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## ***Further Explanations of the Rights of the Shareholders under Section 122(2), Section 126(1), Section 127, Section 131(1) AktG***

The invitation convening the Annual General Meeting already includes information on the rights of the shareholders under Section 122(2), Section 126(1), Section 127 and Section 131(1) of the German Stock Corporation Act (AktG). The following information serves to provide a further explanation of these statutory provisions pursuant to Section 121(3) sentence 3 no. 3 AktG:

### ***Requests for additions to the agenda pursuant to Section 122(2) AktG***

Shareholders whose shares together amount to one twentieth of the share capital or a pro rata amount of €500,000 (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 a statement of the reasons for adding it 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 will hold these until a decision is made on the request. Appropriate confirmation from the custodian bank or final intermediary shall serve as sufficient documentary evidence.

The request shall 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 27, 2024 (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 that have to be published – if they have not already been published with the invitation convening the meeting – shall be published in the Federal Gazette immediately after the request is received and also forwarded to media that can be expected to distribute the information throughout the European Union. They will furthermore be published on the website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting), and notification will be provided to the shareholders in accordance with Section 125(1) sentence 3 AktG.

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

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

(1) <sup>1</sup>The annual general meeting shall be convened if shareholders whose shares cumulatively amount to one twentieth of the share capital request in writing that the annual general meeting be convened and specify the purpose and reasons for doing so; the request must be addressed to the executive board. <sup>2</sup>The articles of association may link the right to request that an annual general meeting be convened to a different form and to the possession of a smaller proportion of the share capital. <sup>3</sup>Those submitting such requests must document that they have been the owners of the shares for at least 90 days before the date the request is received and that they will hold these shares until the executive board makes a decision on the request. <sup>4</sup>Section 121(7) shall apply accordingly.

(2) <sup>1</sup>In the same manner, shareholders whose shares together amount to one twentieth of the share capital or the proportionate amount of €500,000 may request that items be added to the agenda and published. <sup>2</sup>Each new item must be accompanied by a statement of the reasons for adding it or a draft resolution. <sup>3</sup>The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the date of receipt shall not be included in this calculation.

**Section 124 AktG – Publication of requests for additions; proposed resolutions (excerpt)**

(1) <sup>1</sup>If the minority pursuant to Section 122(2) has requested that items be added to the agenda, these items shall be published either with the invitation convening the meeting or otherwise immediately after the request has been received. <sup>2</sup>Section 121(4) shall apply *mutatis mutandis*; moreover, Section 121(4a) shall apply accordingly to listed companies. <sup>3</sup>The notice is to be published and forwarded in the same way as the invitation convening the annual general meeting.

**Section 121 AktG – General provisions (excerpt)**

(7) <sup>1</sup>Where periods and deadlines are set that are counted back from the date of the meeting, the date of the meeting itself shall not be counted. <sup>2</sup>Rescheduling the meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not available as an option. <sup>3</sup>Sections 187 through 193 of the Bürgerliches Gesetzbuch (BGB – German Civil Code) shall not be applied accordingly. <sup>4</sup>In the case of non-listed companies, the articles of association may specify a different calculation of the period.

**Section 70 AktG – Calculation of the shareholding period**

<sup>1</sup>If the exercise of rights arising from a share depends on the shareholder having held the share for a specific period of time, a claim to transfer of title against a

*bank, financial services provider, an investment institution or an enterprise engaged in activities pursuant to Section 53(1) sentence 1 or Section 53b(1) sentence 1 or (7) of the Kreditwesengesetz (KWG – German Banking Act) shall be equivalent to ownership of the share. <sup>2</sup>The period of ownership of a predecessor in title shall be attributed to the shareholder if they acquired the share without monetary consideration, from the shareholder's trustee, as a universal successor, in the context of a distribution of assets of a community or as part of a transfer of portfolios pursuant to Section 13 of the Versicherungsaufsichtsgesetz (VAG – German Insurance Supervisory Act) or Section 14 of the Gesetz über Bausparkassen (BauSparG – German Act on Savings and Loan Associations).*

**Section 87 AktG – Principles governing the remuneration of executive board members (excerpt)**

*(4) Upon a request pursuant to Section 122(2) sentence 1, the annual general meeting may reduce the maximum remuneration defined in accordance with section 87a(1) sentence 2 no. 1.*

The articles of association of Fraport AG do not make use of the option under Section 122(1) sentence 2 AktG to link the right to request that an Annual General Meeting be convened to a different form and to the possession of a smaller proportion of the share capital.

***Motions and nominations by shareholders pursuant to Section 126(1), Section 127 AktG***

Shareholders can submit 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 or of statutory auditors. Countermotions must be accompanied by a statement of reasons for their submission; nominations do not require a statement of reasons. Countermotions for the agenda and nominations that have to be made available before the Annual General Meeting have to be sent to the following address only:

Fraport AG  
HV-Projektbüro (RAC-GB)  
60547 Frankfurt am Main, Germany

E-mail: HV-Projektbuero@fraport.de

Counter-motions and nominations received by the Company at the above address by no later than the end of May 13, 2024 (00:00 CEST) will be made available immediately after they are received on the website of the Company at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) 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 and the notices and information pursuant to Section 127 sentence 4 AktG in the case of nominations for the election of Supervisory Board members will also be published on the above-mentioned website.

Countermotions and nominations that are not addressed to the management's address specified above or for which no evidence is provided of the shareholder status of the person submitting the countermotion or proposal as well as countermotions submitted without a statement of reasons will not be made available online by the Company.

Countermotions and their statement of reasons do not need to be made available subject to the conditions set out in Section 126(2) AktG. Furthermore, the statement of reasons for a permissible countermotion does not need to be made available if it is more than 5,000 characters in length in total.

The Executive Board reserves the right to combine countermotions and their statements of reasons if several shareholders submit countermotions on the same subject matter of a resolution.

Pursuant to Section 127(3) AktG, proposed nominations may also be exempt from publication in cases other than those specified in section 126(2) AktG if the nomination does not contain the name, profession and place of residence of the nominee(s). Furthermore, nominations for the election of Supervisory Board members are not required to be made available if they do not include information on the nominated candidate's membership of other statutory supervisory boards within the meaning of Section 125(1) sentence 5 AktG. Information on their membership of comparable oversight bodies of commercial enterprises in Germany and abroad shall be included.

The provisions of the German Stock Corporation Act (AktG) on which these shareholder rights are based and which, among other things, determine under what conditions countermotions and nominations may be exempt from being made available, can be found in the following excerpts:

### **Section 126 AktG – Motions from shareholders**

*(1) <sup>1</sup>Motions from shareholders, including the name of the shareholder, the statement of reasons and any statement by the management regarding its position, shall be made available to the entitled persons specified in Section 125(1) to (3) subject to the requirements specified therein, provided the shareholder has sent a countermotion to a proposal by the Executive board and supervisory board on a specific agenda item, together with a statement of their reasons, to the address specified for this purpose in the invitation convening the meeting at least 14 days before the company's meeting. <sup>2</sup>The date of receipt shall not be included in the calculation of this period. <sup>3</sup>In the case of listed companies, motions of this kind must be made available on the company's website. <sup>4</sup>Section 125(3) shall apply accordingly.*

*(2) <sup>1</sup>Countermotions and the statement of reasons for them do not need to be made available*

- 1. if the executive board would be exposed to criminal liability as a result of their disclosure,*

2. if the countermotion would lead to a resolution by the annual general meeting that is in violation of the law or the articles of association,
3. if material points of the statement of reasons are manifestly incorrect or misleading or contain defamatory comments,
4. if a countermotion from the shareholder concerning the same matter has already been made available to an annual general meeting of the company in accordance with Section 125,
5. if the same countermotion from the shareholder with an essentially identical statement of reasons has already been made available to at least two annual general meetings of the company in accordance with Section 125 within the last five years and less than one twentieth of the share capital represented has voted in favor of it,
6. if the shareholder indicates that they will not participate in the annual general meeting and will not be represented by a proxy, or
7. if the shareholder has failed to propose a countermotion or to have a countermotion proposed that they have notified to the company in the past two years at two annual general meetings.

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

(3) If several shareholders submit countermotions on the same subject matter of a resolution, the executive board may combine the countermotions and the statements of reasons for them.

### **Section 127 AktG – Nominations from shareholders**

<sup>1</sup>Section 126 shall apply *mutatis mutandis* for nominations of supervisory board members or statutory auditors from shareholders. <sup>2</sup>A statement of reasons does not need to be provided for nominations. <sup>3</sup>The executive board also does not need to make the nomination available if the proposal does not contain the information pursuant to Section 124(3) sentence 4 and Section 125(1) sentence 5. <sup>4</sup>The executive board has to add the following content to nominations from shareholders for the election of supervisory board members of listed companies to which the *Mitbestimmungsgesetz* (Co-Determination Act), the *Montan-Mitbestimmungsgesetz* (Act on Co-Determination in the Mining, Iron and Steel Industries) or the *Mitbestimmungsergänzungsgesetz* (Supplementary Act on Co-Determination in the Mining, Iron and Steel Industries) apply:

1. reference to the requirements of Section 96(2);
2. information on whether an objection has been raised against overall compliance pursuant to Section 96(2) sentence 3; and
3. information on the minimum number of seats on the supervisory board that have to be filled by women and men respectively in order to fulfill the minimum ratio requirement pursuant to Section 96(2) sentence 1.

### **Section 124 AktG – Publication of requests for additions; proposed resolutions (excerpt)**

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

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

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

1. intermediaries holding the company's shares in custody;
2. shareholders and intermediaries who have requested this notification; and
3. shareholder associations that have requested this notification or exercised voting rights at the last annual general meeting.

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

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

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

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

### **Section 121 AktG – General provisions (excerpt)**

(7) <sup>1</sup>Where periods and deadlines are set that are counted back from the date of the meeting, the date of the meeting itself shall not be counted. <sup>2</sup>Rescheduling the meeting from a Sunday, a Saturday or a holiday to a preceding or

*subsequent business day is not available as an option. <sup>3</sup>Sections 187 through 193 of the Bürgerliches Gesetzbuch (BGB – German Civil Code) shall not be applied accordingly. <sup>4</sup>In the case of non-listed companies, the articles of association may specify a different calculation of the period.*

## **Right to information pursuant to Section 131(1) AktG**

In accordance with Section 131(1) AktG, the Executive Board shall provide any shareholder upon their request with information on the affairs of the Company, provided this information is necessary for the proper assessment of the items on the agenda and there is no right to withhold the information. The duty to provide information also extends to the Company's legal and commercial relationships with an affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements. Requests for information at the AGM are always to be made verbally in the course of a discussion.

In the cases under Section 131(3) AktG, the Executive Board may refuse to provide the information.

If any shareholder has been provided with information outside the Annual General Meeting because of their capacity as a shareholder, this information must be provided to every other shareholder on their request at the annual general meeting, even if the information is not required to properly assess the agenda item in question. The Executive Board may refuse to provide the information in this case only if providing this information would leave the Executive Board exposed to criminal liability or if the information is continuously available on the Company's website during the Annual General Meeting and for at least seven days prior to its commencement.

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

The provisions of the AktG on which the shareholder's right to information is based can be found in the following:

### ***Section 131 AktG – Shareholders' right to information (excerpt)***

*(1) <sup>1</sup>The executive board shall provide any shareholder with information on the affairs of the company upon request at the annual general meeting, provided this information is necessary for the proper assessment of an item on the agenda. <sup>2</sup>The duty to provide information also extends to the company's legal and commercial relationships with affiliated companies. <sup>3</sup>If a company makes use of the eased requirements pursuant to Section 266(1) sentence 3, Section 276, or Section 288 HGB, then each shareholder may request, at the general meeting deliberating on the annual financial statements, that the annual financial statements be provided to the shareholder in the form that they would have without the eased requirements. <sup>4</sup>The duty of the executive board of a parent company (Section 290(1 and 2) HGB) to provide information at the general meeting where the consolidated financial statements and consolidated*

*management report are submitted shall also extend to the situation of the group and the enterprises included in the consolidated financial statements.*

*(2) <sup>1</sup>The information provided must correspond to the principles of conscientious and faithful*

*accounting. <sup>2</sup>The articles of association or the rules of procedure pursuant to Section 129 may grant the chair of the meeting the authority to impose reasonable time limits on shareholders' rights to ask questions and speak and to make further determinations concerning the details in this regard.*

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

- 1. if providing the information is likely, based on prudent business judgment, to cause a non-trivial disadvantage to the company or an affiliated enterprise,*
- 2. if it relates to valuations for tax purposes or the amount of individual taxes,*
- 3. concerning the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the annual general meeting approves the annual financial statements,*
- 4. concerning the accounting and measurement methods if it is sufficient to disclose these methods in the notes to the financial statements in order to give a true and fair view of the company's assets, liabilities, financial position and financial performance within the meaning of Section 264(2) HGB; this shall not apply if the annual general meeting approves the annual financial statements,*
- 5. If providing this information would leave the executive board exposed to criminal liability,*
- 6. If, in the case of a bank, financial services provider or investment institution, disclosures do not need to be made regarding the accounting and measurement methods applied or the netting performed in the annual financial statements, management report, consolidated financial statements or group management report,*
- 7. If the information is continuously available on the company's website during the annual general meeting and for at least seven days prior to its commencement.*

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

*(4) <sup>1</sup>If any shareholder has been provided with information outside the annual general meeting because of their capacity as a shareholder, this information must be provided to every other shareholder on their request at the annual general meeting, even if the information is not required to properly assess the agenda item in question. <sup>2</sup>In the case of a virtual annual general meeting, it must*



be ensured that each shareholder connected electronically to the meeting can transmit their request pursuant to sentence 1 by means of electronic communication. <sup>3</sup>The executive board may not refuse to provide information pursuant to (3) sentence 1 nos. 1 to 4. <sup>4</sup>Sentences 1 to 3 do not apply if a subsidiary (Section 290(1), (2) HGB), a joint venture (Section 310(1) HGB) or an associated enterprise (Section 311(1) HGB) issues the information to a parent company (Section 290(1), (2) HGB) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) <sup>1</sup>If a shareholder's request for information is refused, they may demand that their question and the reason the information has been refused be included in the minutes of the meeting. <sup>2</sup>In the case of a virtual annual general meeting, it must be ensured that each shareholder connected electronically to the meeting can transmit their request pursuant to sentence 1 by means of electronic communication.

### **Chair of the meeting**

In accordance with Section 16(3) of the Company's Articles of Association, the Chair of the meeting can impose a reasonable time limit on the shareholder's right to ask questions and to speak. If appropriate, the chair is in particular authorized to restrict the time of individual or all shareholders to ask questions and/or to speak on individual or all items of the agenda at the beginning or during the course of the annual general meeting and, if this is permitted by law with regard to the proper conduct of the meeting, to order the closure of the debate.

The underlying regulations of the articles of association of Fraport AG can be found in the following excerpts:

#### **Article 16 Chair and procedure (excerpt)**

(2) *The annual general meeting is chaired by the chair of the Supervisory Board or, in their absence, by a Supervisory Board member they have designated. Otherwise, the chair of the meeting is elected before the annual general meeting commences by the members of the Supervisory Board who are present.*

(3) *The chair of the meeting determines the procedure for the annual general meeting, especially the sequence of items to be discussed and the method of voting. They can rely here on the assistance of other persons, especially when exercising the right to deny access to the meeting. The chair of the meeting can impose a reasonable time limit on the shareholder's right to ask questions and to speak; if appropriate, they are in particular authorized to restrict the time of individual or all shareholders to ask questions and/or to speak on individual or all items of the agenda at the beginning or during the course of the annual general meeting and, if this is permitted by law with regard to the proper conduct of the meeting, to order the closure of the debate.*