



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

Fraport AG
Frankfurt Airport Services Worldwide

Frankfurt am Main

ISIN DE0005773303

Invitation to the Annual General Meeting
(virtual Annual General Meeting)

We hereby cordially invite the shareholders of our Company to the **Annual General Meeting** of Fraport AG, to be held at **9:00 a.m. CEST on Tuesday, May 23, 2023**, as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies of the Company).

The entire meeting will be available via audio/video transmission in the Company's online portal (**AGM portal**), which can be accessed at <http://www.fraport.com/en/investors/annual-general-meeting.html> (further information below after the Agenda with the proposed resolutions). Shareholders who have properly registered for the Annual General Meeting and their proxies may electronically register for the entire Annual General Meeting via the AGM portal and exercise their rights – as described in detail in Section IV. below after the Agenda with the proposed resolutions. The exercise of voting rights by properly registered shareholders shall take place exclusively by absentee ballot, including in the case of the authorization of third-party proxies, which may also take place by way of electronic communication, or by issuing authorizations and instructions to proxies appointed by the Company.

The place of the Annual General Meeting within the meaning of the German Stock Corporation Act (Aktiengesetz – AktG) is Frankfurt am Main, Airport, Building 461, 60547 Frankfurt am Main, Germany. Shareholders and their proxies (with the exception of the Company's proxies) do not have the right or the option to attend the meeting in person.

I. Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report of the Company and the Group for the 2022 financial year, the report of the Supervisory Board and the explanatory report of the Executive Board on the information stipulated in Section 289a and Section 315a of the German Commercial Code (HGB)

On March 13, 2023, the Supervisory Board approved the annual financial statements and consolidated financial statements drawn up by the Executive Board in accordance with Section 172 AktG and thus adopted the annual financial statements. Therefore no resolution is required from the Annual General Meeting on this Agenda Item 1.

As the net retained profits of Fraport AG for the 2022 financial year amount to EUR 0.00 after the reversal of other reserves to cover the annual net deficit, the Agenda does not provide for a resolution by the Annual General Meeting on the appropriation of net retained profits.

The documents regarding Agenda Item 1 can be viewed on the Internet at <http://www.fraport.com/en/investors/annual-general-meeting.html> and will also be accessible during the Annual General Meeting.

2. Resolution on the ratification of the actions of the Executive Board for the financial year 2022

The Executive Board and the Supervisory Board propose granting ratification of the actions of the members of the Executive Board in office during the 2022 financial year for this period. It is intended to have the Annual General Meeting decide on the ratification of the actions of the members of the Executive Board by way of an individual vote.

The actions of the following members of the Executive Board in office in financial year 2022 are to be ratified: Dr. Stefan Schulte (Chair of the Executive Board), Anke Giesen, Julia Kranenberg, Michael Müller, Dr. Pierre Dominique Prümm and Professor Dr. Matthias Zieschang.

3. Resolution on the ratification of the actions of the Supervisory Board for the financial year 2022

The Executive Board and the Supervisory Board propose granting ratification of the actions of the members of the Supervisory Board in office during the 2022 financial year for this period. It is

intended to have the Annual General Meeting decide on the ratification of the actions of the members of the Supervisory Board by way of an individual vote.

The actions of the following members of the Supervisory Board in office in financial year 2022 are to be ratified: Michael Boddenberg (Chair of the Supervisory Board), Mathias Venema (Deputy Chair of the Supervisory Board), Claudia Amier, Devrim Arslan, Uwe Becker, Dr. Bastian Bergerhoff, Hakan Bölükmeşe, Ines Born, Hakan Cicek, Yvonne Dunkelmann, Peter Feldmann, Peter Gerber, Dr. Margarete Haase, Frank-Peter Kaufmann, Dr. Ulrich Kipper, Lothar Klemm, Karin Knappe, Ramona Lindner, Mira Neumaier, Michael Odenwald, Matthias Pöschko, Qadeer Rana, Sonja Wärntges and Professor Katja Windt.

4. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the financial year 2023

The Supervisory Board proposes on the recommendation of its Finance and Audit Committee that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the annual and consolidated financial statements for the 2023 financial year.

The recommendation of the Finance and Audit Committee on the proposed resolution was preceded by a procedure for selecting the auditor conducted in accordance with Article 16 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) (**EU Audit Regulation**). Subsequently, the Finance and Audit Committee recommended to the Supervisory Board, stating its reasons, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, and KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, for the tendered audit mandate and communicated a justified preference for Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main.

In accordance with the third subparagraph of Article 16(2) of the EU Audit Regulation, the Audit Committee of the Supervisory Board has declared that its recommendations are free from undue influence by third parties and that no restriction has been imposed on it with regard to the selection of a particular statutory auditor or audit firm (Article 16(6) of the EU Audit Regulation).

5. Resolution on the approval of the remuneration report for the financial year 2022

The executive boards and supervisory boards of listed companies must prepare a remuneration report in accordance with Section 162 AktG and submit it to the annual general meeting for approval in accordance with Section 120a(4) AktG each year. To implement these regulations, the Executive Board and Supervisory Board have prepared a report on the remuneration granted and

owed to each individual current or past member of the Executive Board and Supervisory Board in the 2022 financial year. In accordance with Section 162(3) AktG, the remuneration report has been checked by the statutory auditor of Fraport AG as to whether the disclosures stipulated under Section 162(1 and 2) AktG have been made. The statutory auditor has also audited the content of the report. The opinion on the audit of the remuneration report is enclosed with the remuneration report.

The Executive Board and Supervisory Board propose that the remuneration report of Fraport AG for the 2022 financial year be approved.

The remuneration report for the 2022 financial year and the opinion on the audit thereof by the statutory auditor are enclosed in this invitation after the agenda items under “II. Remuneration Report for the 2022 Financial Year” and are accessible via the Company’s website at <http://www.fraport.com/en/investors/annual-general-meeting.html>.

6. Resolution on the election of members of the Supervisory Board

The term of office of all shareholder representatives on the Supervisory Board shall end at the close of the Annual General Meeting on May 23, 2023. New elections are therefore necessary.

In accordance with Sections 95, 96(1), and 101(1) AktG and Section 6(2) in conjunction with Section 7(1) sentence 1 no. 3 of the German Co-Determination Act (MitbestG) and in accordance with Section 6(1) sentence 1 of the Articles of Association, the Supervisory Board consists of ten members to be elected by the Annual General Meeting and ten members to be elected by the employees. According to Section 96(2) sentence 1 AktG in conjunction with Section 1(1) MitbestG, at least 30 percent of the Supervisory Board members (i.e. at least six) must be women and at least 30 percent (i.e. at least six) must be men. In accordance with Section 96(2) sentence 3 AktG, the Supervisory Board resolved in November 2022 by written procedure that the quotas on the side of the shareholders and on the side of the employees have to be met separately. This means that the Supervisory Board must nominate for election no less than three women and three men to the Annual General Meeting on May 23, 2023. The gender quotas are met by the following election proposals.

The following election proposals are based on a recommendation by the Nomination Committee of the Supervisory Board. They take into account the targets resolved by the Supervisory Board for its composition as well as fulfillment of the requirements profile drawn up for the board as a whole by the Supervisory Board. More detailed information on the objectives of the Supervisory Board regarding its composition and on the profile of requirements for the board as a whole (including the diversity concept) is published in the Corporate Governance Statement, which is available on the

Internet at <http://www.fraport.com/en/investors/annual-general-meeting.html> as an integral part of the Annual Report.

The Supervisory Board's aim that the body should contain at least three independent shareholder representatives as defined by recommendation C.6 of the German Corporate Governance Code in the version dated April 28, 2022 (**DCGK**) is met by the following election proposals. Fraport AG also continues to fulfill recommendations C.7 and C.9 DCGK, which stipulate that more than half of the shareholder representatives should be independent from the Company and the Executive Board, and that at least two of the shareholder representatives should be independent from the controlling shareholder.

To take appropriate account of the objectives for the composition of the Supervisory Board in the election, in particular with regard to the age limit and the length of membership, and to be able to respond flexibly to changing requirements in terms of the members' expertise, the proposed term of office for some of the candidates named below shall not comprise the regular term of office of approximately five years. This will also allow the successive formation of a Supervisory Board with staggered terms of office for Supervisory Board members for the future. Michael Boddenberg, Dr. Bastian Bergerhoff, Kathrin Dahnke, Dr. Margarete Haase, Harry Hohmeister, Mike Josef, Sonja Wärntges and Professor Katja Windt shall be elected for approximately five years, and Frank-Peter Kaufmann and Lothar Klemm for approximately two years.

In accordance with the recommendation of the Nomination Committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board as shareholder representatives:

- a) **Michael Boddenberg**, Frankfurt am Main,
Hesse Finance Minister
- b) **Dr. Bastian Bergerhoff**, Frankfurt am Main,
City Treasurer and department head for finance, investments, and personnel of the City of Frankfurt,
- c) **Kathrin Dahnke**, Bielefeld,
Independent corporate consultant
- d) **Dr. Margarete Haase**, Ebersberg,
Independent corporate consultant
- e) **Harry Hohmeister**, Reit im Winkl,
Member of the Executive Board of Deutsche Lufthansa AG

- f) **Mike Josef**, Frankfurt am Main,
City councillor, department head for planning, housing und sports and elected Lord Mayor
of the City of Frankfurt am Main
- g) **Frank-Peter Kaufmann**, Dietzenbach,
Member of the State Parliament of Hesse, graduate physicist
- h) **Lothar Klemm**, Neuberg,
Secretary of State of Hesse, independent attorney
- i) **Sonja Wärntges**, Frankfurt am Main,
CEO of DIC Asset AG
- j) **Professor Katja Windt**, Bremen, Düsseldorf (secondary residence),
Member of the Management Board of SMS group GmbH

The proposed candidates under letters a) to f) and letters i) as well as j) shall be elected for the period until the end of the Annual General Meeting that adopts a resolution on ratification of the actions of the members of the Supervisory Board for the 2027 financial year. The proposed candidates under letters g) and h) shall be elected for the period until the end of the Annual General Meeting that adopts a resolution on ratification of the actions for the 2024 financial year.

The proposed different terms of office also serve to introduce a staggered structure of terms of office on the Supervisory Board ("Staggered Board"). This is intended to provide greater continuity and a smoother transition in the event of changes to the Supervisory Board through new elections. To this end, eight candidates will initially be proposed for election at this Annual General Meeting for a term of five years and two further candidates for a term of two years. The proposed term of office is intended to make use of the option provided for in the Fraport AG Articles of Association to appoint Supervisory Board members for a shorter term of office than the standard term of five years. In future by-elections or new elections to the Supervisory Board, election for a term of office of five years is then to be provided for in a staggered manner in each case. This structure avoids the need to re-elect all shareholder representatives to the Supervisory Board at a single Annual General Meeting, which could lead to a loss of experience on the Board. This increases the continuity and flexibility of the Supervisory Board.

The Supervisory Board has confirmed that the proposed candidate can devote the expected amount of time required for the role.

It is intended to let the Annual General Meeting decide on the elections to the Supervisory Board by way of separate votes. It is intended that Mr. Michael Boddenberg, if elected by the Annual

General Meeting, will be proposed as a candidate to chair the Supervisory Board when the new Supervisory Board is constituted.

With regard to the objective of the Supervisory Board that the board shall contain no less than three shareholders' representatives who are independent within the meaning of recommendation C.6 DCGK, it can be stated that in Ms. Kathrin Dahnke, Dr. Margarete Haase, Ms. Sonja Wärntges and Professor Katja Windt four independent candidates are proposed for election as shareholder representatives to the Supervisory Board.

In the view of the Executive Board and the Supervisory Board, Dr. Haase is to be classified as independent of the Company and the Executive Board despite having been a member of the Supervisory Board of Fraport AG for more than 12 years (member since January 1, 2011), as there are no doubts as to her independence from Fraport AG 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 Fraport. Through her work as a member of the Supervisory Board and Chair of the Finance and Audit Committee, Dr. Haase demonstrates that she has the necessary critical distance from the Company and the Executive Board in her Supervisory Board activities at Fraport AG. Due to her personality and authority, she conducts open discussions with the Executive Board and critically scrutinizes proposals. Dr. Haase is also a member of the Supervisory Board of ING Bank, Marquard & Bahls AG and Chair of the Supervisory Board of ams OSRAM AG, which underscores her independence from Fraport AG and its Executive Board.

Dr. Margarete Haase, who is currently Chair of the Finance and Audit Committee, Ms. Kathrin Dahnke and Ms. Sonja Wärntges in particular have expertise in the field of accounting within the meaning of Section 100(5) AktG and expertise in the field of auditing within the meaning of Section 100(5) AktG.

Further information on the candidates, including details of memberships of other statutory supervisory boards and comparable domestic and foreign supervisory bodies, is listed directly after the Agenda and is available for download from the Internet at <http://www.fraport.com/en/investors/annual-general-meeting.html> from the day of convocation of the Annual General Meeting onwards.

7. Resolution on the approval of the domination and profit and loss transfer agreement between Fraport AG and Fraport Facility Services GmbH

Fraport AG intends to conclude a domination and profit and loss transfer agreement with its wholly-owned subsidiary Fraport Facility Services GmbH, based in Frankfurt am Main. The agreement requires the approval of the Company's Annual General Meeting in order to be valid.

The Executive Board and the Supervisory Board propose the following resolution:

To approve the conclusion of the domination and profit and loss transfer agreement between the Company as the controlling company and Fraport Facility Services GmbH as the controlled company.

As Fraport AG is the sole shareholder of Fraport Facility Services GmbH, it is not necessary to grant any compensation or settlement payments for external shareholders pursuant to Sections 304 and 305 AktG. The domination and profit and loss transfer agreement to be concluded between the Company as the controlling company and Fraport Facility Services GmbH is to include a preamble containing a description of the parties and a reference to the aim of establishing a tax group relationship within the meaning of Sections 14 through 17 of the German Corporation Tax Act (KStG – Körperschaftsteuergesetz). The agreement has the following content:

“Domination and Profit and Loss Transfer Agreement

Section 1 – Management of the controlled company

- 1.1 *The controlled company shall place the management of its company under the control of the controlling company. The controlling company shall be entitled to issue instructions to the management of the controlled company regarding the management of the company. Instructions shall be given in text form.*
- 1.2 *The management of the controlled company is required to follow the instructions of the controlling company.*
- 1.3 *The controlling company may not instruct the management of the controlled company to amend, maintain or terminate this agreement.*
- 1.4 *The management of the controlled company shall continue to be responsible for managing transactions and representing the controlled company. The legal independence of the parties shall remain unaffected.*

Section 2 – Rights to information

- 2.1 *The controlling company may inspect the books, records and other business documents of the controlled company and request information on legal, business and organizational matters relating to the controlled company at any time.*
- 2.2 *The controlled company is required to report to the controlling company on its business performance and all material business transactions on an ongoing basis.*

Section 3 – Transfer of profits

- 3.1 *The controlled company undertakes – subject to the recognition and reversal of reserves pursuant to paragraph 3.2 of this section – to transfer its entire profit to the controlling company. The provisions of Section 301 of the German Stock Corporation Act (AktG – Aktiengesetz), as amended, shall apply accordingly to the transfer of profits in all other respects.*
- 3.2 *The controlled company may, with the approval of the controlling company, transfer amounts from the net profit to other revenue reserves (Section 272(3) of the German Commercial Code (HGB – Handelsgesetzbuch)) insofar as this is permitted under commercial law and is justified in economic terms on the basis of a reasonable commercial appraisal. Other revenue reserves (Section 272(3) HGB) recognized during the term of this agreement shall be reversed at the request of the controlling company and transferred as profit or appropriated in accordance with Section 302(1) AktG, as amended; Section 4 of this agreement shall remain unaffected.*
- 3.3 *The following in particular shall be excluded from the transfer of profits:*
- *any profit carried forward from periods prior to commencement of this agreement,*
 - *amounts from the reversal of revenue reserves (Section 272(3) HGB) that were recognized prior to commencement of this agreement and*
 - *amounts from the reversal of capital reserves (Section 272(2) HGB).*
- 3.4 *Entitlement to the transfer of profits shall in each case arise at the end of the controlled company's financial year and shall be due as of this time.*
- 3.5 *The controlling company may request that profits are transferred in advance if and insofar as payment of an advance dividend would be permissible.*

Section 4 – Absorption of losses

The provisions of Section 302 AktG, as amended, shall apply accordingly to the absorption of losses.

Section 5 – Effective date, term, termination

5.1 *This agreement shall be subject to the approval of the Annual General Meeting of the controlling company and the shareholders' meeting of the controlled company. This agreement shall come into effect upon entry of its existence in the commercial register at the place of the registered office of the controlled company.*

5.2 *Upon fulfillment of the conditions specified under paragraph 5.1 of this section, this agreement – with the exception of the transfer of management powers pursuant to Section 1 of this agreement – shall apply for the first time with retroactive effect as of the beginning of the financial year of the controlled company in which this agreement comes into effect.*

5.3 *This agreement is entered into for an indefinite period. It may be terminated by either party at the end of a financial year of the controlled company by giving three months' notice no earlier than the end of the financial year of the controlled company that ends at least five full years (60 months) after commencement of the obligation to transfer profits or absorb losses pursuant to paragraph 5.2 of this section (minimum term).*

5.4 *The right to terminate this agreement without notice for good cause shall remain unaffected thereby. In particular, the following shall be deemed good cause:*

5.4.1 *A sale or any other form of transfer (e.g. contribution) of shares in the controlled company by the controlling company (group investment) that results in the requirements under the relevant applicable tax provisions for financial integration of the controlled company in the controlling company no longer being met, or*

5.4.2 *A change of legal form (Sections 190 et seq. of the German Transformation Act (UmwG – Umwandlungsgesetz)), merger (Sections 2 et seq. UmwG), division (Sections 123 et seq. UmwG) or liquidation of the controlling company or controlled company – this only applies to a change of legal form, however, where the legal form of corporation is not changed to the legal form of another corporation –*

if, in the event of a termination prior to expiry of the minimum term, in each case there is simultaneously good cause for termination in a manner that is non-detrimental for tax

purposes of a profit and loss transfer agreement prior to expiry of the minimum term for tax purposes.

- 5.5 *This agreement shall end no later than the end of the financial year in which an external shareholder within the meaning of Section 304 AktG holds shares in the controlled company. Section 307 AktG, as amended, shall apply accordingly.*
- 5.6 *The controlling company shall furnish collateral to the creditors of the controlled company if this agreement ends. Section 303 AktG, as amended, shall apply accordingly.*
- 5.7 *Notice of termination must be given in written form.*

Section 6 – Costs

The controlling company shall bear the costs arising in connection with concluding this agreement.

Section 7 – Final provisions

- 7.1 *The interpretation of this agreement in regard to the relevant tax requirements for the tax group should take into consideration the fact that the establishment of a valid tax group is intended.*
- 7.2 *Any amendments and additions to this agreement shall be made in writing unless notarial certification is required and shall in each case require the approval of the Annual General Meeting of the controlling company and the shareholders' meeting of the controlled company unless such amendments or additions relate to mere corrections; they shall come into effect only upon entry of the amendment in the commercial register of the controlled company.*
- 7.3 *If any provision of this agreement is or becomes ineffective or unenforceable in full or in part, this shall not affect the validity of the remaining provisions of the agreement. The ineffective or unenforceable provision shall be replaced by an effective or enforceable provision that comes closest to the economic purpose pursued by the parties via the ineffective or unenforceable provision. The same shall apply in the event of an unintended gap in the provisions of the agreement.*
- 7.4 *The place of performance and place of jurisdiction for both parties shall be Frankfurt am Main.*

The domination and profit and loss transfer agreement must be explained and justified in greater detail in a report on the agreement prepared jointly by the Executive Board of Fraport AG and the management of Fraport Facility Services GmbH.

The following documents will be accessible on the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html> from the time of the convocation of the Annual General Meeting onwards:

- The draft of the domination and profit and loss transfer agreement between Fraport AG and Fraport Facility Services GmbH;
- The annual financial statements of Fraport AG and consolidated financial statements (included in the annual reports) for financial years 2020, 2021 and 2022 as well as the combined management reports of Fraport AG and of the Group (included in the annual reports) for these financial years;
- The annual financial statements and management reports of Fraport Facility Services GmbH for financial years 2020, 2021 and 2022; and
- The report prepared jointly by the Executive Board of Fraport AG and the management of Fraport Facility Services GmbH in accordance with Section 293a AktG.

The documents will be accessible for shareholders during the Annual General Meeting at <http://www.fraport.com/en/investors/annual-general-meeting.html>.

8. Resolution on an addition to Section 14 of the Articles of Association (Place and convening) and the amendment of Section 15(5) of the Articles of Association

Article 2 of the German Act on the Introduction of Virtual Shareholders' Meetings of Stock Corporations and Amendment to Cooperative, Insolvency and Restructuring Regulations (German Federal Law Gazette I 2022, p. 1166 et seq.) added Section 118a to the German Stock Corporation Act. This is intended to enable virtual Annual General Meetings to be held on a permanent basis, even after the expiry of the special statutory provisions resulting from the COVID-19 pandemic. This requires an amendment to the Articles of Association to allow the virtual Annual General Meeting for a maximum of five years. In accordance with Section 118a(1) sentence 1 AktG, the Articles of Association may either provide (alternative 1) or authorize the Executive Board to provide (alternative 2) that the Annual General Meeting is held without the physical presence of the shareholders or their proxies at the place of the Annual General Meeting. Such authorization of the Executive Board within the meaning of Section 118a(1) sentence 1 alternative 2 AktG is to be resolved. This merely authorizes the Executive Board to hold virtual Annual General Meetings without a decision already having been made as to whether future Annual General Meetings will

again be held in virtual form or as an in-person event. For future Annual General Meetings, a decision is to be made separately in each case, taking into account the individual circumstances of each case, as to whether to make use of this authorization and to hold an Annual General Meeting as a virtual Annual General Meeting. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders and in particular the protection of shareholders' rights as well as aspects of health protection for the participants, effort and costs, and sustainability issues.

In addition, an editorial change is intended to clarify that the previous provision in Section 15(5) of the Articles of Association, according to which the Executive Board may also enable shareholders' rights to be exercised by means of electronic communication in the context of an Annual General Meeting held in person, shall remain unchanged.

The Executive Board and the Supervisory Board propose the following resolutions:

- a) Section 14 of the Articles of Association of the Company is supplemented by the following paragraph 3:

“(3) The Executive Board is authorized to make provision for the Annual General Meeting to be held without the physical presence of the shareholders and their proxies at the place of the Annual General Meeting (virtual Annual General Meeting). The above authorization is temporary and applies to Annual General Meetings held within three years of entry of this provision of the Articles of Association in the Commercial Register. The authorization may be extended or renewed (also several times) by a corresponding resolution of the Annual General Meeting.”

- b) Section 15(5) of the Articles of Association of the Company shall be revised as follows:

“(5) The Executive Board is authorized to make provision for shareholders to participate in an Annual General Meeting that is not a virtual Annual General Meeting within the meaning of Section 14(3) of these Articles of Association without being physically present at its location and without a proxy and be able to exercise all of their rights or individual rights entirely or partially by way of electronic communication (online participation). The Executive Board is additionally authorized to make provisions regarding the extent and procedures for participation and exercising of rights pursuant to sentence 1. The provisions shall be published with the notice of convening of the Annual General Meeting.”

9. Resolution on an addition to Section 16 of the Articles of Association (Chairmanship and procedure)

In principle, Supervisory Board members attend the Annual General Meeting in person. However, under Section 118(3) sentence 2 AktG, the Articles of Association may make provision for certain cases in which members of the Supervisory Board may participate in the Annual General Meeting via video and audio transmission. In view of the ongoing digitalization of business and legal transactions and in order to provide the Company's Supervisory Board with sufficient flexibility in the future, the Articles of Association of the Company shall therefore make provision that participation in the Annual General Meeting via video and audio transmission is permitted for members of the Supervisory Board in exceptional cases if they are prevented from attending the Annual General Meeting for business or health reasons or would have to travel to the place of the Annual General Meeting, which would involve considerable time or expense. When holding a virtual Annual General Meeting, the participation of Supervisory Board members shall generally be permitted via video and audio transmission, even if no aforementioned case exists. The experience already gained by the Executive Board and Supervisory Board in holding virtual Annual General Meetings in the years 2020 to 2022 has shown that Supervisory Board members connecting digitally does not result in any disadvantages for the Company or the shareholders.

The Executive Board and the Supervisory Board propose the following resolutions:

Section 16 of the Company's Articles of Association is supplemented by the following paragraphs 4 and 5:

- “(4) In consultation with the Chair of the Supervisory Board, members of the Supervisory Board shall be permitted to participate in the Annual General Meeting by means of video and audio transmission in exceptional cases where they are prevented from attending for business or health reasons or would have to accept travel to the location of the Annual General Meeting involving considerable expenditure of time or money.
- (5) The members of the Supervisory Board, with the exception of the Chair of the Annual General Meeting (chair of the meeting) and, if such a Chair has been appointed or elected, their deputy, shall be permitted to participate in the virtual Annual General Meeting in accordance with Section 14(3) of the Articles of Association by means of video and audio transmission even if the above Section 16(4) does not apply.”

10. Resolution on the remuneration of the members of the Supervisory Board and corresponding amendment to Section 12 of the Articles of Association (Remuneration)

The remuneration of the members of the Supervisory Board that is currently applicable governed by Section 12 of the Company's Articles of Association was approved by the Annual General Meeting on May 28, 2019. In accordance with Section 113(3) AktG, the Annual General Meeting on May 26, 2020 also confirmed the remuneration of Supervisory Board members set out in Section 12 of the Articles of Association and the system on which this remuneration is based.

The remuneration of the Supervisory Board is to be increased – while essentially retaining the existing system – in order to make the remuneration structure comparable with that of similar companies and take account of the increasing demands made on the activities and responsibilities of the members of the committees and their Chairs over recent years. In view of the increased requirements in the Finance and Audit Committee and in the Subsidiary Investment Committee, appropriate differentiation is to be made to reflect the different requirements.

In addition, a new Section 12(4) of the Articles of Association will make it clearer that Supervisory Board members who join or leave the Supervisory Board during a current financial year will receive remuneration on a pro rata basis for their work on the Supervisory Board and on one or more committees.

Based on remuneration system for Supervisory Board members in accordance with letter a) below, the current provision in Section 12(1) of the Company's Articles of Association shall be revised. The following new version of Section 12(1) of the Company's Articles of Association and the following addition of the new Section 12(4) of the Company's Articles of Association shall apply for the first time to the financial year beginning on January 1, 2024 once they become effective.

The Executive Board and the Supervisory Board propose the following resolutions:

a) System for the remuneration of Supervisory Board members

The system for the remuneration of members of the Supervisory Board is based on the legal requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code.

The remuneration of members of the Supervisory Board should be balanced overall and in line with the responsibilities and duties of the Supervisory Board members and the situation of the Company, also taking into account the remuneration arrangements of other major listed companies. At the same time, appropriate remuneration makes an important contribution in the competition for outstanding persons to fill the Supervisory Board positions

and thus to provide the best possible supervision and advice to the Executive Board. These in turn are a prerequisite for the long-term success of the Company.

In line with the suggestion in Section G.18 of the German Corporate Governance Code, the members of the Supervisory Board shall continue to receive purely function-related fixed remuneration. There is no provision for performance-oriented remuneration and financial or non-financial performance criteria. Fixed remuneration is the best way to take into account the independent monitoring and advisory role of the Supervisory Board, which is geared towards the long-term development of the company rather than short-term corporate success. The extent of the workload and liability risk of the members of the Supervisory Board does not generally develop in parallel with the business success of the Company or the earnings situation of the Company. Rather, it is precisely in economically difficult times, when variable remuneration components generally decline, that the members of the Supervisory Board are required to perform their advisory and supervisory functions particularly intensively.

The fixed annual remuneration remains unchanged at EUR 105,000 for the Chair of the Supervisory Board, EUR 52,500 for the Deputy Chair of the Supervisory Board, and EUR 35,000 for each other member of the Supervisory Board. In the future, members of the Supervisory Board will receive additional fixed annual remuneration of EUR 15,000 each (previously EUR 7,500) for their work on the Finance and Audit Committee and the Subsidiary and Investment Committee. The Chair of the Finance and Audit Committee will in future receive additional fixed annual remuneration of EUR 40,000 (previously EUR 35,000). The Chair of the Subsidiary and Investment Committee will receive additional fixed annual remuneration of EUR 30,000 (previously EUR 17,500). For their work on one of the other committees, members of the Supervisory Board will in future receive additional fixed annual remuneration of EUR 10,000 per committee (previously EUR 7,500). The Chairs of the other committees will receive additional fixed annual remuneration of EUR 20,000 per committee (previously EUR 17,500). The additional remuneration for committee activities will continue to be paid for a maximum of two committee memberships. The respective level of fixed remuneration takes into account the specific role and responsibility of the members of the Supervisory Board. In particular, in accordance with Section G.17 of the German Corporate Governance Code, the larger time commitment of the Chair and Deputy Chair of the Supervisory Board and the Chairs and members of the Finance and Audit Committee and the Subsidiary and Investment Committee is appropriately reflected in additional remuneration. Furthermore, an attendance fee of EUR 1,000 continues to be paid for members who attend meetings of the Supervisory Board

or its committees. Remuneration for the completed financial year is payable at the end of each financial year.

Supervisory Board members who are members of the Supervisory Board for only part of the respective financial year shall receive the relevant remuneration on a pro rata basis. The same applies to the increased remuneration for the Chair of the Supervisory Board, the Chair of the Finance and Audit Committee, the Deputy Chair of the Supervisory Board and the Chairs of the other committees, as well as remuneration for membership of a committee in accordance with Section 12(1) of the Articles of Association.

In addition to the function-related fixed remuneration, the members of the Supervisory Board shall continue to be reimbursed for their necessary expenses and the VAT to be paid on their remuneration and attendance fees if they are able to charge VAT separately and do so. The Company may also, at its own expense, agree a liability insurance coverage for the members of the Supervisory Board covering the statutory liability for financial damages as a result of the activities of the Supervisory Board.

The Annual General Meeting sets the remuneration of the members of the Supervisory Board in the Articles of Association or by resolution at the proposal of the Executive Board and Supervisory Board. Currently, the remuneration is set in the Articles of Association.

The Annual General Meeting resolves on the remuneration of the members of the Supervisory Board at least once every four years. A resolution confirming the existing remuneration is also permissible. If the Annual General Meeting does not confirm the proposed remuneration system, a revised remuneration system is submitted no later than the next Annual General Meeting. In preparation for the resolution by the Annual General Meeting, the Executive Board and the Supervisory Board review in each case whether the remuneration, in particular with regard to its amount and structure, continues to be in the interest of Fraport AG and is in an appropriate relationship to the activities of the members of the Supervisory Board and the situation of the Company. For this purpose, the Supervisory Board can also carry out a horizontal market comparison. In doing so, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Executive Board and Supervisory Board shall propose an appropriate adjustment to the remuneration to the Annual General Meeting.

Corresponding resolution proposals to the Annual General Meeting are submitted by the Executive Board and Supervisory Board in accordance with the legal allocation of authority, in order to enable mutual control between the two corporate bodies.

b) Section 12(1) of the Articles of Association of the Company shall be revised as follows:

“(1) Each Supervisory Board member shall receive fixed remuneration of EUR 35,000 per full financial year payable at the end of the financial year. The remuneration pursuant to sentence 1 shall be increased per financial year for

- the Chair of the Supervisory Board by EUR 70,000,
- the Deputy Chair of the Supervisory Board by EUR 17,500,
- the Chair of the Finance and Audit Committee by EUR 40,000,
- the Chair of the Subsidiary and Investment Committee by EUR 30,000,
- the Chairs of the other committees by EUR 20,000,
- the members of the Finance and Audit Committee and the Subsidiary and Investment Committee by EUR 15,000, and
- the members of the other committees by EUR 10,000 per committee.

This additional remuneration shall be paid for a maximum of two committee memberships.”

c) Section 12 of the Articles of Association of the Company is supplemented by the following paragraph 4:

“(4) Supervisory Board members who are members of the Supervisory Board for only part of the respective financial year shall receive the relevant remuneration on a pro rata basis. The same applies to the increased remuneration for the Chair of the Supervisory Board, the Chair of the Finance and Audit Committee, the Deputy Chair of the Supervisory Board and the Chairs of the other committees, as well as remuneration for membership of a committee in accordance with paragraph 1 of the Articles of Association.”

d) Otherwise, Section 12 of the Articles of Association of the Company shall remain unchanged.

e) The above amendment to Section 12(1) of the Articles of Association of the Company and the above addition of a new Section 12(4) of the Company’s Articles of Association shall apply for the first time to the financial year beginning on January 1, 2024 once they become effective. The Executive Board is instructed to submit the change to the Articles of Association for entry in the Commercial Register after September 1, 2024.

11. Resolution on the amendment of Section 9(1) of the Articles of Association (Convening meetings and adoption of resolutions)

Currently, Supervisory Board meetings can be convened in writing, by fax or e-mail, and in urgent cases verbally or by telephone, in accordance with Section 9(1) of the Articles of Association. On the one hand, this provision is to be made more open to modern electronic means of communication; on the other hand, a higher degree of flexibility is to be ensured in the future with regard to the selection of the means of communication. Supervisory Board meetings should therefore be able to be convened by all common means of telecommunication.

The Executive Board and the Supervisory Board propose the following resolutions:

Article 9(1) of the Articles of Association to be revised as follows:

“(1) The Chair of the Supervisory Board shall convene Supervisory Board meetings, stating the place and time of the meeting and giving at least two weeks’ notice. Meetings may be convened in writing, by fax, by e-mail, in other electronic form or by other customary means of communication. In urgent cases, the Chair may shorten the notice period to five days and convene the meeting verbally or by telephone. Otherwise, the statutory provisions and the provisions of the rules of procedure for the Supervisory Board shall apply with regard to the convening of Supervisory Board meetings.”

II. Fraport Remuneration Report 2022

(re: Agenda Item 6)

The following remuneration report describes the main features of the remuneration for the Executive Board and Supervisory Board of Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main (Fraport AG) in accordance with the statutory regulations laid out in Section 162 of the German Stock Corporation Act (AktG), and the principles and recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022. It explains the main features of the remuneration system that is used to determine remuneration and discloses the remuneration granted and owed to each and every current and former member of the Executive Board and Supervisory Board of Fraport AG in the 2022 fiscal year. Remuneration granted and owed is the remuneration for which the underlying activity has been fully performed as of the end of the 2022 fiscal year.

The remuneration report was subject to a formal review by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, in accordance with the requirements of Section 162 (3) AktG as well as a substantive review that goes beyond the statutory requirements. The remuneration report and the attached note on the audit of the remuneration report are published on the Fraport AG website at <http://www.fraport.com/en/investors/publications-events.html>.

Vote on the Remuneration Report for the 2021 fiscal year at the Annual General Meeting 2022

The remuneration report for the 2021 fiscal year was prepared for the first time under Section 162 AktG and audited for form and content by the auditor. The remuneration report on the remuneration granted and owed individually to the members of the Executive Board and Supervisory Board of Fraport AG in the 2021 fiscal year was approved by the Annual General Meeting on May 24, 2022 with a majority of 83.6%.

The investors gave positive feedback on the structure and transparency of the remuneration report for the 2021 fiscal year. Suggestions for improvement were taken into account in this remuneration report for the 2022 fiscal year. In order to achieve even greater transparency, the reporting on the short-term performance-based remuneration (bonus) was expanded to include additional details on the non-financial targets for Executive Board members in the section "Non-financial performance indicators". In addition, the determination of the provisions for the pension obligations was explained in greater detail in the section "Pension obligations".

Changes in the composition of the Executive Board

In the 2022 fiscal year, there was one change in the composition of the Executive Board of Fraport AG. The employment contract of Michael Müller, Executive Director Labor Relations, ended on September 30, 2022. His successor Julia Kranenberg took up her work on November 1, 2022. Michael Müller continues to work as an independent consultant for the company to assist with projects that are still ongoing and in which he was substantially involved as Executive Director Labor Relations.

Remuneration of the Executive Board members for the fiscal year 2022

The current remuneration system for the members of the Executive Board has been applicable since fiscal year 2020 and was approved by the Annual General Meeting held on May 26, 2020 with a majority of 94.2%. Pursuant to Section 120a (1) AktG, the Annual General Meeting decides on the approval of the remuneration system submitted by the Supervisory Board at least every four years and in the event of any significant change.

Remuneration system

Executive Board remuneration is set by the Supervisory Board upon the recommendation of its executive committee and is reviewed on a regular basis. The Supervisory Board is guided by the following principles when determining the remuneration of the Executive Board:

Promoting the corporate strategy

The remuneration system as a whole makes a significant contribution to promoting and implementing the corporate strategy by defining performance criteria related to the company's success and providing them with annual and multi-year objectives.

Aligning with shareholder and stakeholder interests

The remuneration system makes a central contribution to aligning the interests of the Executive Board with the interests of share-holders and other stakeholders. The vast majority of the performance-based remuneration is linked to the performance of the Fraport Group and the Fraport share. In addition, the Executive Board undertakes to acquire and hold Fraport shares on a permanent basis during its appointment.

Long-term orientation and sustainability

The remuneration system creates an incentive for the long-term and sustainable development of the Fraport Group. In this regard, the remuneration component based on performance is mainly measured on a multi-year basis. Non-financial targets are also included in measuring the performance-based remuneration in order to support sustainable business development.

Pay for Performance

The performance of the Executive Board is adequately taken into account and remunerated by using adequately set performance criteria within the performance-based remuneration components and the performance remuneration can vary between zero and an upper limit or cap.

Target total remuneration

The target total remuneration is calculated from the sum of basic remuneration, cost of contractual ancillary benefits, cost of the pension commitment, target amount of the short-term performance-based remuneration (bonus), and target amount of the multi-year performance-based remuneration (Performance Share Plan or, prior to the 2020 fiscal year, Long-Term-Strategy Award and Long-Term Incentive Program).

Maximum total remuneration

The Supervisory Board has set a cap (maximum total remuneration) for the sum of basic remuneration, cost of contractual ancillary benefits, pension-related expenses, and short-term and long-term performance remuneration components in accordance with Section 87a (1) sentence 2 no.1 AktG. For the Chairman of the Executive Board the amount is €3.0 million and €2.2 million for every other member of the Executive Board. This maximum limit refers to the amount of payments that result from the remuneration guidelines within a given fiscal year.

The sum of payments or expenses for the 2022 fiscal year can only be determined after the end of the four-year performance period (2022–2025) for the long-term performance-based remuneration. Accordingly, adherence to the defined maximum total remuneration cannot be ascertained until the 2025 Remuneration Report.

Adequacy

The target and maximum total remuneration is determined in an appropriate proportion to the tasks and achievements of the members of the Executive Board and the situation of the company. The normal level of remuneration compared to other comparable companies (horizontal comparison) and the vertical adequacy of the remuneration of the senior executives and the entire workforce in the Fraport Group, including the development over time, (vertical comparison) are taken into account. The comparison group chosen for the horizontal comparison consists of all companies listed in the MDAX, as they are well comparable to Fraport in terms of size and registered office of the company.

Consistency of the remuneration system

The Supervisory Board ensures that the remuneration system of the Executive Board and the incentives of senior executives are based on the same incentives and that it pursues uniform objectives and jointly promotes the long-term Group strategy.

Comparison with the competition

Incentives are provided for outperforming the capital market in the long term by providing a relative performance measurement (relative TSR) compared to MDAX companies in the long-term performance remuneration.

Compliance and market standards

Current market practices are taken into account in designing the remuneration system, and compliance with legal and regulatory requirements is ensured.

The remuneration of the Executive Board members of the Fraport Group has been in place since January 1, 2020. Compensation claims, including those arising from the relevant performance-based remuneration guidelines, for periods prior to January 1, 2020 will continue to be governed by each underlying contractual arrangement.

The following overview summarizes the current remuneration system of the Executive Board:

Component	Remuneration system
Non-performance-related components	
Fixed compensation	<ul style="list-style-type: none"> – Base salary – Annual adequacy review
Ancillary benefits	<ul style="list-style-type: none"> – Private use of a company car with optional driver services – Making use of Fraport AG's VIP service free of charge for private matters for lifetime and accompanied by family members – Manager check-up – Payment of half of the total contributions toward their pension insurance – Contribution to statutory or private medical and health care insurance in line with legal provisions
Performance-related components	
Short-term performance related remuneration (bonus)	<ul style="list-style-type: none"> – Design of the bonus as a market standard target bonus system <ul style="list-style-type: none"> • 60 % EBITDA • 40 % ROFRA – Limit at 150 % of the target amount – Modifier (0,9–1,1) to assess the collective performance of the Executive Board and environmental, social and governance goals (ESG)
Long-term performance related remuneration (PSP)	<ul style="list-style-type: none"> – Four-year period – Limit at 150 % of the assignment value – Performance criteria: <ul style="list-style-type: none"> • 70 % Earnings per Share (EPS) • 30 % relative Total Shareholder Return (TSR) compared to MDAX
Other agreements	
Maximum remuneration	Maximum total remuneration according to Section 87a (1) sentence 2 No 1 AktG for the sum of all performance-related and non-performance-related remuneration components
Shareholding obligation	Obligation to purchase Fraport AG shares in the amount of a basic annual gross remuneration within 5 years
Clawback / Malus	Clawback and malus regulations imply the possibility of partial or complete reduction or reclaim of the variable remuneration
Ancillary activities	<ul style="list-style-type: none"> – Remuneration payments of internal Group mandates on the Supervisory Board will be credited to the remuneration. – Supervisory board mandates outside of the Group require the permission of the Supervisory board and his decision, whether remuneration paid for this is to be offset.
Subsequent non-competition obligation	<ul style="list-style-type: none"> – For a period of two years – A monthly paid ex gratia compensation (50 % of the contractual benefits last received on the average of the last three completed fiscal years) – Credited against the retirement pension in accordance with the pension scheme in the service contract
Benefits in case of premature termination of Executive Board membership	<ul style="list-style-type: none"> – Entitlement in the event an appointment is revoked without good cause – Limit at two total annual remunerations or at the remuneration of the remaining term of the employment contract (severance cap)
Other benefits	<ul style="list-style-type: none"> – Conclusion of a D&O liability insurance and an accident insurance – Private use of a company mobile device – Lifetime access to a parking spot at Frankfurt Airport

Non-performance-related components

Basic remuneration (fixed remuneration)

During the term of their Executive Board contract (initially three years, and then for renewals generally five years), members of the Executive Board, as a rule, receive a fixed annual salary across the entire period as laid out in their respective contract. This is based on the area of responsibility of the respective member of the Executive Board. The amount of the fixed annual salary is reviewed on a regular basis to ensure that it is appropriate.

Ancillary benefits

In addition, the remuneration for Executive Board members includes compensation in kind and other payments (ancillary benefits). In particular, compensation in kind is the pecuniary benefit subject to income tax from the private use of a company car with the optional provision of a driver. It is also possible to make use of Fraport AG's VIP service free of charge for private matters and accompanied by family members, as well as the opportunity to make use of a manager check-up every two years. The respective perks are taxed as a non-cash benefit, and Fraport AG bears the taxes. This compensation in kind is generally available to all Executive Board members in the same way; the amount of compensation depends on the personal situation.

Executive Board members also receive half of the total contributions toward their pension insurance in the case of voluntary insurance, and in the case of statutory insurance, half of the total statutory contributions. For contributions to voluntary statutory or private medical and health care insurance, each member of the Executive Board receives a tax-free employer contribution in line with legal provisions.

Provisions for pensions and similar obligations

The Executive Board members are entitled to pension benefits and benefits for surviving dependents. An Executive Board member is generally entitled to a retirement pension if he or she becomes permanently unable to work or retires from office during the term of, or upon expiration of, his or her employment agreement. If an Executive Board member dies, benefits are paid to his or her surviving dependents.

Members of the Executive Board nominated since 2012 receive a pension commitment based on a defined contribution system. This calls for the payment of a one-time pension capital or lifelong retirement pension after the insured event. Pension capital accrues through Fraport AG annually paying 40% of the fixed gross annual remuneration into a pension account. The pension capital accumulated at the end of the previous year accrues interest annually at the interest rate used for the valuation of the pension obligations in the German balance sheet of Fraport AG at the end of the previous year pursuant to Section 253 (2) HGB. Said interest rate is at least 3% and at most 6%. The rate increases by 1% on January 1

of each year for lifelong retirement payments. No further adjustment is made. If the pension capital reached is less than €600 thousand when retirement benefits fall due as a result of long-term occupational disability, Fraport AG will increase it to this amount. If an Executive Board member dies while collecting a retirement pension, the widow or widower is entitled to 60% of the last retirement pension paid. Half-orphans receive 10% and full orphans receive 25% of the last retirement pension paid.

Deviating from this standard, the retirement pension of an Executive Board member who was appointed before 2012 is defined by the percentage of a contractually agreed basis of assessment, with the percentage rising annually by 2% up to a limit of 75%, dependent on the duration of time an Executive Board member is appointed. In the event of occupational disability, the pension rate amounts to at least 55% of the respective fixed annual gross salaries or of the contractually agreed basis of assessment. If an Executive Board member dies while collecting a retirement pension, the widow or widower is entitled to 60% of the last retirement pension paid. Half-orphans receive 12% and full orphans receive 20% of the last retirement pension paid. Effective January 1 of each year, the retirement pensions are adjusted at discretion, taking into account the interests of the former Executive Board member and the company's economic situation. The adjustment obligation is considered to be satisfied if the adjustment does not fall below the increase in the consumer price index for the cost of living for private households in Germany.

Pension obligations to currently active Executive Board members were as follows:

Pension obligations in accordance with IFRS

in €'000	Obligation 31.12.2021	Change in 2022	Obligation 31.12.2022
Dr. Stefan Schulte	8,804.1	-2,346.2	6,457.9
Anke Giesen	1,685.1	+5.9	1,691.0
Julia Kranenberg (Member of the Executive Board since 1.11.2022)	-	+30.9	30.9
Michael Müller (Member of the Executive Board until 30.9.2022)	1,564.3	+221.9	1,786.2
Dr. Pierre Dominique Prümm	636.1	-26.2	609.9
Prof. Dr. Matthias Zieschang	4,661.1	-1,277.5	3,383.6
Total	17,350.7	-3,391.2	13,959.5

The provisions for pensions and similar obligations were determined in accordance with IAS 19 (International Accounting Standards) using the projected unit credit method and an interest rate of 3.69% (previous year: 0.90%). A pension increase of 2.25% p.a. was assumed (previous year: 1.75% to 2.25% p.a.). The 2018G guideline tables by Prof. Dr. Klaus Heubeck were used for the mortality rate. As in the previous year, the calculations did not include salary increases and fluctuations for the active members of the Executive Board.

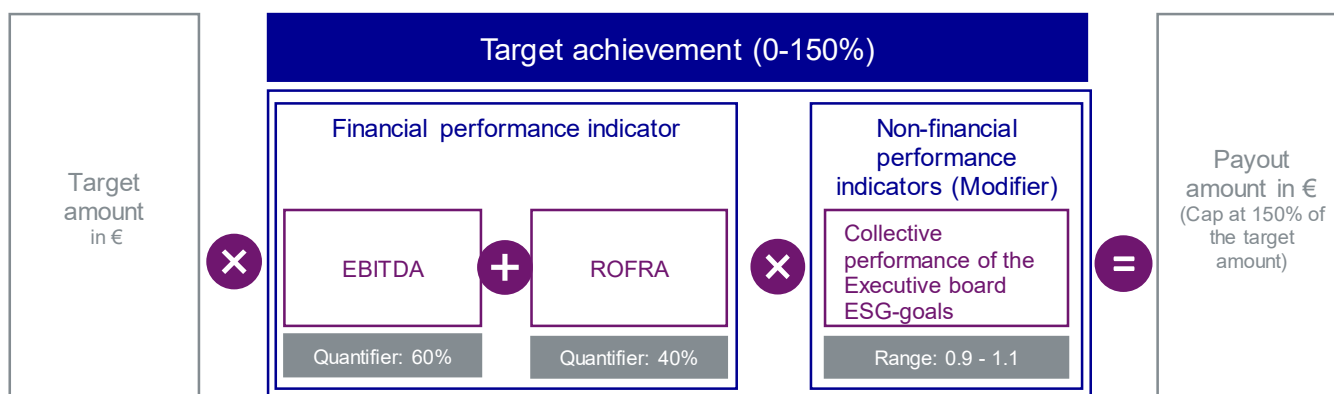
Performance-related components

Short-term performance-based remuneration (bonus)

The bonus rewards the contribution to the operational implementation of the corporate strategy in a specific fiscal year. The bonus is based on a target bonus system in accordance with market standards. It is based on a target amount laid out in the Executive Board contract, which corresponds to a target achievement of 100%. Overall, a target achievement of 0% to 150% is possible, depending on both financial and non-financial performance criteria. The total amount paid as the bonus is therefore limited to 150% of the target amount. If a member joins or leaves the company during the year, the bonus will be reduced pro rata temporis. This does not affect the performance criteria and objectives underlying the bonus, nor regulations setting due dates.

Based on a target achievement of 100% and without any reductions due to penalty or clawback provisions, the bonus for the 2022 fiscal year is €611 thousand for Dr. Stefan Schulte, €508 thousand for Prof. Dr. Matthias Zieschang, €443 thousand each for Anke Giesen and Michael Müller, and €200 thousand each for Dr. Pierre Dominique Prümm and Julia Kranenberg. The bonuses for Michael Müller and Julia Kranenberg were paid on a pro rata basis due to the change during the year.

Short-term performance remuneration (bonus)



In addition to financial performance criteria, non-financial performance criteria are also defined, which are taken into account by means of a so-called “modifier” in determining the amount of the payout.

The bonus for a completed fiscal year is payable within one month of the approval of the consolidated financial statements for the relevant fiscal year by the Supervisory Board.

Financial performance indicators

The financial performance criteria for the bonus depend on the EBITDA and ROFRA as important indicators and controlling parameters of the Fraport Group for the respective fiscal year.

- EBITDA indicates the Group result and has a weighting of 60% in the bonus calculation. As operating result before interest, taxes, depreciation, and amortization, EBITDA reflects the profitability of the Fraport Group and is a significant indicator of the performance of the Executive Board.
- The ROFRA (“Return on Fraport Assets”) represents the interest on the assets employed and thus the capital efficiency and receives a weighting of 40% in the bonus calculation.

A target value and an upper and lower threshold are set for both performance criteria. If this target value is reached, the target achievement rate is 100%. The contractually defined upper and lower threshold is defined as a 33.33% deviation from the target. When the respective lower threshold is reached, the target achievement is 50%. If this threshold is not met, the target achievement is 0%. It is therefore possible that the bonus may not be paid at all. Reaching or exceeding the upper threshold will result in a maximum target achievement rate of 150%. The degree of target achievement progresses in a straight line between the target value and the threshold values. In order to determine the bonuses, the respective degree of achievement is multiplied by the target amount according to its weighting.

The targets mentioned below for EBITDA and ROFRA performance criteria were set in accordance with the 2022 business plan adopted by the Supervisory Board. For the 2022 fiscal year, based on an EBITDA result of €1,029.8 million and a ROFRA of 6%, a weighted target achievement of 147.38% was reached.

Target achievement

Performance component	Lower threshold (50% target achievement)	Upper threshold (150% target achievement)	Target Value (100% target achievement)	Actual Value	Degree of Target achievement	Weighted Target achievement
EBITDA (in € million) Weighting 60 %	526.4	1,052.8	789.6	1,029.8	145.64%	87.38%
ROFRA (in %) Weighting 40 %	2.4	4.8	3.6	6.0	150.00%	60.00%

Non-financial performance indicators

In order to integrate non-financial and other qualitative performance criteria into the Executive Board remuneration system, as well as to assess the collective performance of the Executive Board as the overall executive body, the bonus includes a so-called “modifier” with a range of 0.9 to 1.1. The modifier assesses the collective performance of the Executive Board and the achievement of non-financial performance criteria. The modifier is fixed on the basis of a predetermined set of criteria. These criteria also include sustainability-oriented ESG targets. Possible criteria for the modifier include:

- Strategic corporate objectives such as the achievement of key strategic corporate objectives (including mergers & acquisitions), cooperation with the Supervisory Board, or sustainable strategic, technical, or structural development;
- Environmental Social Governance (ESG) targets such as occupational health and safety, compliance, energy and environment, customer satisfaction, employee concerns, or corporate culture.

The specific performance criteria for the respective fiscal year are determined by the Supervisory Board before the beginning of the corresponding fiscal year. These include two to four performance criteria per fiscal year, at least one of which must be an ESG target. At the end of the fiscal year, the Supervisory Board determines the modifier in the range of 0.9 to 1.1 at its proper discretion, depending on the achievement of the target of the respective defined modifier performance criteria.

The Supervisory Board decided on an ESG target and a strategic corporate target for the 2022 fiscal year:

1. Master plan and package of measures to reduce CO₂ **(weighting: 50%)**

With the Environmental Statement 2018, the Executive Board adopted the climate protection objective: "Reduction of CO₂ emissions by 65% to 80,000 tons by 2030 (Fraport AG)."

For the 2022 fiscal year, two sub-objectives with the same weighting were agreed in this respect:

- Creation of a comprehensive master plan for fully decarbonizing the Fraport Group at the Frankfurt site
- Developing and implementing a report on the measures taken, including a related tool for targeted implementation and progress management of the decarbonization master plan

The target achievement for the respective sub-objective was set as follows:

- 110% for target attainment by the Supervisory Board meeting in Q3 2022
- 100% for target attainment by the Supervisory Board meeting in Q4 2022
- The aforementioned target attainments will be reduced by 20 percentage points if the CO₂ emissions in 2022 exceed those of 2020 with 129,300 tons CO₂ at the Frankfurt site despite an increase in traffic.

The objective was 100% attained. The decarbonization master plan adopted by the Executive Board and the development and implementation of all the steps for introducing a report of measures including the

related tool were noted by the Supervisory Board meeting held in Q4 2022. The CO2 emissions in 2022 of 113,199 tons were below the 2020 figure.

2. Air safety controls in accordance with Section 5 of the German Aviation Security Act (LuftSiG) (preparatory tasks for taking over management) (weighting: 50%)

Pursuant to the contract with the German Federal Ministry of the Interior and Home Affairs, Fraport will assume the responsibility for the management of air security controls as per Section 5 LuftSiG on January 1, 2023.

The goal is to fulfill the extensive preparations for taking over management in the areas of service provider contracts, fee calculation, and development of internal Fraport units, in particular for management until December 31, 2022.

The target achievement was set as follows:

- 120% if the aforementioned sub-projects are fully completed and a concept for the revision of the checkpoint infrastructure, which is expected to be a significant improvement in terms of efficiency and passenger satisfaction, is presented to the Supervisory Board meeting in Q4 2022.
- 100% if the aforementioned sub-projects are fully completed.

The objective was 120% attained. The tasks were fully completed by the reporting date of December 31, 2022 and a concept for the revision of the checkpoint infrastructure was presented to the Supervisory Board's strategy meeting in September 2022.

At Frankfurt Airport, Fraport has been responsible for the organization, management, and execution of around 170 air security controls since January 1, 2023. The use of new technology and innovative lane concepts provide customers and passengers with more comfort and shorter waiting times with the same security standards.

The fulfillment of the aforementioned non-financial and qualitative performance criteria for the 2022 fiscal year were decided by the Supervisory Board, taking into account an average target attainment of 110% for all Executive Board members with a modifier of 1.1.

The target amounts, target achievements, and bonus amounts payable for the 2022 fiscal year are as follows:

Bonus 2022 at a glance

in €'000	Target amount (100 % target achievement)	Target achievement (max. 150 %) Financial performance indicators	Target Achievement (max. modifier 1.1) Non-financial performance indicators	Calculated pay amount	Cap at 150 % of the target amount
Dr. Stefan Schulte	611.0	147.38%	1,1	990.5	916.5
Anke Giesen	443.0	147.38%	1,1	718.2	664.5
Julia Kranenberg ¹⁾	33.3	147.38%	1,1	54.0	50.0
Michael Müller ¹⁾	332.3	147.38%	1,1	538.6	498.4
Dr. Pierre Dominique Prümm	200.0	147.38%	1,1	324.2	300.0
Prof. Dr. Matthias Zieschang	508.0	147.38%	1,1	823.6	762.0

¹⁾ Pro rata bonus for 2022 due to Executive Board terms of office starting and ending during the year.

Long-Term Incentive Program (LTIP) up to 2020

Prior to the 2020 fiscal year, the Executive Board members of Fraport AG were allocated annually a contractually stipulated number of virtual shares under their Executive Board contracts, so-called performance shares, subject to the achievement of predefined performance criteria. At the end of four fiscal years (performance period), the target achievement levels are determined for these performance criteria and the corresponding final number of performance shares is set. The performance criteria are Earnings Per Share (EPS) with a weighting of 70% and the Rank Total Shareholder Return MDAX with a weighting of 30%.

In order to determine to what extent the EPS target has been met, the weighted average target EPS during the performance period, based on the strategic planning applicable at the time of the award, is compared with the weighted average EPS actually achieved during the performance period. To calculate the weighted averages per four-year performance period, the first fiscal year is weighted at 40%, the second at 30%, the third at 20%, and the fourth fiscal year at 10%.

The extent to which the Rank Total Shareholder Return MDAX performance target has been met is calculated by determining the weighted average rank of Fraport AG among all companies listed in the MDAX in relation to the total shareholder return (share price development and dividends) over the four-year performance period. Just as with the EPS performance criterion, the four relevant fiscal years will be weighted in decreasing order.

To determine the payout, the final number of performance shares is multiplied by the weighted average price of Fraport AG shares on the first 30 trading days that immediately follow the last day of the performance period. The payout is limited to 150% of the allocated performance shares multiplied by the weighted average price of Fraport AG shares on the first 30 trading days of the allocation year. In addition, maximum service contract amounts were set for all LTIP tranches offered, which amount to a maximum of €810.0 thousand for Dr Stefan Schulte, a maximum of €350.0 thousand each for Julia Kranenberg and Dr Pierre Dominique Prümm, and €616.5 thousand each for the other Executive Board members.

Long-Term Incentive Program (Performance Share Plan) since 2020

As at January 1, 2020, the previous Long-Term Incentive Program (LTIP) was restructured into a Performance Share Plan (PSP) that maintains the performance period of four years. The Long-Term Strategy Award based on a three-year period was discontinued and the target amounts were transferred to the new PSP in order to simplify the remuneration system and make it even more sustainable and longer-term oriented. The Performance Share Plan corresponds to the remuneration system approved by the Annual General Meeting on May 26, 2020 in accordance with Section 120a (1) AktG.

At the start of the plan, each member of the Executive Board is promised a target amount in € specified in their employment contract as an allocation value. For the 2022 fiscal year, this assigned value for Dr. Stefan Schulte is €849 thousand, €379 thousand each for Dr. Pierre Dominique Prümm and Julia Kranenberg, and €647 thousand each for the other members of the Executive Board. This amount is divided by the initial fair value (i.e., the financially determined fair value according to the accounting standard IFRS 2, Share-based Payment) per performance share at the beginning of the performance period, resulting in the provisional number of virtual performance shares allocated to each case.

The achievement of the PSP is determined by two performance criteria, Earnings Per Share (EPS) and the Total Shareholder Return (TSR) compared to the MDAX Index.

- The Earnings Per Share (EPS) criterion is used as an internal financial key and is taken into account with a weighting of 70%. The EPS performance criterion provides incentives to operate profitably and profit-oriented. This forms the basis for the sustainable and long-term growth of the Fraport Group and ensures the financing capacity of necessary capital expenditure and thus the achievement of important strategic goals. In determining the achievement of the EPS target, a target value derived from strategic planning is compared with the actual EPS value achieved. This compares the average of the annual actual EPS values determined during the performance period with the average target EPS. If the average actual EPS value is equal to the average target EPS (target value), the target achievement rate is 100%. If the average actual EPS value is 25% below the target value, the target achievement rate is 50%. If the average actual EPS value is more than 25% below the target value, the target achievement rate is 0%. If the average actual EPS value is 25% or more above the target value, the target achievement rate is 150%. Between these values, the degree of achievement progresses in a straight line.
- As a further performance criterion, the relative Total Shareholder Return (TSR) is used, an external key figure geared to the capital market, which is weighted at 30%. The relative TSR takes into account the development of the Fraport AG share price plus fictitious reinvested gross dividends compared to a predefined comparison group. The relative TSR links the interests of the Executive Board and shareholders and integrates a relative measurement of success into the remuneration

system for the Executive Board. This creates an incentive to outperform the relevant comparison group in the long term. Achieving the target for the relative TSR is based on a comparison with the MDAX. The Supervisory Board considers the MDAX to be an appropriate benchmark group, as Fraport AG is listed in this index and the MDAX consists of companies of a comparable size. To calculate the TSR of Fraport AG shares and the MDAX in the performance period, the arithmetic average of the closing prices over the last 30 trading days before the beginning of a year of the performance period and over the last 30 trading days before the end of a year of the performance period is determined for each year of the performance period and then averaged relative to the four years of a performance period. In determining the arithmetic average of closing prices at the end of the performance period, a fictitious amount of reinvested gross dividends is also taken into account. The target achievement is 100% if the TSR performance of the Fraport AG share corresponds to the TSR performance of the MDAX. If the TSR performance of the Fraport AG share is 25% below the TSR performance of the MDAX, the target achievement is 50%. If the TSR performance of the Fraport AG share is more than 25% below the TSR performance of the MDAX, the target achievement is 0%. If the TSR performance of the Fraport AG share is 25% or more above the TSR performance of the MDAX, the target achievement is 150%. Target achievements between the defined target achievement points progress in a straight line.

The aforementioned performance criteria allow a target to be achieved in the range of 0% to 150%. At the end of the four-year performance period, the achievement of the performance criteria is determined and the final number of performance shares is identified. The distributed amount is calculated by multiplying the final number of performance shares determined by the average price at that time of the Fraport AG share in the last three months prior to the end of the performance period plus dividends paid per share during the performance period.

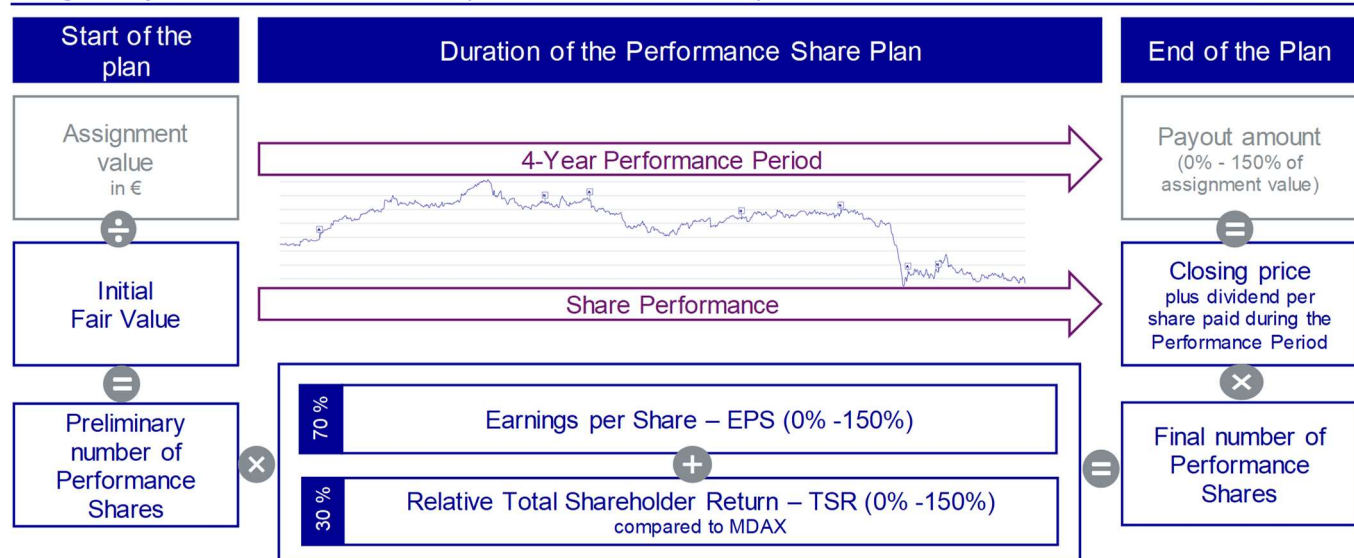
The value of the performance shares to be distributed therefore depends on the achievement of the performance criteria and the share price relevant for the distribution. The maximum payout amount is limited to 150% for each tranche at the allocation value applicable at the start of the plan.

The payment of the PSP takes place no later than one month after the approval of the consolidated financial statements for the fourth year of the performance period.

In the event that a member of the Executive Board joins or leaves the company during a given year, the pro rata temporis allocation value is reduced to the amount corresponding to the number of full calendar months in which the employment or eligibility for participation exists in the allocation year (= the first year of the performance period). In addition, the underlying performance criteria as well as the maturity arrangements before the termination of employment remain unaffected. In certain departure situations (bad-leaver cases), performance shares whose performance period has not expired lapse without compensation. In the event of an early termination of the service contract due to death or permanent

incapacity for service, performance shares whose performance period has not yet expired will be paid out prematurely. The disbursement amount corresponds to the respective allocation value of the affected plan tranche.

Long-term performance remuneration (Performance Share Plan)



Dealing with the Coronavirus Pandemic

As a result of the coronavirus pandemic, the travel restrictions across the globe and the resulting massive decline in passenger numbers led to a significant slump in revenue and result for the Fraport Group. Contrary to the originally budgeted EPS of €4.45 for the 2020 fiscal year, the actual EPS determined based on the consolidated financial statements was –€7.12. The original, strategic planning is therefore obsolete and cannot be caught up in the subsequent years. Since the weighted average of the annual actual EPS values determined during the performance period is used as part of the performance criterion EPS and is not limited to zero, the actual EPS for 2020 has a considerable negative impact on the 2019 LTIP tranche due to this massive deviation in addition to the already disbursed 2017 and 2018 LTIP tranches. There is no scenario in which the originally set minimum targets can be achieved, so that effective and future-oriented remuneration incentives are no longer possible. In addition, Fraport has received support from the German Federal Government and the State of Hesse to compensate for holding costs that were not taken into account when the targets were originally set.

Given this situation, the Supervisory Board debated in depth in the 2021 fiscal year the LTIP and PSP tranches that have not yet been disbursed and classified the development triggered by the coronavirus pandemic as an extraordinary, unexpected event outside its sphere of control and with far-reaching changes in the economic conditions, which made it necessary to adjust the already allocated 2018 and 2019 LTIP tranches as well as the 2020 PSP tranche. In this context, at its meeting in September 2021,

the Supervisory Board decided to make the following one-off adjustments based on the recommendation of the Executive Committee:

- The aid from the German Federal Government and the State of Hesse is excluded from the EPS calculation as extraordinary income. After excluding the aid provided, the actual EPS for 2021 determined in accordance with the consolidated financial statements decreases from €0.90 to –€0.30 per share.
- Since the allocation of variable remuneration components for the 2020 fiscal year is not permitted, given the support provided by the German Federal Government and the State of Hesse, the allocation of the PSP tranche for the 2020 fiscal year will be withdrawn and the corrected allocation values for 2020 will thus amount to €0 for all members of the Executive Board.
- For the 2018 and 2019 LTIP tranches, the method for calculating the performance criteria EPS and Rank Total Shareholder Return MDAX will be changed. Instead of forming a weighted average of the annually determined planned or actual values, a target achievement per fiscal year for the four-year performance period will be determined and then the weighted average of these four values of these four levels of target achievement calculated. In this way, the 2020 fiscal year will continue to be taken into account with a reduction in value based on a target achievement of 0%. The budgeted EPS figures for 2021 and 2022 will be adjusted to the June 2021 budget, which takes into account the impact of the coronavirus pandemic, adjusted for the aid received from the German Federal Government and the State of Hesse. The targets of the previous fiscal years have not been adjusted. After the adjustment, the weighted overall target achievement of the performance criteria EPS and Rank Total shareholder Return MDAX is 99.56% for the 2018 LTIP tranche and 84.2% for the 2019 LTIP tranche. The payment of the additional amount associated with the adjustment of the 2018 and 2019 LTIP tranches may be subject to repayment. This can be required no later than three years after the end of the year in which the respective LTIP adjustment and payment were published in the Remuneration Report.

The Supervisory Board is convinced that these measures ensure appropriate remuneration for the Executive Board in relation to the duties and performance of its members and the situation of the company. At the same time, the measures ensure that effective incentives for the long-term and sustainable development of the Fraport Group continue to be offered, which is necessary in the interest of the long-term wellbeing of the company.

Objectives and target achievements; overview of the allocated LTIP and PSP tranches

The performance period of the 2019 LTIP tranche ended with the conclusion of the 2022 fiscal year. The following target achievements for EPS and Rank Total Shareholder Return MDAX were determined:

Determination of the achievement of objectives in % for the LTIP tranche 2019

	2019	2020	2021	2022	Weighted target achievement	Weighted overall target achievement
Earnings per Share (EPS) - weighting 70 %						
Target EPS value	4.27	4.53	-0,48	0.92		84.20
Actual EPS value	4.55	-7,12	-0,3	1.43		
Target achievement	113.0	0.0	150.0	150.0	90.25	
Total Shareholder Return MDAX (TSR) - weighting 30 %						
Target TSR value	25	25	25	25		
Actual TSR value	26,67	46,67	20	28		
Target achievement	95.8	0.0	112.5	92.5	70.08	

The following table shows an overview of the allocated LTIP and PSP tranches for which the disbursements are still outstanding or, in the case of the 2019 LTIP tranche, will be made in the 2023 fiscal year:

LTIP and PSP at a glance

in €		Fair Value at the start of the plan	Provisional number of virtual performance shares	Closing price Fraport share ¹⁾	Target achievement ²⁾ in %	Fair Value per Share	Payout amount in €'000
LTIP Tranche 2019 (01.01.2019 - 31.12.2022)	Dr. Stefan Schulte	54.86	9,000	49,18	84,2	41,41	372,7
	Anke Giesen	54.86	6,850	49,18	84,2	41,41	283,6
	Julia Kranenberg ³⁾	54.86	148	49,18	84,2	41,41	6,1
	Michael Müller ⁴⁾	54.86	6,422	49,18	84,2	41,41	265,9
	Dr. Pierre Dominique Prümm ³⁾	54.86	3,106	49,18	84,2	41,41	128,6
	Prof. Dr. Matthias Zieschang	54.86	6,850	49,18	84,2	41,41	283,6
PSP Tranche 2021 ⁵⁾ (01.01.2021 - 31.12.2024)	Dr. Stefan Schulte	38.25	22,197	Can only be determined after the end of the performance period.			
	Anke Giesen	38.25	16,916				
	Julia Kranenberg ³⁾	38.25	5,368				
	Michael Müller ⁴⁾	38.25	7,401				
	Dr. Pierre Dominique Prümm	38.25	9,909				
	Prof. Dr. Matthias Zieschang	38.25	16,916				
PSP Tranche 2022 ⁵⁾ (01.01.2022 - 31.12.2025)	Dr. Stefan Schulte	42.53	19,963				
	Anke Giesen	42.53	15,213				
	Julia Kranenberg ³⁾	42.53	7,056				
	Michael Müller ⁴⁾	42.53	2,853				
	Dr. Pierre Dominique Prümm	42.53	8,912				
	Prof. Dr. Matthias Zieschang	42.53	15,213				

¹⁾ The relevant closing price of the Fraport AG share is calculated for the 2019 LTIP tranches based on the first 30 trading days immediately following the four-year performance period.

²⁾ The overall target attainment of the LTIP tranche 2019 arises from the weighted target attainment of the performance criteria of earnings per share – EPS (70%) and Rank Total Shareholder Return MDAX (30%).

³⁾ The allocation is pro rata due to Dr. Pierre Dominique Prümm starting his term of office from July 1, 2019 and Julia Kranenberg from November 1, 2022.

⁴⁾ The allocation is pro rata due to Michael Müller ending his Executive Board term of office on September 30, 2022.

⁵⁾ The assigned value for Dr. Stefan Schulte is €849 thousand, €379 thousand each for Dr. Pierre Dominique Prümm and Julia Kranenberg, and €647 thousand each for the other members of the Executive Board.

Other contractual arrangements

Shareholding obligation

Each member of the Executive Board is obliged to acquire shares of Fraport AG in the amount of at least one annual gross base remuneration within a five-year establishment phase and hold them permanently during their membership on the Executive Board. At the end of each fiscal year, the performance of this obligation must be demonstrated to the Chairman of the Supervisory Board by submitting the corresponding documents. Existing holdings of Fraport AG shares are taken into account for the purposes of the shareholding obligation.

Given the temporarily sharp downturn in share prices due to the coronavirus, the Executive Board and the Supervisory Board at the beginning of 2020 set the number of shares to be acquired based on the closing rate of the share as at December 31, 2019 in the amount of €75.78 and the respective annual gross remuneration. To that effect, all Executive Board members demonstrably complied with the obligation to acquire the determined number of shares and their holding period.

Subsequent non-competition obligation

Each member of the Executive Board has agreed to a two-year subsequent non-competition obligation. For this period, appropriate ex gratia compensation in the amount of 50% of the contractual benefits last received by the member of the Executive Board is granted (within the meaning of Section 74 (2) of the HGB); when calculating compensation, the performance-based remuneration components shall be taken into account according to the average of the last three completed fiscal years. If the current remuneration system has not existed for three fiscal years at the end of the contract, the average performance-based remuneration is determined based on the duration of the contract in accordance with the current remuneration system (within the meaning of Section 74b (2) of the HGB). Payment shall be made in monthly installments. The compensation counts towards a retirement pension owed by Fraport AG. In the case of Executive Board members appointed before 2012, this applies if the compensation together with the retirement pension and other income generated exceeds 100% of the last fixed annual salary. In the case of Executive Board members appointed since 2012, the full amount of the compensation counts toward the retirement pension up to the end of the month in which the member reaches the age of 62 or 65. Payments on the occasion of premature termination of the membership on the Executive Board are credited to the compensation for the period of leave.

With the end of Michael Müller's service contract on September 30, 2022, a subsequent non-competition obligation was waived in accordance with a Supervisory Board resolution.

Benefits in case of premature termination of Executive Board membership

In the event that an appointment is revoked without good cause, the remuneration system provides for a severance payment for Executive Board members. The amount is limited to two total annual remunerations and does not exceed the remuneration of the remaining term of the Executive Board contract (severance cap). In other cases of early termination, any payments are also limited to a maximum amount of two annual total remunerations or the remuneration of the remaining term of the Executive Board contract as a severance cap. When calculating the total annual remuneration, the total remuneration for the last fiscal year prior to the premature termination of the Board member's activities and, where applicable, the expected total remuneration for the current fiscal year is taken into account. In the event that there is good cause for the extraordinary termination of the Board member's Executive Board contract by the company or in the event of an early termination of membership on the Executive Board at the request of the Member of the Board, no severance payment is paid.

Malus/clawback regulation

In certain cases, the Supervisory Board has the option of reducing unpaid performance-based remuneration components or reclaiming performance-based remuneration components that have already been paid out.

In the event of a significant breach of duty or compliance by a member of the Executive Board, the Supervisory Board may, at its dutiful discretion, partially or completely reduce the remuneration components in accordance with the performance (bonus or number of virtual performance shares under the Performance Share Plan) (malus). If the remuneration components have already been paid out after performance, the Supervisory Board may, under the above conditions, also reclaim, in part or in full, the paid amounts of the performance-based remuneration (clawback) at its aforementioned discretion.

In the event that the performance-based remuneration components are set or paid out on the basis of incorrect data, for example incorrect consolidated financial statements, the Supervisory Board may correct the calculation or reclaim any paid remuneration components. In the event of violations of duty or compliance in the aforementioned sense, the reduction or clawback in principle takes place for the year in which the significant breach of duty or compliance was committed. The clawback period ends one year after the payment of the performance-based remuneration component. The clawback can still take place even if the term or employment of the member of the Executive Board has already ended.

Any obligation of the member of the Executive Board to pay compensation to the company is unaffected by the reduction or clawback of performance-based remuneration components.

In the 2022 fiscal year, no circumstances occurred to justify the retention or clawback of the performance-based remuneration components within the framework of the malus/clawback regulation.

Ancillary activities of the members of the Executive Board

Any remuneration payments related to the performance of internal Group mandates on the Supervisory Board will be credited to the remuneration in accordance with this remuneration system. When taking on supervisory board mandates outside of the Group, the Supervisory Board decides whether and to what extent remuneration paid for this is to be offset. No offsets have been contractually agreed for the current members of the Executive Board.

Other benefits

D&O insurance with a deductible in accordance with Section 93 (2) sentence 3 AktG and accident insurance have been taken out for all Executive Board members. In addition, members are allowed to use business mobile devices privately and have a lifelong right to free parking at Frankfurt Airport after leaving the Executive Board. Fraport AG reimburses travel costs for company trips and other business expenses in line with the regulations in general use at Fraport AG. Since these benefits are not based on any benefits in kind or other benefits, they are not included in the total remuneration as ancillary benefits.

Julia Kranenberg was granted a monthly flat rate of €2,000 gross for 12 months after the start of the service contract in the context of her additional expenses for maintaining two households. Therefore, a total of €4,000 was granted to her for 2022. In addition, she has the option of claiming relocation costs up to a maximum amount of €20,000 and the costs for a relocation service, provided relevant invoices are submitted. This option was not exercised in the 2022 fiscal year.

Presentation of individual Executive Board remuneration

Contractually agreed target remuneration (voluntary disclosure)

The following table presents the contractually agreed target remuneration for the members of the Executive Board serving in the 2022 fiscal year plus the cost of ancillary benefits and pension commitments. The target remuneration for 2021 for the members of the Executive Board serving in the 2022 fiscal year is also presented for reasons of transparency.

Target remuneration of the Executive Board

	Dr. Stefan Schulte (Chairman of Executive Board; Executive Director since April 15, 2003)			Anke Giesen (Executive Director Retail and Real Estate; Executive Director since January 1, 2013)			Julia Kranenberg (Executive Director Labor Relations; Executive Director since November 1, 2022)		
	2022		2021	2022		2021	2022		2021
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	715.0	28.3	715.0	500.0	27.7	500.0	83.3	10.2	–
Ancillary benefits	27.3	1.1	19.6	32.1	1.8	33.8	8.8	1.1	–
Total	742.3	29.4	734.6	532.1	29.5	533.8	92.1	11.3	–
Short-term performance remuneration (bonus)									
Bonus 2021	–	–	611.0	–	–	443.0	–	–	–
Bonus 2022	611.0	24.2	–	443.0	24.6	–	33.3	4.1	–
Long-term performance remuneration									
Performance Share Plan (4 years)									
Tranche 2021 (01.01.2021 - 31.12.2024)	–	–	849.0	–	–	647.0	205.3	25.2	–
Tranche 2022 (01.01.2022 - 31.12.2025)	849.0	33.6	–	647.0	35.9	–	300.0	36.9	–
Total	2,202.3	87.1	2,194.6	1,622.1	90.0	1,623.8	630.7	77.5	–
Pension-related expenses as per IAS 19	326.6	12.9	465.6	180.2	10.0	211.2	183.0	22.5	–
Total remuneration (incl. pension-related expenses)	2,528.9	100.0	2,660.2	1,802.3	100.0	1,835.0	813.7	100.0	–

Target remuneration of the Executive Board

	Michael Müller (Executive Director Labor Relations; Executive Director October 1, 2012-September 30, 2022)			Dr. Pierre Dominique Prümm (Executive Director Aviation and Infrastructure; Executive Director since July 1, 2019)			Prof. Dr. Matthias Zieschang (Executive Director Controlling and Finance; Executive Director since April 1, 2007)		
	2022		2021	2022		2021	2022		2021
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	375.0	43.3	500.0	500.0	38.6	500.0	520.0	26.6	520.0
Ancillary benefits	37.8	4.4	44.3	38.4	3.0	36.4	66.4	3.4	67.4
Total	412.8	47.6	544.3	538.4	41.6	536.4	586.4	30.0	587.4
Short-term performance remuneration (bonus)									
Bonus 2021	–	–	443.0	–	–	200.0	–	–	508.0
Bonus 2022	332.3	38.4	–	200.0	15.4	–	508.0	26.0	–
Long-term performance remuneration									
Performance Share Plan (4 years)									
Tranche 2021 (01.01.2021 - 31.12.2024)	–	–	283.1	–	–	379.0	–	–	647.0
Tranche 2022 (01.01.2022 - 31.12.2025)	121.3	14.0	–	379.0	29.3	–	647.0	33.1	–
Total	866.4	100.0	1,270.4	1,117.4	86.3	1,115.4	1,741.4	89.0	1,742.4
Pension-related expenses as per IAS 19	0.0	–	131.6	177.5	13.7	268.3	214.3	11.0	313.0
Total remuneration (incl. pension-related expenses)	866.4	100.0	1,402.0	1,294.9	100.0	1,383.7	1,955.7	100.0	2,055.4

Remuneration awarded and due in accordance with Section 162 AktG

The following tables show the individually granted and owed remuneration in the 2022 fiscal year in accordance with Section 162 AktG (basic remuneration, cost of ancillary benefits, short-term and long-term performance remuneration), their respective relative share and the additional cost of pension commitments. The term “remuneration granted and owed” refers to the extent to which the members of the Executive Board receive payments and describes the remuneration for which the underlying activity has been fully performed as of the end of the 2022 fiscal year. In addition, for the members of the

Executive Board serving in the 2022 fiscal year, the remuneration granted and owed in the previous year, i.e., fiscal year 2021, is presented voluntarily for reasons of transparency.

The payment amounts of the bonus for 2022 and the 2019 LTIP tranche (end of the performance period as at December 31, 2022) are allocated to the 2022 fiscal year, as the one-year and four-year activity had been fully provided by the respective Executive Board member at the end of the 2022 fiscal year. The target achievement (and thus the payout) has already been determined at the time of reporting, even if the payments are not made until the following year.

Remuneration awarded and due - active Executive Board members

	Dr. Stefan Schulte (Chairman of Executive Board; Executive Director since April 15, 2003)			Anke Giesen (Executive Director Retail and Real Estate; Executive Director since January 1, 2013)			Julia Kranenberg (Executive Director Labor Relations; Executive Director since November 1, 2022)		
	2022		2021	2022		2021	2022		2021
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	715.0	35.2	715.0	500.0	33.8	500.0	83.3 ²⁾	56.2	–
Ancillary benefits	27.3	1.3	19.6	32.1	2.2	33.8	8.8	5.9	–
Total	742.3	36.5	734.6	532.1	35.9	533.8	92.1	62.1	–
Short-term performance remuneration (bonus)									
Bonus 2021	–	–	916.5	–	–	664.5	–	–	–
Bonus 2022	916.5	45.1	–	664.5	44.9	–	50.0 ²⁾	33.7	–
Long-term performance remuneration									
Long-Term Strategy Award (3 years) ³⁾									
Tranche 2019 (01.01.2019 - 31.12.2021)	–	–	80.0	–	–	60.0	–	–	–
Long-Term Incentive-Program (4 years)									
Tranche 2018 (01.01.2018 - 31.12.2021)	–	–	559.3	–	–	425.7	–	–	–
Tranche 2019 (01.01.2019 - 31.12.2022)	372.7	18.3	–	283.6	19.2	–	6.1 ²⁾	4.1	–
Total remuneration awarded and due	2,031.5	100.0	2,290.4	1,480.2	100.0	1,684.0	148.2	100.0	–
Pension-related expenses as per IAS 19	326.6	–	465.6	180.2	–	211.2	183.0	–	–
Total remuneration (incl. pension-related expenses)	2,358.1	–	2,756.0	1,660.4	–	1,895.2	331.2	–	–

Remuneration awarded and due - active Executive Board members

	Michael Müller (Executive Director Labor Relations; Executive Director October 1, 2012 - September 30, 2022)			Dr. Pierre Dominique Prümm (Executive Director Aviation and Infrastructure; Executive Director since July 1, 2019)			Prof. Dr. Matthias Zieschang (Executive Director Controlling and Finance; Executive Director since April 1, 2007)		
	2022		2021	2022		2021	2022		2021
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	375.0 ²⁾	31.9	500.0	500.0	51.7	500.0	520.0	31.9	520.0
Ancillary benefits	37.8	3.2	44.3	38.4	4.0	36.4	66.4	4.1	67.4
Total	412.8	35.1	544.3	538.4	55.7	536.4	586.4	35.9	587.4
Short-term performance remuneration (bonus)									
Bonus 2021	–	–	0.0	–	–	300.0	–	–	762.0
Bonus 2022	498.4 ²⁾	42.3	664.5	300.0	31.0	–	762.0	46.7	–
Long-term performance remuneration									
Long-Term Strategy Award (3 years) ³⁾									
Tranche 2019 (01.01.2019 - 31.12.2021)	–	–	60.0	–	–	50.0 ¹⁾	–	–	60.0
Long-Term Incentive-Program (4 years)									
Tranche 2018 (01.01.2018 - 31.12.2021)	–	–	–	–	–	137.9 ¹⁾	–	–	425.7
Tranche 2019 (01.01.2019 - 31.12.2022)	265.9 ²⁾	22.6	425.7	128.6 ¹⁾	13.3	–	283.6	17.4	–
Total remuneration awarded and due	1,177.1	100.0	1,694.5	967.0	100.0	1,024.3	1,632.0	100.0	1,835.1
Pension-related expenses as per IAS 19	0.0	–	131.6	177.5	–	268.3	214.3	–	313.0
Total remuneration (incl. pension-related expenses)	1,177.1	–	1,826.1	1,144.5	–	1,292.6	1,846.3	–	2,148.1

¹⁾ Proportionate LSA Plan Award and proportionate LTIP allocation due to joining the Executive Board on July 1, 2019.

²⁾ Pro rata remuneration due to the start of an Executive Board member's term of office from November 1, 2022 and the ending of an Executive Board member's term of office on September 30, 2022.

³⁾ The Long-Term Strategy Award (LSA) was integrated in the Performance Share Plan (PSP) with the introduction of the new Executive Board remuneration 2020.

Remuneration awarded and due - former Executive Board members

	Herbert Mai (Executive Director Labor Relations; Executive Director until September 30, 2012)			Peter Schmitz (Executive Director Operations; Executive Director until August, 31 2014)			Michael Müller (Executive Director Labor Relations; Executive Director until September 30, 2022)		
	2022		2021	2022		2021	2022		2021
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Pension salary	152.6	100.0	145.4	134.0	100.0	127.6	22.4	100.0	0.0

Comparison of annual change in Executive Board remuneration according to Section 162 (1) sentence 2 No 2 AktG

in %	2022 compared to 2021	2021 compared to 2020
Executive Board remuneration		
Dr. Stefan Schulte	-11.3	89.8
Anke Giesen	-12.1	91.0
Julia Kranenberg (Member of the Executive Board since 1.11.2022)	-	0.0
Michael Müller (Member of the Executive Board until 30.9.2022)	-30.5	90.1
Dr. Pierre Dominique Prümm ¹⁾	-5.6	65.4
Prof. Dr. Matthias Zieschang	-11.1	93.2
Remuneration of former Executive Board members		
Herbert Mai	5.0	0.0
Peter Schmitz	5.0	0.0
Michael Müller	-	-
Profit development		
Annual result Fraport AG	-215.6	112.9
EBITDA of the group	36.0	402.1
Average remuneration of employees on a full-time equivalent basis		
Employees of Fraport AG ²⁾	20.6	10.8

¹⁾ Lower variable remuneration components due to joining the Executive Board on July 1, 2019.

²⁾ Permanent employees excluding apprentices and temporary staff

The strong percentage deviation in Executive Board remuneration compared to the 2020 fiscal year stems from the reduced disbursement of the 2017 LTIP tranche due to the impact of the pandemic and the non-payment of the bonus in 2020 in order to obtain aid from the German Federal Government and the State of Hesse to cover the holding costs incurred by the pandemic.

The result development of the Fraport Group is reported on the basis of the change in Group EBITDA, as the remuneration of the members of the Executive Board is largely dependent on the development of this Group key figure.

The comparison with the development of the average remuneration of employees is derived from the average remuneration of the employees of Fraport AG. Since the employee and remuneration structures in the subsidiaries are diverse, particularly for employees abroad, it makes sense to focus only on the workforce at Fraport AG when comparing the development of average remuneration. Additional remuneration received by employees for membership on the Supervisory Board of Fraport AG is not taken into account. In order to ensure comparability, the remuneration of part-time workers has been extrapolated to full-time equivalents.

Remuneration of the Supervisory Board in the fiscal year 2022

The current remuneration for the Supervisory Board was approved by the Annual General Meeting on May 28, 2019. This approval was confirmed at the Annual General Meeting on May 26, 2020 with 99.7% voting in favor. In accordance with Section 113 (3) AktG, the Annual General Meeting must pass resolutions on the remuneration of the members of the Supervisory Board at least every four years.

Each Supervisory Board member receives fixed remuneration of €35,000 per full fiscal year payable at the end of the fiscal year. The Chairman of the Supervisory Board receives three times this amount and the Chairman of the finance and audit committee receives twice this amount; the Vice-Chairman of the Supervisory Board and the Chairmen of the other committees each receive one and a half times this amount. For their membership in committees, Supervisory Board members receive an additional, fixed remuneration of €7,500 per committee for each full fiscal year. This additional remuneration is paid for a maximum of two committee memberships. Supervisory Board members that become members of or leave the Supervisory Board during a fiscal year receive pro rata remuneration. The same holds in the case of any change in the membership of committees. Each Supervisory Board member receives €1,000 for every Supervisory Board meeting he or she attends and every committee meeting attended of which he or she is a member. In addition, necessary expenses incurred and, if applicable, value added tax incurred on the remuneration and meeting fees are refunded. The aim of Supervisory Board remuneration is to strengthen the independence of the Supervisory Board as a supervisory body and to take into account the associated tasks and achievements of the Supervisory Board members. The various requirements, time spent, and responsibilities are reflected by the higher remuneration for specific functions and committee memberships. This contributes to the long-term development of Fraport.

Remuneration awarded and due of the Supervisory Board 2022

in €		Fixed salary	Committee remuneration	Attendance fees	Total	Total remuneration 2021
Supervisory Board Member						
Amier	Claudia	16,541.10	4,232.88	4,000.00	24,773.98	83,500.00
Arslan	Devrim	34,520.55	14,301.37	12,000.00	60,821.92	67,000.00
Becker	Uwe	13,328.77	5,712.33	3,000.00	22,041.10	62,000.00
Bergerhoff	Dr. Bastian	21,287.67	7,726.03	9,000.00	38,013.70	–
Boddenberg	Michael	105,000.00	15,000.00	10,000.00	130,000.00	133,000.00
Böyükmeşe	Hakan	43,534.25	14,301.37	14,000.00	71,835.62	67,000.00
Born	Ines	15,917.81	0.00	1,000.00	16,917.81	–
Cicek	Hakan	34,520.55	7,150.68	13,000.00	54,671.23	56,500.00
Dunkelmann	Yvonne	3,931.51	842.47	0.00	4,773.98	24,750.00
Feldmann	Peter	35,000.00	0.00	4,000.00	39,000.00	39,000.00
Gerber	Peter	35,000.00	0.00	5,000.00	40,000.00	41,000.00
Haase	Dr. Margarete	70,000.00	15,000.00	17,000.00	102,000.00	103,000.00
Kaufmann	Frank-Peter	35,000.00	15,000.00	20,000.00	70,000.00	72,000.00
Kipper	Dr. Ulrich	34,520.55	9,061.64	14,000.00	57,582.19	56,500.00
Klemm	Lothar	52,500.00	15,000.00	21,000.00	88,500.00	86,500.00
Knappe	Karin	19,849.32	7,726.03	10,000.00	37,575.35	–
Lindner	Ramona	30,589.04	6,308.22	13,000.00	49,897.26	–
Neumaier	Mira	17,500.00	3,750.00	3,000.00	24,250.00	46,104.17
Odenwald	Michael	35,000.00	15,000.00	16,000.00	66,000.00	67,000.00
Pöschko	Matthias	34,520.55	14,301.37	16,000.00	64,821.92	62,875.00
Rana	Qadeer	34,520.55	14,301.37	16,000.00	64,821.92	68,000.00
Venema	Mathias	51,780.82	14,301.37	14,000.00	80,082.19	84,500.00
Wärntges	Sonja	35,000.00	15,000.00	15,000.00	65,000.00	67,000.00
Windt	Prof. Dr. Katja	35,000.00	15,000.00	13,000.00	63,000.00	64,000.00
Total		844,363.04	229,017.13	263,000.00	1,336,380.17	1,351,229.17

Comparison of annual change in Supervisory Board remuneration according to section 162 para. 1 sentence 2 no. 2 AktG

in %	2022 compared to 2021 ¹⁾	2021 compared to 2020 ¹⁾
Remuneration of Supervisory Board		
Amier, Claudia (until 10.2.2022, since 16.2.2022, until 30.4.2022)	-70.3	12.1
Arslan, Devrim (until 10.2.2022, since 16.2.2022)	-9.2	13.6
Becker, Uwe (until 24.5.2022)	-64.4	-4.6
Bergerhoff, Dr. Bastian (since 24.5.2022)	–	–
Boddenberg, Staatsminister Michael (First Deputy Chairman)	-2.3	70.5
Bölükmeşe, Hakan (until 10.2.2022, since 16.2.2022)	7.2	3.1
Born, Ines (since 19.7.2022)	–	–
Cicek, Hakan (until 10.2.2022, since 16.2.2022)	-3.2	1.8
Dunkelmann, Yvonne (until 10.2.2022)	-80.7	–
Feldmann, Peter	0.0	-7.1
Gerber, Peter	-2.4	10.8
Haase, Dr. Margarete	-1.0	4.0
Kaufmann, Frank-Peter	-2.8	16.1
Kipper, Dr. Ulrich (until 10.2.2022, since 16.2.2022)	1.9	11.9
Klemm, Lothar	2.3	8.8
Knappe, Karin (since 8.6.2022)	–	–
Lindner, Ramona (since 16.2.2022)	–	–
Neumaier, Mira (until 30.06.2022)	-47.4	–
Odenwald, Michael	-1.5	0.0
Pöschko, Matthias (until 10.2.2022, since 16.2.2022)	3.1	–
Rana, Qadeer (until 10.2.2022, since 16.2.2022)	-4.7	9.7
Venema, Mathias (until 10.2.2022, since 16.2.2022)	-5.2	180.6
Wärntges, Sonja	-3.0	420.9
Windt, Prof. Dr. Katja	-1.6	-1.5
	0	0
Profit development		
Annual result Fraport AG	-215.6	112.9
EBITDA of the group	36.0	402.1
Average remuneration of employees on a full-time equivalent basis		
Employees of Fraport AG ²⁾	20.6	10.8

¹⁾ The varying percentage changes in the Supervisory Board remuneration are a result of a pro rata remuneration payment due to a change in the Supervisory Board and/or its committees during the year.

²⁾ Permanent employees excluding apprentices and temporary staff

Frankfurt am Main, March 13, 2023

Fraport AG

Frankfurt Airport Services Worldwide



Dr. Schulte
Chairman of Executive Board



Kranenberg
Executive Director Labor Relations



Staatsminister Boddenberg
Chairman of the Supervisory Board

Auditor's Report

To Fraport AG Frankfurt Airport Services Worldwide , Frankfurt am Main

We have audited the remuneration report of Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main, for the financial year from 1. January to 31. December 2022 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Fraport AG Frankfurt Airport Services Worldwide are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1. January to 31. December 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Fraport AG Frankfurt Airport Services Worldwide. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Frankfurt am Main, March 13, 2023

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft



Guido Tamm
Wirtschaftsprüfer
(German Public Auditor)



[ppa.] Matthias Böhm
Wirtschaftsprüfer
(German Public Auditor)

III. Further information on the Supervisory Board candidates proposed for election

(re: Agenda Item 7)

Michael Boddenberg

Finance Minister of the State of Hesse

Personal details:

Year of birth: 1959
Nationality: German
Occupation: Finance Minister of the State of Hesse
Place of residence: Frankfurt am Main

Education:

1978 Abitur (school-leaving exam) in Siegburg (North Rhine-Westphalia)
1983 Master craftsman's certificate in butchery

Professional career:

1984–1990 Member of the management team of Mainfrost Tiefkühlkost GmbH
1989–2009 Head of the private school J. A. Heyne GmbH & Co. KG in Frankfurt
1993–1999 Voluntary member of the City Council of the City of Frankfurt am Main
1995–2002 Managing Director and shareholder of Fleischfeinkost Schäfer GmbH
Since 1999 Member of the State Parliament of Hesse
2001–2009 Secretary General and Managing Director of the CDU in Hesse
2004–2009 Economic policy spokesman for the CDU parliamentary group
2009–2014 Hesse Minister for Federal Affairs and representative of the state to the federal government
2014–April 2020 Head of the CDU parliamentary group in the state parliament of Hesse
2014 to present Managing Director and shareholder of J. A. Heyne GmbH & Co. KG
(note: stepped down from management when he became a cabinet member)
Since April 3, 2020 Finance Minister of the State of Hesse

Membership of statutory supervisory boards:

- Messe Frankfurt GmbH, Frankfurt am Main (member of the Supervisory Board)
- Hessische Staatsweingüter GmbH Kloster Eberbach (Chairman of the Supervisory Board)

- Central Cooperative of the European Meat Trade (Zentrag), Frankfurt am Main (Chairman of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

Member of the Supervisory Board of Landesbank Hessen-Thüringen Girozentrale, Frankfurt am Main/Erfurt (2nd Vice-Chairman)

Other activities

Butchers' guild of Frankfurt/Darmstadt/Offenbach (member of the executive board)

Dr. Bastian Bergerhoff

City Treasurer and department head for finance, investments, and personnel of the City of Frankfurt

Personal details:

Year of birth: 1968
 Nationality: German
 Occupation: City Treasurer and department head for finance, investments, and personnel of the City of Frankfurt
 Place of residence: Frankfurt am Main

Education:

1989–1994 Studies in physics in Frankfurt and Heidelberg
 1997 Doctorate awarded (Dr. rer. nat.)

Professional career:

1997–2000 Researcher at the Technical University of Munich in Garching
 2000–2003 Software Consultant at Framesoft AG Software Applications
 2003–2009 Freelance work as a software specialist
 2009–2021 Software specialist, business consultant, and department head at various Deutsche Telekom AG companies
 Since Sept. 9, 2021 City Treasurer and department head for finance, investments, and personnel of the City of Frankfurt

Membership of statutory supervisory boards:

- Mainova AG (member of the Supervisory Board)
- Messe Frankfurt GmbH (member of the Supervisory Board)
- Stadtwerke Frankfurt am Main Holding GmbH (Chair of the Supervisory Board)
- Stadtwerke Verkehrsgesellschaft Frankfurt am Main mbH (member of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

- DomRömer GmbH (Vice Chairman of the Supervisory Board)
- FIZ Frankfurter Innovationszentrum Biotechnologie GmbH (member of the Supervisory Board)
- Gateway Gardens Projektentwicklungs-GmbH (member of the Supervisory Board)
- Sportpark Stadion Frankfurt am Main Gesellschaft für Projektentwicklungen mbH (member of the Supervisory Board)
- Harbor and commercial operations of the City of Frankfurt (member of the Operations Commission)
- Frankfurt's municipal daycare activities (member of the Operations Commission)
- Frankfurt's municipal child, youth and family aid (member of the Operations Commission)
- Frankfurt am Main municipal drainage services (member of the Operations Commission)
- Frankfurt am Main – Höchst municipal clinics (member of the Operations Commission)
- Frankfurt am Main adult education center (member of the Operations Committee)

Other activities

FinTech Community Frankfurt GmbH (deputy member of the Advisory Board)

Kathrin Dahnke

Independent corporate consultant

Personal details:

Year of birth: 1960

Nationality: German

Occupation: Independent corporate consultant

Place of residence: Bielefeld

Education:

1978–1984 Abitur (school-leaving exam) at Geschwister-Scholl Gymnasium in Melsungen, followed by training as a business interpreter and studies in business administration at the University of Göttingen, business administration graduate

Professional career:

1985–1989 Head of the Finance department, Beiersdorf AG, Hamburg
1989–1997 Associate Director of Mergers & Acquisitions at Westdeutsche Landesbank, Düsseldorf
1998–2004 Managing Director, Otto Bock Holding GmbH & Co. KG, Duderstadt
2005–2014 Director of Finance, from 2010 CFO at DMG Mori Seiki Aktiengesellschaft, formerly GILDEMEISTER AG, Bielefeld
2014–2019 Member of the Management Board of Wilh. Werhahn KG, Neuss
2020–2021 Chief Financial Officer (CFO) of OSRAM Licht AG, Munich
2021–2022 Chief Financial Officer (CFO) of Ottobock SE & Co KGaA

Membership of statutory supervisory boards:

- B. Braun SE, Melsungen (member of the Supervisory Board and Chairwoman of the Audit Committee)
- Knorr-Bremse AG, Munich (member of the Supervisory Board and Chairwoman of the Audit Committee)
- Jungheinrich AG, Hamburg (member of the Supervisory Board and Chairwoman of the Audit Committee)
- Aurubis AG, Hamburg (member of the Supervisory Board and of the Audit Committee, Chairwoman of the Nomination Committee)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

None

Other activities

None

Dr. Margarete Haase

Independent corporate consultant

Personal details:

Year of birth: 1953
Nationality: Austrian
Occupation: Independent corporate consultant
Place of residence: Ebersberg

Education:

1973–1979 Graduates with a degree in business administration from the Vienna University of Economics and Business (Wirtschaftsuniversität Wien)
1982–1984 Thesis on “Origins of the Japanese Management System”
1998–1999 Harvard Business School (Executive Education Program) in Boston

Professional career:

1979 Kapitalbeteiligungs AG, Vienna, analyst, corporate valuations
1983 RZB-Leasing GmbH, Vienna, head of department, special leasing / financial transactions
1986 CIS Information Systems / Comdisco, Geneva, regional director, sales, refinancing
1987–1990 Daimler Benz AG, Stuttgart, director of leasing control, director of investments for North and South America
1995–2000 Daimler Benz AG, Munich, Amsterdam, Dublin, Divisional manager for sales financing at Deutsche Aerospace AG, member of management of Fokker Flugzeugleasing / Absatzfinanzierungsgesellschaft (aircraft leasing / sales financing) for Airbus
2000–2002 DaimlerChrysler AG Stuttgart, divisional manager for Group financial planning and management
2002–2006 DaimlerChrysler AG, Berlin, Commercial manager of engine plant in Berlin
2006–2007 DaimlerChrysler AG, Stuttgart, Director Corporate Audit Europa
2007–2009 Daimler Financial Services AG, Berlin, member of the Board of Management
04/2009–04/2018 Deutz AG, Cologne, member of the Board of Management

Membership of statutory supervisory boards:

- ams OSRAM AG (Chairwoman of the Supervisory Board)
- Marquard & Bahls AG (member of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

ING Groep N.V. and ING Bank N.V. Amsterdam (member of the Supervisory Board, Chairwoman of the Audit Committee)

Other activities

None

Harry Hohmeister

Member of the Executive Board of Deutsche Lufthansa AG (responsible for “Global Markets and Network”)

Personal details:

Year of birth:	1964
Nationality:	German
Occupation:	Member of the Executive Board of Deutsche Lufthansa AG (responsible for “Global Markets and Network”)
Place of residence	Reit im Winkel

Education:

1983–1988	Abitur (school-leaving exam), military service, training as an air transport management assistant at Deutsche Lufthansa AG
-----------	--

Professional career:

1988–1995	Planning and development of the European fleet and flight schedules; reorganization of the Distribution and Marketing Division – Deutsche Lufthansa AG
1996–1999	Vice President Network Planning – Deutsche Lufthansa AG

2000–2004	Various executive functions, including responsibility of the company’s airlines in Germany, Belgium and the UK – Thomas Cook Airlines
2005–2008	Chief Network & Distribution Officer – SWISS International Air Lines AG
2009–2015	Chief Executive Officer (Chairman of the Management Board) – SWISS International Air Lines AG
2013–2015	Member of the Executive Board of Deutsche Lufthansa AG (responsible for “Group Airlines, Logistics and IT”)
2016–2022	Member of the Executive Board of Deutsche Lufthansa AG (responsible for “Commercial Passenger Airlines”)
Since 2022	Member of the Executive Board of Deutsche Lufthansa AG (responsible for “Global Markets and Network”) Responsibility for the coordination of network planning, commercial offer design, revenue management, worldwide sales and distribution as well as global stations for all passenger airlines of the Lufthansa Group

Membership of statutory supervisory boards and similar bodies:

Chairman of the Supervisory Board of Eurowings GmbH

Memberships of equivalent oversight bodies in Germany and abroad

Member of the Supervisory Board of SunExpress (Güneş Ekspres Havacılık A.Ş.)

Mike Josef

City councillor, department head for planning, housing und sports and elected Lord Mayor of the City of Frankfurt am Main

Personal details:

Year of birth: 1983

Nationality: German

Occupation: City councillor, department head for planning, housing und sports and elected Lord Mayor of the City of Frankfurt am Main

Place of residence: Frankfurt am Main

Education:

1999	Secondary school leaving certificate at Albert-Einstein-Realschule in Ulm-Wiblingen
2002	Advanced technical college entrance qualification at Fachoberschule in Neu-Ulm
2003 – 2004	Studied social work at the University of Applied Sciences Frankfurt am Main
2004 – 2010	Studied political science, history and law at the Goethe University Frankfurt; graduated as Diplom-Politologe (political scientist)

Professional career:

2011 – 2016	Organising Secretary at the DGB in South-East Hesse
2016 – 2021	City councillor, department head for planning and housing
Since Sept. 9, 2021	City councillor, department head for planning, housing und sports
As of May 12, 2023	Lord Mayor of the City of Frankfurt am Main

Membership of statutory supervisory boards:

- Member of the Supervisory Board of ABG FRANKFURT HOLDING Wohnungsbau- und Beteiligungsgesellschaft mbH
- Member of the Supervisory Board of Messe Frankfurt GmbH
- Member of the Supervisory Board of Nassauische Heimstätte Wohnungs- und Entwicklungsgesellschaft mbH

Membership of comparable German and foreign oversight bodies of commercial enterprises:

- Chairman of the Supervisory Board of Bäderbau Frankfurt GmbH & Co. KG
- Chairman of the Supervisory Board of BäderBetriebe Frankfurt GmbH
- Chairman of the Supervisory Board of Dom Römer GmbH
- Chairman of the Supervisory Board of Gateway Gardens Projektentwicklungs-GmbH
- Member of the Supervisory Board of HFM Managementgesellschaft für Hafen und Markt mit beschränkter Haftung
- Member of the Supervisory Board of KEG Konversions-Grundstücksentwicklungsgesellschaft mbH
- Member of the Supervisory Board of Rebstock Projektgesellschaft mbH
- Member of the Supervisory Board of Sportpark Stadion Frankfurt am Main Gesellschaft für Projektentwicklungen mbH

Other activities

None

Frank-Peter Kaufmann

Member of the State Parliament of Hesse, graduate physicist

Personal details:

Year of birth: 1948
Nationality: German
Occupation: Member of the State Parliament of Hesse, graduate physicist
Place of residence: Dietzenbach

Education:

1966–1970 Studies physics at the Goethe University in Frankfurt am Main, graduating with a degree

Professional career:

1970–1972 Academic work in theoretical physics
1972–1983 Work in the university administration, lastly as head of the planning department of the Goethe University in Frankfurt am Main
1984–1989 First municipal councilor, responsible for finance, social affairs, and municipal utilities in Dietzenbach (Offenbach county)
1989–1993 First district councilor of Offenbach district as head of department for youth, social affairs, environment, traffic, and health
April 5, 1995 Enters the Hesse Landtag (state parliament) for the first time
1998–2008 Parliamentary Secretary of the BÜNDNIS 90 / DIE GRÜNEN caucus and long-standing member of the economics and budget committee of the Hesse Landtag as well as on the financial controlling sub-committee
2009–2016 Chair of the Financial Controlling sub-committee of the Hesse Landtag
Since 2008 Group chairman of the GRÜNEN caucus in the regional assembly
Since 2011 Honorary Associate of the Regionalverband Regional Authority

Membership of statutory supervisory boards:

None

Membership of comparable German and foreign oversight bodies of commercial enterprises:

None

Other activities

None

Lothar Klemm

Former Secretary of State of Hesse, independent attorney

Personal details:

Year of birth: 1949

Nationality: German

Occupation: Former Secretary of State of Hesse, independent attorney

Place of residence: Neuberg

Education:

1968 Studies law at the Johann-Wolfgang-Goethe University, Frankfurt am Main, graduating after passing the first and second state examinations in law

Professional career:

1978 Practicing attorney and notary

1994–1995 Hesse Minister for Economic Affairs, Transport, Technology, and European Affairs

1995–1999 Hesse Minister for Economic Affairs, Transport, and Regional Development

Membership of statutory supervisory boards:

Dietz AG (Chairman of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

EEBC European Electrical Bus Company GmbH (Non-executive Director)

Other activities

Arbeitsmarkt- und Beschäftigungsförderung des Main-Kinzig-Kreises (Chairman of the Advisory Board)

Sonja Wärntges

CEO of DIC Asset AG, Frankfurt am Main

Personal details:

Year of birth: 1967
Nationality: German
Occupation: CEO of DIC Asset AG, Frankfurt am Main
Place of residence: Frankfurt am Main

Education:

1987 Abitur (school-leaving exam)
1987–1992 Degree in economics at the Technical University of Braunschweig and the University of Hanover

Professional career:

1992–1995 Ernst & Young Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Stuttgart
1996–1996 Price Waterhouse GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Düsseldorf
1996–2003 GHH-RAND Schraubenkompressoren GmbH, Oberhausen
2003–2004 MAC Mode GmbH & Co KGaA, Wald/Rosbach, commercial director
2004–2004 Freelance work as a consultant/interim finance manager/IT
2005–2011 C&A Group, Düsseldorf, head of the Financial Services Center
2011–2013 DIC Deutsche Immobilien Chancen AG & Co KGaA, Frankfurt, member of the Management Board, CFO
Since 06/2013 DIC Asset AG, Frankfurt am Main, member of the Management Board, CFO
From 10/2017 DIC Asset AG, Frankfurt am Main, CEO and CFO

Membership of statutory supervisory boards:

- DIC Real Estate Investments GmbH & Co. KGaA, Frankfurt am Main (Chairwoman of the Supervisory Board)

- VIB Vermögen AG, Neuburg an der Donau (member of the Supervisory Board)
- BBI Bürgerliches Brauhaus Immobilien AG, Ingolstadt (member of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

None

Other activities

None

Professor Katja Windt

Member of the Managing Board of SMS group GmbH (responsible for Worldwide Service Business including Electrics and Automation and the Digital Business)

Personal details:

Year of birth: 1969

Nationality: German

Occupation: Member of the Managing Board of SMS group GmbH (responsible for Worldwide Service Business including Electrics and Automation and the Digital Business)

Place of residence: Bremen, Düsseldorf (secondary residence)

Education:

1988–1995 Studies in Mechanical Engineering (specialization: Production Technology), Leibniz University of Hannover

1995–2000 Doctorate (Dr.-Ing.) at the Institute of Production Systems and Logistics (IFA);

Leibniz University of Hannover

Professional career:

2001–2007 Head of Department at the Bremen Institute for Production and Logistics (BIBA)

2008–2009 Associate Professor of Global Production Logistics,

	Jacobs University Bremen (since November 2022: Constructor University)
2009–2018	Full Professor of Global Production Logistics, Jacobs University Bremen (since November 2022: Constructor University)
January 2013 – January 2014	Provost and Managing Director, Jacobs University Bremen gGmbH
February 2014 – January 2018	President and Managing Director, Jacobs University Bremen gGmbH
Since January 2018	Member of the Managing Board of SMS group GmbH, CDO
Since February 2018	Honorary Professorship for Global Production Logistics, Constructor University Bremen (formerly: Jacobs University Bremen)

Membership of statutory supervisory boards:

Deutsche Post AG, Bonn (member of the Supervisory Board)

Membership of comparable German and foreign oversight bodies of commercial enterprises:

Independent Member of the Board of Directors of Ford Otomotiv Sanayi A.Ş., Istanbul (since July 2022)

Other activities

Bundesvereinigung Logistik (BVL) e.V. (member of the Executive Board until May 2023)

The above details are updated and published each on the Internet at <http://www.fraport.com/en/investors/annual-general-meeting.html>.

Disclosures on personal and commercial links between the Supervisory Board candidate and the Company, the executive bodies of the Company, and any shareholders with a significant stake in the company in accordance with recommendation C.13 DCGK

It is disclosed by way of precaution that the state of Hesse, which Mr. Michael Boddenberg serves as Hesse Finance Minister, has a stake of more than 10 percent in Fraport AG. According to the Supervisory Board, there are no further personal or commercial links between

Mr. Boddenberg and Fraport AG or its executive bodies which are recommended for disclosure in accordance with C.13 DCGK that are relevant to the voting decision of the Annual General Meeting.

The City of Frankfurt, which employs Dr. Bergerhoff as City Treasurer and department head for finance, investments, and personnel, and Mike Josef as city councillor, department head for planning, housing und sports and elected Lord Mayor of the City of Frankfurt am Main, holds an indirect stake of more than 10% in Fraport AG through the subsidiary Stadtwerke Frankfurt am Main Holding GmbH. According to the Supervisory Board, there are no further personal or commercial links between Dr. Bergerhoff or Mike Josef and Fraport AG or its executive bodies which are recommended for disclosure in accordance with C.13 DCGK that are relevant to the voting decision of the Annual General Meeting.

It is disclosed by way of precaution that Mr. Frank-Peter Kaufmann is a member of the State Parliament of Hesse and that the State of Hesse has a stake of more than 10% in Fraport AG. According to the Supervisory Board, there are no further personal or commercial links between Mr. Kaufmann and Fraport AG or its executive bodies which are recommended for disclosure in accordance with C.13 DCGK that are relevant to the voting decision of the Annual General Meeting.

Mr. Harry Hohmeister is a member of the Executive Board of Deutsche Lufthansa AG.

As one of the world's largest civil aviation corporations, the Lufthansa Group is Fraport AG's largest airline customer at Frankfurt Airport. Fraport AG maintains intensive business relations with Deutsche Lufthansa AG, with the focus on areas involving operations for take-offs and landings, ground handling of aircraft, including cargo planes, and the use of property and land-side areas for cargo handling.

The business relationships with Deutsche Lufthansa AG and its partners in the Star Alliance make a significant contribution to the revenue of the Fraport Group. Frankfurt Airport is the home airport and largest hub of Deutsche Lufthansa AG and also the most important location in the Lufthansa Cargo AG network. Lufthansa Cargo AG accounts for the largest share of freight handling at Frankfurt Airport. As of December 31, 2022, Deutsche Lufthansa AG held around 8.44% of the shares and voting rights in Fraport AG.

For the other candidates, according to the Supervisory Board there are no personal or commercial links between the respective candidate and Fraport AG, its Group companies, the executive bodies of the Company or any shareholder with a significant stake in the Company that would be relevant to the voting decision of a shareholder exercising objective judgment.

IV. Further Information and Notices

Company website and documents and information accessible there

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, and other information in connection with the Annual General Meeting can be accessed on the company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html> from the time that the Annual General Meeting is convened. Any countermotions, nominations and requests for addenda by shareholders that are subject to publication requirements and are received by the Company are also made accessible via the aforementioned website. The voting results are also published at this Internet address after the Annual General Meeting. The website also contains a link to the AGM portal that allows properly registered shareholders and their proxies to exercise their voting rights before and during the Annual General Meeting as well as to view the entire meeting via audio/video transmission. The opening of the Annual General Meeting by the Chair of the meeting and the speech by the CEO can also be viewed via live audio/video transmission by interested members of the public on the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>.

Total number of shares and voting rights

A total of 92,468,704 no-par shares have been issued at the time the Annual General Meeting is convened. All issued shares grant one vote each; the number of voting rights accordingly amounts to 92,468,704. Of the 92,468,704 no-par shares, 77,365 shares are held by Fraport AG itself (treasury shares) at the time the meeting is convened. The treasury shares do not grant voting rights as long as they are held by Fraport AG.

Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies, audio/video transmission

On the basis of Section 26n(1) of the Introductory Act to the German Stock Corporation Act, and with the approval of the Supervisory Board, the Executive Board of Fraport AG has decided to hold the Annual General Meeting as a virtual Annual General Meeting in accordance with Section 118a AktG without the physical presence of the shareholders or their proxies. The physical presence of shareholders or their proxies (with the exception of the Company's proxies) is therefore excluded.

In view of the Annual General Meeting being held virtually in accordance with the new statutory provision in Section 118a AktG, we ask that you pay particular attention to the following information on registration, exercising voting rights and other shareholder rights. The new legal framework brings with it some special features compared with the Annual General Meeting 2022.

Properly registered shareholders and their proxies can follow the entire Annual General Meeting via audio/video transmission on the website <http://www.fraport.com/en/investors/annual-general-meeting.html> and can join in with the Annual General meeting via the AGM portal, in particular to exercise their voting rights and other shareholder rights. Properly registered shareholders will be sent a voting rights card with further information on exercising their rights. The voting rights card includes the access information with which the shareholders can use the AGM portal.

Online AGM portal and shareholder hotline

On May 2, 2023, the Company will set up an online portal (AGM portal) at the website <http://www.fraport.com/en/investors/annual-general-meeting.html>. Via this portal, properly registered shareholders and their proxies, if applicable, can, among other things, exercise their voting rights, authorize proxies, submit questions in the form of text or video messages, exercise their right to information by means of electronic communication and their right to speak at the meeting by way of video communication, or raise objections on the record. To be able to use the AGM portal, you should log in with the access information you received with your voting rights card. The various options for exercising your rights will then appear in the user interface of the AGM portal in the form of buttons and menus.

If you have any questions about the virtual Annual General Meeting or the use of the AGM portal, you can contact our shareholder hotline at +49 89 210 27 220. The shareholder hotline is available Monday to Friday (excluding public holidays in Germany) from 9:00 a.m. to 5:00 p.m. (CEST) and from 8:00 a.m. (CEST) onwards on the day of the Annual General Meeting.

Conditions for exercising shareholder rights, in particular voting rights (with evidence deadline pursuant to Section 123 (4) AktG and its importance) and electronic access to the Annual General Meeting

Shareholders who register with the Company at the address stated below in text form (**registration office**) (Section 126b of the German Civil Code (BGB)) and submit evidence of their shareholding issued by their custodian bank (final intermediary) in text form (Section 126b BGB) to the Company at this address (**properly registered shareholders**) are entitled to exercise shareholder rights, particularly including voting rights, and to access the Annual General Meeting electronically via the AGM portal; attestation of share ownership according to Section 67c(3) AktG is sufficient for this in each case:

Fraport AG Frankfurt Airport Services Worldwide
c/o Link Market Services GmbH
Landshuter Allee 10

80637 Munich, Germany

E-mail: inhaberaktien@linkmarketservices.de

Evidence of shareholding must relate to the start of May 2, 2023 (00:00 CEST – known as the “**evidence deadline**”). Registration and evidence must be received by the Company by no later than the end of May 16, 2023 (00:00 CEST). It is noted that in the messages in accordance with Section 125 AktG, which must be composed in accordance with the requirements of Implementing Regulation (EU) 2018/1212 (**EU IR 2018/1212**) regarding form and content, a record date must be specified in Field C.5 of Table 3 of EU IR 2018/1212. This record date (in the present case: May 1, 2023) is not identical to the evidence deadline to be specified pursuant to Section 123(4) AktG (in the present case: May 2, 2023, 00:00 CEST). In this context, the Company is following a recommendation of the Association of German Banks’ implementation guide for the German market regarding the Second Shareholders’ Rights Directive (Gesetz zur Umsetzung der Aktionärsrechterichtlinie II – ARUG II).

In relation to the Company, only those persons who have registered on time and have proved their authorization to exercise voting rights shall be deemed to be shareholders. Should the Company entertain doubts as to the correctness or authenticity of the evidence, it shall be entitled to request suitable further documentation. Should this documentation not be forthcoming or not be in the proper form, the Company may reject the shareholder.

Entitlement to exercise shareholder rights and the scope of voting rights are based exclusively on the shareholder’s shareholding at the evidence deadline. The evidence deadline does not imply any block on the ability to sell the shares held. Even in the case of complete or partial sale of the shareholding after the evidence deadline, only the shareholding of the shareholder at the evidence deadline is of importance for exercising of voting rights, ability to access the Annual General Meeting electronically via the AGM portal, and the scope of voting rights, meaning that sales of shares after the evidence deadline have no effect on the shareholder’s entitlement and the scope of voting rights. The same applies to purchases and additional purchases of shares after the evidence deadline. Persons who do not yet own any shares at the evidence deadline and become shareholders only afterwards are entitled (in particular entitled to vote) for the shares they hold only if they obtain proxy authorization or authorization to exercise such rights from the previous shareholder.

After receipt of the registration and special evidence of share ownership by the Company, voting rights cards for exercising of rights in relation to the Annual General Meeting including the access details for the AGM portal are sent to the shareholders for the purpose of accessing the Annual General Meeting electronically.

Exercising voting rights by absentee ballot

Properly registered shareholders can submit, change, or cancel their vote by absentee ballot in writing or electronically.

To do this, you can use the absentee ballot form incorporated into the voting rights card ahead of the Annual General Meeting. The absentee ballot form can also be requested by mail (postal address: Fraport AG, HV-Projektbüro (RAC-GB), D-60547 Frankfurt am Main), or via e-mail at HV-Projektbuero@fraport.de. In addition to this, the absentee ballot form can also be downloaded from the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>. If you use the absentee ballot form, this must be sent solely to the above postal address or e-mail address of the registration office, and must arrive there no later than May 22, 2023, at 24:00 CEST (date of receipt). The same applies for cancellations or changes of absentee ballots, which also must be sent solely to the above postal address or e-mail address of the registration office via mail or e-mail, and must arrive there no later than May 22, 2023, at 24:00 CEST (date of receipt).

You can also use the Company's AGM portal accessible via the website <http://www.fraport.com/en/investors/annual-general-meeting.html> to exercise your voting rights via (electronic) absentee ballot before and during the Annual General Meeting. Voting by absentee ballot via the AGM portal will be possible from May 2, 2023 until the time specified by the Chair of the meeting as to when voting begins on the day of the Annual General Meeting. The "Absentee voting" button is provided for this in the AGM portal. You can also use the AGM portal to change or cancel any votes previously submitted by absentee ballot during the Annual General Meeting, up to the time specified by the Chair of the meeting as to when voting beings.

Absentee ballots (and cancellations or changes thereof) that cannot be clearly assigned to a properly registered shareholder shall not be considered.

Exercising voting rights by granting power of attorney to the Company's proxies

To exercise voting rights, shareholders entitled to vote can also authorize the instructed proxies appointed by the Company.

To do this, you can use the authorization and instruction form incorporated into the voting rights card ahead of the Annual General Meeting. The absentee ballot form can also be requested by mail (postal address: Fraport AG, HV-Projektbüro (RAC-GB), D-60547 Frankfurt am Main), or via e-mail at HV-Projektbuero@fraport.de. In addition to this, the authorization and instruction form can also be downloaded from the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>. If you use the authorization and instruction form, this must be sent solely to the above

postal address or e-mail address of the registration office, and must arrive there no later than May 22, 2023, at 24:00 CEST (date of receipt). Proxies and instructions can also be amended or revoked via mail or e-mail in this manner. Revocations or amendments of proxies and instructions via mail and e-mail must be sent solely to the above postal address or e-mail address of the registration office, and must arrive there no later than May 22, 2023, at 24:00 CEST (date of receipt).

You can also use the Company's AGM portal accessible via the website <http://www.fraport.com/en/investors/annual-general-meeting.html> to exercise your voting rights by authorizing and instructing the Company's proxies before or during the Annual General Meeting. Proxy authorizations and issuing instructions via the AGM portal will be possible from May 2, 2023 until the time specified by the Chair of the meeting as to when voting begins on the day of the Annual General Meeting. The "Proxy and instructions" button is provided for this in the AGM portal. You can also use the AGM portal to change or cancel any proxy authorizations or instructions previously issued during the Annual General Meeting, up to the time specified by the Chair of the meeting as to when voting begins.

Where a proxy appointed by the Company is authorized to vote, that proxy must receive voting instructions. The proxies are obligated to vote according to the instructions. Without such express instructions, the proxies will not exercise the voting right.

The proxies appointed by the Company do not accept instructions to speak, to exercise the right to information, to make comments, to submit motions and nominations, to request that questions be included in the minutes, or to file objections to resolutions of the Annual General Meeting.

Authorizing third parties to exercise voting rights and other rights

Shareholders may have their voting rights and other rights exercised by proxies, e.g. by an intermediary, a voting rights advisor, an association of shareholders or other authorized third party. In these cases too, punctual registration for the Annual General Meeting and evidence of share ownership in accordance with the aforementioned provisions are necessary. Authorized third parties can exercise voting rights by absentee ballot or by authorization and instruction to the Company's proxies (see above). Should the shareholder authorize more than one person, the Company may refuse one or more of these in accordance with Section 134(3) sentence 2 AktG.

The granting, cancellation, and documentation of proxy to the Company must be provided in text form (Section 126b BGB) if no authorization is granted pursuant to Section 135 AktG. In the event of authorization to exercise voting rights pursuant to Section 135 AktG (authorization of proxy advisors, associations of shareholders or other intermediaries covered by Section 135 AktG or persons treated as such in accordance with Section 135 AktG), special features must generally be observed.

Shareholders who intend to grant authorization to exercise voting rights under Section 135 AktG are requested to ask the respective party to be authorized about any specific details of the granting of power of attorney and coordinate with them.

This authorization may be granted to the authorized party or to the Company. The authorized party can provide evidence of the authorization granted by sending the evidence (for example, the original proxy or a copy or scan thereof) to the postal address or e-mail address of the registration office specified above by mail or e-mail. These transmission channels are also available if the proxy is to be granted by means of a statement to the Company, in which case separate evidence of the granting of proxy is not necessary. Cancellation of a proxy already granted may also be declared directly to the Company using the aforementioned channels. If the issuance or the evidence of a proxy authorization or its cancellation is made by a statement submitted to the Company by mail, this must also be received by the Company by Monday, May 22, 2023, at 24:00 CEST (date of receipt) for organizational reasons. Transmission of such a declaration to the Company by e-mail is still permitted even on the day of the Annual General Meeting up to the time specified by the Chair of the meeting as to when voting begins. Evidence that authorization has been granted at or during the Annual General Meeting can be furnished by sending the evidence (e.g. the original proxy or a copy/scan) to the address of the registration office specified above by e-mail.

Shareholders wishing to authorize a third-party proxy are requested to use the form provided by the Company for granting this proxy. This form is sent to properly registered shareholders together with the voting rights card (which it is incorporated into) and may be requested by mail at the address Fraport AG, HV-Projektbüro (RAC-GB), 60547 Frankfurt am Main, or by e-mail (HV-Projektbuero@fraport.de). In addition to this, a proxy form can also be downloaded from the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>. Proxies can also be issued or revoked electronically via the AGM portal up to the day of the Annual General Meeting and up to the time specified by the Chair of the meeting as to when voting begins.

In order for shareholder rights to be exercised electronically by an authorized proxy via the AGM portal, the authorizing party must provide the access information included with the voting rights card to the authorized proxy.

Ahead of the Annual General Meeting, banks, associations of shareholders, voting rights advisors, and other intermediaries or equivalents pursuant to Section 135 AktG who represent multiple shareholders are advised to contact the shareholder hotline or the registration office at the above address regarding exercising of voting rights.

Information on the rights of the shareholders pursuant to Section 122(2), Section 126(1) and (4), Section 127, Section 130a, Section 131(1) AktG

Requests for additions to the Agenda pursuant to Section 122 (2) of the German Stock Corporation Act

Shareholders whose shares together amount to one twentieth of the share capital or a pro rata amount of EUR 500,000.00 of the share capital (corresponding to 50,000 shares) may, pursuant to Section 122(2) AktG, 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 for the duration of the minimum ownership period of at least 90 days prescribed by law and hold these until such time as a decision is rendered regarding their request.

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 April 22, 2023 (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 for publication that can be expected to distribute the information throughout the European Union. They will also be announced at the Internet address <http://www.fraport.com/en/investors/annual-general-meeting.html> and reported to the shareholders in accordance with Section 125(1) sentence 3 AktG.

Motions and nominations by shareholders pursuant to Section 126 (sentences 1 and 4) and Section 127 AktG

Shareholders can send countermotions to the proposals of the Executive Board and/or the Supervisory Board on certain items of the Agenda as well as nominations for the election of members of the Supervisory Board and for statutory auditors. Countermotions must include reasons for same; nominations do not have to include reasons. Countermotions for the Agenda and nominations to be made available before the Annual General Meeting must 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 8, 2023 (00:00 CEST) will be made available immediately after they are received on the website of the Company at <http://www.fraport.com/en/investors/annual-general-meeting.html> under the further requirements of Section 126 and Section 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 Section 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.

Pursuant to Section 126(4) AktG, motions or nominations by shareholders that are to be made available in accordance with Section 126(1) to (3) AktG or Section 127 AktG are deemed to have been made at the time they are made accessible. Shareholders who have properly registered may exercise their voting rights on these motions. If the shareholder submitting the motion or election proposal is not properly registered authorized or has not properly registered for the Annual General Meeting, the counter motion or nomination does not have to be dealt with at the Annual General Meeting.

Right to submit statements pursuant to Section 130a(1) to (4) AktG

Prior to the Annual General Meeting, shareholders who have properly registered and their proxies may submit comments on the items on the agenda by way of electronic communication. Such comments may be submitted to the Company by way of electronic communication in text form or as a video message exclusively via the AGM portal accessible at the website <http://www.fraport.com/en/investors/annual-general-meeting.html> and must be received by the Company no later than May 17, 2023, 00:00 (CEST). Statements should not exceed a length of 10,000 characters (including spaces) or, in cases of video messages, three minutes. Statements and video messages are permitted only if they are in the shareholder's or the authorized proxy's own words, or if the shareholder or authorized proxy appears personally. The name of the shareholder or authorized proxy will be disclosed upon publication of the written statement or video message in the AGM portal accessible at the website <http://www.fraport.com/en/investors/annual-general-meeting.html> only if express consent to identification by name is given when the written statement or video message is submitted.

Comments to be made available will be published for properly registered shareholders and their proxies on the AGM portal accessible at the website <http://www.fraport.com/en/investors/annual-general-meeting.html> no later than May 18, 2023, 00:00 (CEST). Any comments by management will also be published on the aforementioned AGM portal. Comments will not be made available if disclosing them would render the Executive Board criminally liable, if the comment contains materially false or misleading information or defamatory comments, or if the submitting shareholder reveals that they are not participating in the Annual General Meeting and are not being represented by proxy.

The opportunity to submit questions and comments does not constitute an opportunity to submit questions in advance in accordance with Section 131(1a) AktG. Any questions contained in comments will therefore not be answered in the virtual Annual General Meeting unless they are asked by way of video communication during the Annual General Meeting. Motions, nominations proposals and objections to resolutions of the Annual General Meeting contained in statements will also not be considered. These are to be submitted or made exclusively by the means specified separately in this invitation to the Annual General Meeting.

Right to speak pursuant to Section 130a(5) and (6) AktG

At the Annual General Meeting, shareholders who have properly registered and their proxies who are electronically connected to the Annual General Meeting have the right to speak by way of video communication via the AGM portal. From the start of the Annual General Meeting, shareholders or their proxies can register to speak at the Annual General Meeting portal accessible at the website <http://www.fraport.com/en/investors/annual-general-meeting.html>. It is not possible to submit questions in advance of the Annual General Meeting. Motions and nominations pursuant to Section 118a(1) sentence 2 no. 3 AktG and all types of requests for information pursuant to Section 131 AktG may form part of the right to speak.

The Chair of the meeting will explain the procedure for asking questions and speaking at the Annual General Meeting in more detail.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company at the Annual General Meeting and before the speech and to reject it if the functionality is not ensured. The minimum technical requirements for a live video link are therefore an Internet-capable terminal (e.g. PC, laptop, tablet, smartphone) with camera and microphone and a stable Internet connection.

Right to information pursuant to § 131(1) AktG

Pursuant to Section 131(1) AktG, the Executive Board must provide each shareholder with information on the affairs of the Company upon request, provided that the information is necessary for the proper assessment of the items on the Agenda and there is no right to withhold information. The duty of information also extends to the Company's legal and commercial ties with affiliated companies and the situation of the Group and the companies included in the consolidated annual financial statements.

It is intended that the Chair of the meeting will stipulate that the aforementioned right to information pursuant to Section 131(1) AktG may be exercised at the Annual General Meeting exclusively by way of video communication, i.e. as part of the exercise of the right to speak. No other submission of questions by way of electronic or other communication is envisaged either before or during the Annual General Meeting.

Chair of the meeting

In accordance with Section 16(3) of the Company's Articles of Association, the Chair of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. To the extent appropriate, the Chair is in particular authorized to limit the time allowed for individual or all shareholders to ask questions and/or speak on individual or all items of the Annual General Meeting at the beginning or during the course of the Annual General Meeting and, if this is legally permissible with regard to proper conduct, to order the end of the debate.

Raising of objections to the minutes

Properly registered shareholders and their proxies who are connected electronically to the Annual General Meeting may, from the beginning of the Annual General Meeting until its closure by the Chair of the meeting, submit electronic objections to resolutions of the Annual General Meeting and have them placed on record by the notary via the AGM portal accessible at the website <http://www.fraport.com/en/investors/annual-general-meeting.html>. The "Raise an objection" button is provided for this in the AGM portal.

Further explanations on shareholder rights and data protection

Further explanations of the rights of shareholders pursuant to Section 122(2), Section 126(1) and (4), Section 127, Section 130a, Section 131(1) and Section 118a(1) sentence 2 no. 8 in conjunction with Section 245 AktG can be found on the company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>.

In connection with the holding of the Annual General Meeting, in particular if you register for the Annual General Meeting, join it, grant a proxy or exercise other shareholder rights, Fraport AG Frankfurt Airport Services Worldwide, 60547 Frankfurt am Main, Telephone: +49 69 690-0, e-mail: info@fraport.de as the responsible party processes personal data (e.g. name, address, e-mail address, number of shares, share class, form of share ownership, communication data and content and access data for the AGM portal) about you and/or your proxy/proxies. This occurs in order to conduct our Annual General Meeting and to enable our shareholders or their proxies to exercise their rights at the Annual General Meeting. We also process your personal data to fulfill our legal obligations in connection with holding the Annual General Meeting.

If we use service providers to carry out the virtual Annual General Meeting, they will process your personal data only on our behalf and on our instructions.

If the legal requirements are met, you have a right to request access to, to rectify, to restrict, to erase and, if applicable, to object to the processing of your personal data at any time, as well as a right to data portability and a right to lodge a complaint with a relevant data protection supervisory authority.

You can also find details regarding the handling of personal data in connection with the Annual General Meeting and your rights under the EU General Data Protection Regulation in our Privacy Policy on the Company's website at <http://www.fraport.com/en/investors/annual-general-meeting.html>. Our data protection officer is available to answer further questions on data protection in connection with our Annual General Meeting and for the assertion of data subject rights and can be reached by e-mail at: datenschutz@fraport.de or by mail at the address specified above.

Frankfurt am Main, April 2023

Fraport AG Frankfurt Airport Services Worldwide

The Executive Board