 AktG – Convening at the request of a minority (excerpt)*

*(1) <sup>1</sup> The general meeting shall be convened if shareholders whose shares cumulatively amount to one twentieth of the share capital request that the general meeting be convened in writing, specifying purpose and reasons; the request must be addressed to the executive board. <sup>2</sup>The articles of association may link the right to request that a general meeting be convened to a different format and to the possession of a lesser portion of the share capital. <sup>3</sup>Those submitting such requests must document that they have been the owners of the shares since at least 90 days before the date the request is received and that these shares will be held until a decision is rendered by the executive board regarding their request. <sup>4</sup>§ 121(7) shall apply accordingly.*

*(2) <sup>1</sup>In the same manner, shareholders whose shares together amount to one twentieth of the share capital or a stake of € 500,000 may request that items be placed on the agenda and announced. <sup>2</sup>Each new item must be accompanied by a justification or a proposed resolution. <sup>3</sup>The request in the sense of sentence 1 must be received by the company at least 24 days before the meeting; in the case of companies listed on the stock exchange, it must be received at least 30 days before the meeting; the date of its receipt shall not be included in calculating the period.*

*§ 121 AktG – General provisions (excerpt)*

*(7) <sup>1</sup>In cases of periods and deadlines that are counted back from the date of the meeting, the date of the meeting itself shall not be counted. <sup>2</sup>Rescheduling the meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. <sup>3</sup>§§ 187 through 193 of the German Civil Code (BGB) shall not apply accordingly. <sup>4</sup>In the case of companies not listed on the stock exchange, the articles of association may specify a different calculation for the period.*

*§ 70 AktG – Calculation of the shareholding period*

*<sup>1</sup>In cases where the exercise of rights connected with a share is dependent on the shareholder having held the share for a specific period of time, a claim to transfer of title against a bank, financial service provider or enterprise engaged in activities in accordance with § 53(1) sentence 1 or § 53b(1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen – KWG) shall be equivalent to ownership of the share. <sup>2</sup>The period of ownership of a predecessor in title shall be attributed to the shareholder if the shareholder acquired the*

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\* Courtesy translations of AktG and COVID-19 Act provided by Fraport AG

*share without monetary consideration, from the shareholder's trustee, as a universal successor, in the context of a distribution of assets among a community or as part of a portfolio transfer pursuant to § 13 of the German Insurance Supervisory Act (Versicherungsaufsichtsgesetz – VAG) or § 14 of the German Act on Savings and Loan Associations (Gesetz über Bausparkassen – BauSparG).*

*§ 87 AktG – Principles for the remuneration of executive board members (excerpt)*

*(4) The general meeting may reduce the maximum remuneration defined under § 87a(1) sentence 2 no. 1 by means of a request pursuant to § 122(2) sentence 1.*

The Articles of Association of Fraport AG do not make use of the option under § 122(1) sentence 2 AktG to link the right to request that a general meeting be convened to a different format and to the possession of a lesser portion of the share capital.

### ***Motions and nominations by shareholders pursuant to § 126(1) and § 127 AktG and § 1(2) sentence 3 of the COVID-19 Act***

Shareholders can send counter-motions to the proposals of the Executive Board and Supervisory Board on certain items of the Agenda as well as nominations for the election of members of the Supervisory Board and statutory auditors. Counter-motions must include reasons for same; nominations do not have to include reasons. Counter-motions for the Agenda and nominations are to be sent to the following address only:

Fraport AG  
HV-Projektbüro (RAC-GB)  
60547 Frankfurt am Main, Germany  
E-mail: HV-Projektbuero@fraport.de

Counter-motions and nominations received by the Company at the above address by no later than the end of May 17, 2021 (24:00 CEST) will be made available immediately after they are received on the website of the Company at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) under the further requirements of §§ 126, 127 AktG, including the name of the shareholders and – in the case of motions – the reasons for same. Any comments by management, as well as the notices and information in accordance with § 127 sentence 4 AktG in the case of nominations for the election of Supervisory Board members, will also be published at the aforementioned Internet address.

Counter-motions and nominations which are not addressed to the address of the management specified above or for which no evidence is provided of the shareholder status of the person submitting the counter-motion or proposal, as well as counter-motions submitted without justification, will not be made accessible online by the Company.

Counter-motions and their justifications may be exempt from the requirement to be made accessible subject to the conditions of § 126(2) AktG. Furthermore, the justification of a permissible counter-motion does not need to be made accessible if it is more than a total of 5,000 characters in length.

The Executive Board reserves the right to combine counter-motions and their justifications in the event that multiple shareholders submit counter-motions on the same subject matter of a resolution.

In the case of nominations, submissions may also be exempt from publication in cases other than those specified in § 126(2) AktG if the nomination does not contain the name, profession, and place of residence of the nominee(s). Furthermore, nominations for the election of Supervisory Board members are not required to be made accessible if they do not include information on the nominated candidate's membership of other statutory supervisory boards within the meaning of § 125(1) sentence 5 AktG. Information on their membership of comparable oversight bodies of commercial enterprises in Germany and abroad should be enclosed.

Motions or nominations by shareholders which must be made available in accordance with §§ 126 and 127 AktG be considered to have been submitted at the meeting if the shareholder raising the motion or submitting the nomination has been properly legitimated and is registered for the Annual General Meeting. No counter-motions or nominations can be submitted during the virtual Annual General Meeting.

The provisions of the AktG and the COVID-19 Act on which these shareholder rights are based, which determine factors including the conditions under which counter-motions and nominations may be exempt from being made accessible, can be found in the following excerpts:

#### *§ 126 AktG – Motions by shareholders*

*(1) <sup>1</sup>Motions by shareholders are to be made accessible to the beneficiaries set out in § 125(1–3), subject to the requirements specified therein, including the name of the shareholder, the justification for the motion, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent a counter-motion opposing a proposal by the executive board and supervisory board on a specific agenda item, including a justification, to the address specified for this purpose in the invitation convening the meeting at least 14 days prior to the company's general meeting. <sup>2</sup>The date of receipt shall not be included in the calculation of this period. <sup>3</sup>In cases of listed companies, this disclosure must take place via the company's website. <sup>4</sup>§ 125(3) shall apply accordingly.*

*(2) <sup>1</sup>Counter-motions and their justifications may be exempt from the requirement to be made accessible*

- 1. if this disclosure would render the executive board criminally liable,*
- 2. if the counter-motion would lead to a resolution by the general meeting in contravention of the law or the articles of association,*
- 3. if material points of the justification are manifestly incorrect or misleading or contain defamatory comments,*

4. if a counter-motion from the shareholder concerning the same matter has already been made accessible to a general meeting of the company in accordance with § 125,
5. if the same counter-motion from the shareholder with an essentially identical justification has already been made accessible to at least two general meetings of the company in accordance with § 125 within the last five years and received affirmative votes from less than one twentieth of the share capital represented,
6. if the shareholder reveals that they are not participating in the general meeting and are not being represented by proxy, or
7. If, in the past two years at two general meetings, the shareholder has failed to propose a counter-motion or has failed to have a counter-motion proposed regarding which the shareholder has informed the company.

<sup>2</sup>The justification does not need to be made accessible if it is more than a total of 5,000 characters in length.

(3) In the event that multiple shareholders submit counter-motions on the same subject matter of a resolution, the executive board may combine the counter-motions and their justifications.

#### § 127 AktG – Nominations by shareholders

<sup>1</sup>§ 126 shall apply analogously for nominations of supervisory board members or statutory auditors by shareholders. <sup>2</sup>A justification does not need to be provided for nominations. <sup>3</sup>It is also not necessary for the executive board to make the nomination accessible if the proposal does not contain the information pursuant to § 124(3) sentence 4 and § 125(1) sentence 5. <sup>4</sup>The executive board must supplement nominations by shareholders for supervisory board members of listed companies to which the Employee Co-Determination Act (Mitbestimmungsgesetz – MitbestG), the Act on Employee Co-Determination for Mining, Iron and Steel Enterprises (Montan-Mitbestimmungsgesetz – MontanMitbestG), or the Supplementary Act on Employee Co-Determination for Mining, Iron and Steel enterprises (Mitbestimmungsergänzungsgesetz – MontanMitbestGErgG) apply with the following content:

1. Reference to the requirements of § 96(2),
2. Specification of whether objection has been raised against comprehensive fulfillment pursuant to § 96(2) sentence 3, and
3. Specification of the respective minimum number of seats on the supervisory board that must be filled by women and men in order to fulfill the minimum ratio requirement pursuant to § 96(2) sentence 1.

#### § 124 AktG – Announcement of demands for amendment; proposed resolutions (excerpt)

(3) <sup>4</sup>Nominations of supervisory board members and auditors must specify the nominee's name, profession, and place of residence.

*§ 125 AktG – Notifications for shareholders and to supervisory board members (excerpt)*

*(1) <sup>1</sup>The executive board of a company that has not exclusively issued registered shares must notify the following parties that a general meeting is being convened at least 21 days before the general meeting:*

- 1. Intermediaries holding the company's shares in custody,*
- 2. Shareholders and intermediaries who have requested this notification, and*
- 3. Shareholder associations who have requested this notification or exercised voting rights at the last general meeting.*

*<sup>2</sup>The date of the notification shall not be included in calculating this period. <sup>3</sup>If the agenda is to be amended pursuant to § 122(2), the amended agenda must be shared in the notification in the case of listed companies. <sup>4</sup>The notification must make reference to the options of exercising voting rights through proxies or shareholder associations. <sup>5</sup>In the case of listed companies, any nominations of supervisory board members must be accompanied by information on nominees' membership of other statutory supervisory boards; information on their membership of comparable oversight bodies of commercial enterprises in Germany and abroad should be enclosed.*

*(3) Each supervisory board member may request that the executive board send them the same notifications.*

*(4) Notifications of the resolutions adopted at the general meeting must be sent to every supervisory board member and every shareholder upon request.*

*(5) <sup>1</sup>The content and format of the minimum level of information to be provided in the notifications in accordance with (1) sentence 1 and (2) are subject to the requirements of Implementing Regulation (EU) 2018/1212. <sup>2</sup>§ 67a(2) sentence 1 applies accordingly for (1) and (2). <sup>3</sup>In the case of listed companies, intermediaries holding the company's shares in custody are obligated to forward and transmit the information pursuant to (1) and (2) analogously to §§ 67a and 67b unless the intermediary is aware that the shareholder is receiving it from another source. <sup>4</sup>The same applies for non-listed companies, provided that the provisions of Implementing Regulation (EU) 2018/1212 are not applicable.*

*§ 1 COVID-19 Act – Stock corporations; partnerships limited by shares; European companies (SE); mutual companies (excerpt)*

*(2) <sup>3</sup>Motions or nominations by shareholders which must be made available in accordance with § 126 or § 127 AktG shall be considered to have been submitted at the meeting if the shareholder raising the motion or submitting the nomination has been properly legitimated and is registered for the Annual General Meeting.*

**Right to information in accordance with §§ 131(1), 295(1) sentence 2 and 293g(3) AktG in conjunction with § 1(2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act**

Shareholders' right to information is restricted in the event of a virtual Annual General Meeting pursuant to § 1(2) of the COVID-19 Act. Shareholders are, however, granted a right to ask questions electronically pursuant to § 1(2) sentence 1 no.3 and sentence 2 of the COVID-19 Act. The Executive Board may also stipulate that questions must be submitted no later than one day before the Annual General Meeting. The Executive Board of Fraport AG has taken this approach with the approval of the Supervisory Board. In accordance with § 1(2) sentence 2 of the COVID-19 Act, the Executive Board decides whether to answer questions solely at its own discretion.

Properly registered shareholders have the opportunity to ask questions electronically (cf. § 1(2) sentence 1 no. 3 of the COVID-19 Act). Any questions must be submitted via the Company's AGM portal accessible via the website [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) no later than one day before the Annual General Meeting, i.e. by the end of May 30, 2021 (24:00 CEST). The "Frage einreichen" ("Submit question") button is provided for this in the AGM portal. To be able to use the AGM portal, you must log in with the access code you received with your voting rights card. It is not possible to submit questions via any other transmission channel. No further questions can be submitted after the stated deadline has elapsed.

The Executive Board decides whether to answer questions solely at its own discretion. However, only questions which are submitted in German and do not exceed 1,000 characters in length (excluding spaces) will be answered. We intend to mention the questioners by name when answering the questions. With regard to this, please note the further explanations on data protection.

The provisions of the AktG and the COVID-19 Act on which these shareholder rights are based stipulate the following:

**§ 131 AktG – Shareholders' right to information**

*(1) <sup>1</sup>The executive board shall provide any shareholder with information on the affairs of the company upon request at the general meeting, provided this information is necessary for the proper assessment of an item on the agenda.*

*<sup>2</sup>The duty of information also extends to the company's legal and commercial ties with affiliated companies. <sup>3</sup>If a company makes use of the eased requirements pursuant to § 266(1) sentence 3, § 276, or § 288 HGB, then each shareholder may request, at the general meeting deliberating on the annual financial statements, that the annual financial statements be provided to the shareholder in the form that they would have without the eased requirements.*

*<sup>4</sup>The duty of the executive board of a parent company (§ 290(1 and 2) HGB) to provide information at the general meeting where the consolidated financial statements and consolidated management report are submitted shall also extend to the situation of the group and the enterprises included in the consolidated financial statements.*

*(2) <sup>1</sup>The information provided must correspond to the principles of conscientious and faithful accounting. <sup>2</sup>The articles of association or the rules of procedure*

*pursuant to § 129 may grant the chair of the meeting the authority to impose reasonable time limits on shareholders' rights to ask questions and speak and to make further determinations concerning the details in this regard.*

*(3) <sup>1</sup>The executive board may refuse a request for information:*

- 1. If the provision of the information is deemed on the basis of prudent business judgment to have the potential to cause a non-trivial disadvantage to the company or an affiliated enterprise;*
- 2. If it pertains to carrying values for tax purposes or the amount of individual taxes;*
- 3. Regarding the difference between the value at which items were stated in the annual balance sheet and a higher value of such items, unless the general meeting approves and establishes the annual financial statements;*
- 4. Regarding the accounting and valuation methods, insofar as it suffices to specify these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of § 264(2) HGB; this shall not apply if the general meeting approves and establishes the annual financial statements;*
- 5. If the provision of this information would render the executive board criminally liable;*
- 6. If, in the case of a bank or financial service provider, no information is required to be provided regarding the accounting and valuation methods applied or the netting performed in the annual financial statements, management report, consolidated financial statements, or consolidated management report;*
- 7. If the information is continuously available on the company's website during the general meeting and for at least seven days prior to its commencement.*

*<sup>2</sup>Refusal to provide information for reasons other than those specified above is not permissible.*

*(4) <sup>1</sup>If any shareholder has been provided with information because of the shareholder's capacity as such in a context outside the general meeting, this information must be provided to every other shareholder making a corresponding request, even if the information is not required in order to appropriately assess the agenda item in question. <sup>2</sup>The executive board may not refuse to provide information pursuant to (3) sentence 1 nos. 1–4.*

*<sup>3</sup>Sentences 1 and 2 do not apply if a subsidiary (§ 290(1 and 2) HGB), a joint venture (§ 310(1) HGB), or an associated enterprise (§ 311(1) HGB) issues the information to a parent company (§ 290(1 and 2) HGB) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*

*(5) If a shareholder's request for information is refused, the shareholder may demand that their question and the reason the information was refused be included in the minutes of the meeting.*

*§ 293g AktG – Conducting the general meeting*

*(3) Any shareholder shall also be provided with information on any of the affairs of the other contracting party which are relevant to the conclusion of the agreement upon request.*

*§ 295 AktG – Amendment (excerpt)*

*(1) <sup>1</sup>An inter-company agreement may be amended only with the consent of the general meeting. <sup>2</sup>§§ 293 through 294 apply analogously.*

*§ 1 COVID-19 Act – Stock corporations; partnerships limited by shares; European companies (SE); mutual companies (excerpt)*

*(2) <sup>1</sup>The executive board may decide that the meeting will be held as a virtual general meeting without the physical presence of shareholders and their proxies, if:*

*3. Shareholders are granted a right to ask questions electronically.*

*<sup>2</sup>The executive board decides whether to answer questions solely at its own discretion; it may also stipulate that questions must be submitted electronically at least one day before the meeting.*

***Raising of objections on the record***

Properly registered shareholders who have exercised their voting rights can raise objections to resolutions of the Annual Meeting electronically via the AGM portal up to the end of the Annual General Meeting and have them placed on record by the notary. The “Widerspruch einlegen” (“Raise objection”) button is provided for this in the AGM portal. To be able to use the AGM portal, you must log in with the access code you received with your voting rights card.

The provisions of the AktG and the COVID-19 Act on which this shareholder right is based stipulate the following:

*§ 245 AktG – Authority to challenge a resolution (excerpt)*

*The following shall have authority to challenge a resolution:*

*1. Any shareholder attending the general meeting, provided the shareholder had already purchased the shares before publication of the agenda and has raised an objection concerning the resolution and had it recorded in the minutes.*

*§ 1 COVID-19 Act – Stock corporations; partnerships limited by shares; European companies (SE); mutual companies (excerpt)*

*(2) <sup>1</sup>The executive board may decide that the meeting will be held as a virtual general meeting without the physical presence of shareholders and their proxies, if:*

- 4. Shareholders who have exercised their voting rights pursuant to no. 2 are granted the option of objecting to a resolution of the general meeting in deviation from § 245 no. 1 AktG subject to a waiver of the requirement of attendance at the general meeting.*