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**Fraport AG**  
**Frankfurt Airport Services Worldwide**

**Frankfurt am Main**

**ISIN DE0005773303**

## **Invitation to the Annual General Meeting**

We hereby cordially invite the shareholders of our Company to the **Annual General Meeting** of Fraport AG, to be held at **10:00 a.m. CEST on Tuesday, May 28, 2024**, at the Congress Center of the Sheraton Frankfurt Airport Hotel & Conference Center, Hugo-Eckener-Ring 15, 60549 Frankfurt am Main, Germany, as an in-person event.

### **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 2023 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 15, 2024, the Supervisory Board approved the annual financial statements and consolidated financial statements drawn up by the Executive Board in accordance with Section 172 of the German Stock Corporation Act (AktG) and thus adopted the annual financial statements. Therefore no resolution is required from the Annual General Meeting on this Agenda Item 1.

The documents regarding Agenda Item 1 can be viewed on the Internet at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) and will also be accessible during the Annual General Meeting.

## **2. Resolution on the appropriation of the net retained profits for the 2023 fiscal year**

In the past fiscal year, Fraport AG succeeded in generating a positive annual profit. Following a detailed assessment, the Executive Board of Fraport AG has proposed to transfer the entire retained earnings for the 2023 fiscal year to other revenue reserves in consideration of the fact that Fraport AG, as an airport operator, was particularly affected by the consequences of the COVID-19 pandemic and at the same time continues to invest heavily in the expansion of capacities. After careful consideration, the Supervisory Board agreed with this proposal.

The Executive Board and the Supervisory Board propose that the net retained profits of Fraport AG for the 2023 fiscal year totaling €164,600,000.00 be fully allocated to other revenue reserves.

## **3. Resolution on the formal approval of the actions of the Executive Board for the 2023 fiscal year**

The Executive Board and the Supervisory Board propose granting ratification of the actions of the members of the Executive Board in office during the 2023 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 following members of the Executive Board in office in the 2023 fiscal year are up for approval:

3.1 Dr. Stefan Schulte (Chair of the Executive Board)

3.2 Anke Giesen

3.3 Julia Kranenberg

3.4 Dr. Pierre Dominique Prümm

3.5 Professor Matthias Zieschang

## **4. Resolution on the formal approval of the actions of the Supervisory Board for the 2023 fiscal year**

The Executive Board and the Supervisory Board propose granting ratification of the actions of the members of the Supervisory Board in office during the 2023 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 following members of the Supervisory Board in office in the 2023 fiscal year are up for approval:

- 4.1 Michael Boddenberg (Chair of the Supervisory Board)
- 4.2 Mathias Venema (Vice Chair of the Supervisory Board)
- 4.3 Devrim Arslan
- 4.4 Karina Becker-Lienemann (since May 23, 2023)
- 4.5 Dr. Bastian Bergerhoff
- 4.6 Hakan Bölükmese
- 4.7 Ines Born (until May 23, 2023 and since August 4, 2023)
- 4.8 Hakan Cicek (until May 23, 2023)
- 4.9 Kathrin Dahnke (since May 23, 2023)
- 4.10 Peter Feldmann (until May 23, 2023)
- 4.11 Peter Gerber (until January 31, 2023)
- 4.12 Dr. Margarete Haase
- 4.13 Harry Hohmeister (since May 23, 2023)
- 4.14 Mike Josef (since May 23, 2023)
- 4.15 Frank-Peter Kaufmann
- 4.16 Sidar Kaya (since May 23, 2023)
- 4.17 Dr. Ulrich Kipper (until May 23, 2023)
- 4.18 Lothar Klemm
- 4.19 Karin Knappe
- 4.20 Felix Kreutel (since May 23, 2023)
- 4.21 Ramona Lindner (until May 23, 2023)

- 4.22 Michael Odenwald (until May 23, 2023)
- 4.23 Matthias Pöschko
- 4.24 Qadeer Rana (until January 4, 2023)
- 4.25 Sonja Wärntges
- 4.26 Professor Katja Windt
- 4.27 Özgür Yalcinkaya (since May 23, 2023)

## **5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2024 financial year**

On the recommendation of its Finance and Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the annual and consolidated financial statements for the 2024 fiscal year.

In accordance with the third subparagraph of Article 16(2) of the EU Audit Regulation, the Finance and 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).

## **6. Resolution on approval of the remuneration system for the Executive Board members**

In accordance with Section 120a(1) AktG, the Annual General Meeting of a listed company must pass a resolution on the approval of the remuneration system for the Executive Board members submitted by the Supervisory Board at least every four years and in the event of any material changes. The Annual General Meeting of Fraport AG last passed such a resolution on May 26, 2020, so a new resolution is required in accordance with the regular interval. As part of the regular submission of the remuneration system to the 2024 Annual General Meeting, the Supervisory Board reviewed the remuneration system for Executive Board members.

As the remuneration system for the members of the Executive Board has proven its worth in recent years, even in times of great challenge, the Supervisory Board did not believe that any fundamental adjustments were necessary, only selective changes. The adjustments to the revised Executive Board remuneration system mainly relate to the following aspects: In the

remuneration system for the members of the Executive Board of Fraport AG adopted by the Supervisory Board at its meeting on March 15, 2024, with effect from January 1, 2025, changes were made in particular to the performance criteria for measuring the long-term variable remuneration component with the aim of further promoting Fraport AG's sustainability strategy. For the long-term performance-based remuneration (performance share plan), the previous performance criteria for this were expanded to include measurable and strategy-derived sustainability targets and the maximum target achievement of the performance criteria under the performance share plan was raised to 180 percent and, accordingly, the maximum payment amount per tranche was also raised to a standard market cap of 180 percent of the individual target amount. The option of taking sustainability targets into account in the short-term performance-related remuneration (bonus) as part of the modifiers remains in place. Furthermore, for reasons of flexibility, newly appointed members of the Executive Board are to be given the choice between a pension commitment or a pension payment in cash for their own provision under the adjusted Executive Board remuneration system.

Based on the recommendation of its Executive Committee, the Supervisory Board proposes the approval of the remuneration system for the Executive Board members of Fraport AG adopted by the Supervisory Board on March 15, 2024.

The remuneration system in the version adopted by the Supervisory Board on March 15, 2024 – including an overview of the main changes – is printed after the Agenda in Section II. "Remuneration system for the Executive Board members of Fraport AG" and will be available on our website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) from the time the Annual General Meeting is convened. The remuneration system will also be displayed at the Annual General Meeting.

## **7. Resolution on the approval of the remuneration report for the 2023 financial year**

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 2023 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 2023 financial year be approved.

The remuneration report for the 2023 financial year and the opinion on the audit thereof by the statutory auditor are printed after the agenda items under “III. Remuneration Report for the 2023 Financial Year” and are accessible via the Company’s website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting). The Remuneration Report will also be available at the Annual General Meeting.

#### **8. Resolution on an amendment to Section 15(2) sentence 4 of the Articles of Association**

The Financing for the Future Act (ZuFinG) amended Section 123(4) sentence 2 AktG to the effect that evidence of share ownership for entitlement to participate in the Annual General Meeting must relate to the close of business on the 22nd day prior to the Annual General Meeting instead of the beginning of the 21st day prior to the Annual General Meeting, as was previously the case. The amendment to the law was made solely to align with the definition of the record date pursuant to Article 1(7) of Commission Implementing Regulation (EU) 2018/1212 of September 3, 2018, setting out minimum requirements for implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholder rights. This does not involve a significant change to the deadline.

To align with the amended wording of the law, Section 15(2) sentence 4 of the Articles of Association is to be amended.

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

Section 15(2) sentence 4 of the Articles of Association of the Company shall be revised as follows:

“The attestation must relate to the date stipulated for this purpose in the German Stock Corporation Act.”

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## **II. Remuneration System for the Executive Board Members of Fraport AG**

**(re: Agenda Item 6)**

### **1. Principles of the remuneration system**

The remuneration system for the Executive Board members is a key factor in the implementation of the corporate strategy and in promoting the long-term development of Fraport AG. The amount of remuneration is linked to the achievement of key Group targets – in particular sustainable growth in Frankfurt and internationally as well as increasing profitability and competitiveness. In addition to key figures of financial development, Fraport AG uses non-financial performance indicators that are also crucial to long-term corporate success. Through the associated incentives, the interests of the Executive Board are aligned with those of shareholders, employees, customers, and the other stakeholders in order to foster successful corporate development.

Furthermore, the remuneration system pursues the aim of remunerating the Executive Board members appropriately in line with their performance and their respective area of activity and responsibility. The Supervisory Board was keen to achieve consistency between this remuneration system and that of senior management. This ensures that all decision-makers pursue the same aims and consistently contribute to the ongoing strategic development of Fraport AG. The remuneration system meets the requirements of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022.

An external remuneration consultant is regularly consulted to review the development of the remuneration system and assess the adequacy of the Executive Board's remuneration. The consultant ensures the independence of the Executive Board and the Company.

The Supervisory Board applies the following principles when determining the remuneration of the Executive Board:

#### **Advancing the corporate strategy**

- Overall, the remuneration system plays a key role in advancing and implementing the corporate strategy by defining performance indicators relating

to corporate success and applying demanding annual and multi-year targets to them.

### **Harmonization with shareholder and stakeholder interests**

- The remuneration system is instrumental in aligning the interests of the Executive Board with those of shareholders and other stakeholders. Most of the performance-related remuneration is linked to the performance of the Fraport Group and the Fraport share. In addition, the Executive Board members undertake to acquire Fraport shares and to hold them throughout their term of office.

### **Long-term outlook and sustainability**

- The remuneration system encourages long-term, sustainable development of Fraport AG. In view of this, the performance-related remuneration is predominantly determined on a multi-year basis. Sustainability targets and other non-financial objectives are also factored into the determination of the performance-based remuneration for the furtherance of sustainable corporate development.

### **Pay for performance**

- The performance of the Executive Board is appropriately taken into account and remunerated by applying suitable and ambitious performance criteria within the performance-related remuneration components and allowing performance-related remuneration to fluctuate between zero and a maximum amount (cap).

### **Adequacy**

- The target and maximum total remuneration is determined in such a way that it is commensurate with the tasks and performance of the Executive Board members and to the Company's situation. In addition, the customary level of remuneration at other comparable companies is borne in mind, as is the vertical adequacy of remuneration of senior management and the overall workforce.



### **Consistency of the remuneration system**

- The Supervisory Board is keen to ensure that the remuneration system of the Executive Board and that of the senior management sets aligned incentives, pursues uniform objectives and advances the long-term Group strategy together.

### **Comparison with competitors**

- Incentives for long-term outperformance on the capital markets are set by carrying out a relative performance measurement against the companies on the MDAX stock index in long-term remuneration.

### **Compliance and market standards**

- The structure of the remuneration system takes into account current market practice and ensures conformity with statutory and regulatory requirements.

## **2. Changes compared to the previous remuneration system**

The previous remuneration system for the members of the Executive Board received a high approval rate of 94.2 percent at the Annual General Meeting on May 26, 2020. In accordance with Section 120a(1) AktG, the Annual General Meeting resolves to approve the remuneration system submitted by the Supervisory Board at least every four years and whenever a significant change is made. Against this background, the Executive Committee dealt with the structure of the Executive Board remuneration in preparation for the Supervisory Board in the past fiscal year and identified little need for action. The Supervisory Board proposes that the Annual General Meeting approve the revised remuneration system for the Executive Board members of Fraport AG in accordance with Section 120a(1) AktG.

The new remuneration system of Executive Board members is to take effect for the remuneration of all Executive Board members of Fraport AG from January 1, 2025. Remuneration entitlements, including those arising from previously applicable regulations on performance-related remuneration, for periods prior to January 1, 2025, will continue to be geared towards the contractual regulations on which they are based.

The main changes to the new remuneration system can be summarized as follows and are aimed in particular at incentivizing the implementation of the Fraport Group's sustainability strategy.

Aspect	Change	Justification
Sustainability	<ul style="list-style-type: none"> <li>Measurable and strategy-derived sustainability targets are being introduced into the long-term performance-based remuneration (performance share plan) as a performance criterion weighted at 20%.</li> <li>There is still the option to take sustainability targets into account in the short-term performance-related remuneration modifier (bonus) as well.</li> </ul>	<ul style="list-style-type: none"> <li>Greater incentive to implement Fraport AG's sustainability strategy</li> </ul>
Cap	<ul style="list-style-type: none"> <li>The maximum target achievement and payment under the performance share plan is being raised from 150% to 180% of the individual target amount.</li> <li>Meanwhile, the cap on maximum remuneration as defined in Section 87a(1) sentence 2 no. 1 AktG remains unchanged.</li> </ul>	<ul style="list-style-type: none"> <li>Increase to a standard market cap for long-term variable remuneration</li> <li>Greater incentive to exceed targets</li> </ul>
Flexibility	<ul style="list-style-type: none"> <li>Newly appointed members of the Executive Board can be granted a pension payment in cash for their own provision instead of a pension commitment. The payment is capped at 40% of their individual basic remuneration.</li> <li>The Supervisory Board reserves the right to adjust the comparison group for the relative TSR for future commitments if it no longer considers companies in the MDAX stock index to be a suitable comparison group for Fraport AG.</li> </ul>	<ul style="list-style-type: none"> <li>Flexibility and simplification of remuneration arrangements</li> </ul>

### 3. Overview of the remuneration system

The following overview summarizes the components of the remuneration system and also presents the main changes to the 2020 remuneration system for better comparability:

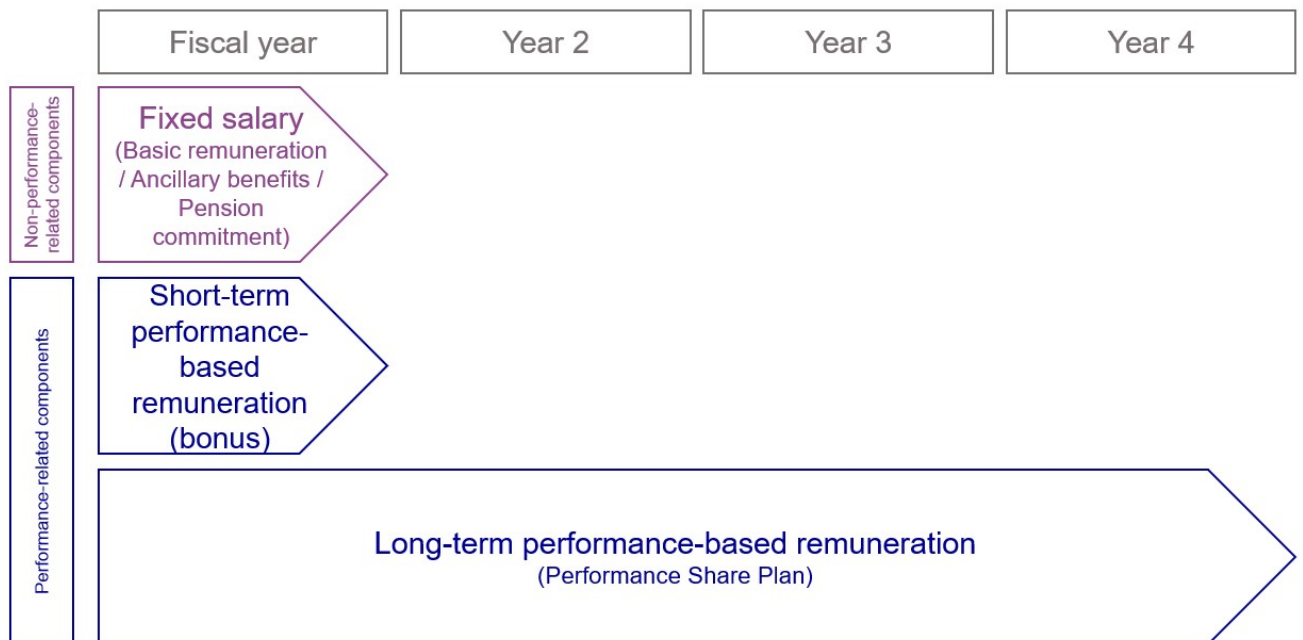
Component	Remuneration system from fiscal year 2025	Remuneration system until fiscal year 2025
<b>Non-performance-related components</b>		
Basic remuneration	<ul style="list-style-type: none"> <li>– Fixed basic remuneration</li> <li>– Regular adequacy review</li> </ul>	<ul style="list-style-type: none"> <li>– Fixed basic remuneration</li> <li>– Regular adequacy review</li> </ul>
Ancillary benefits	<ul style="list-style-type: none"> <li>– Private use of a company car</li> <li>– Fraport VIP services &amp; parking space</li> <li>– Accident insurance &amp; manager-check up</li> <li>– Contribution to health and pension insurance</li> <li>– <b>For new entrants: assumption of relocation costs or compensation payments for lapsed remuneration commitments of previous employer</b></li> </ul>	<ul style="list-style-type: none"> <li>– Private use of a company car</li> <li>– Fraport VIP services &amp; parking space</li> <li>– Accident insurance &amp; manager-check up</li> <li>– Contribution to health and pension insurance</li> </ul>
Pension commitment	<ul style="list-style-type: none"> <li>– Annual contribution of 40 percent of gross annual remuneration to build up pension capital (defined-contribution pension commitment)</li> <li>– Variable interest of at least 3 percent per year on the contribution account</li> <li>– <b>As an alternative, also a pension payment of up to 40 percent of the annual gross basic remuneration</b></li> </ul>	<ul style="list-style-type: none"> <li>– Annual contribution of 40 percent of gross annual remuneration to build up pension capital (defined-contribution pension commitment)</li> <li>– Variable interest of at least 3 percent per year on the contribution account</li> </ul>
<b>Performance-related components</b>		
Short-term performance-based remuneration (bonus)	<ul style="list-style-type: none"> <li>– Plan type: target bonus</li> <li>– Performance period: 1 year</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>– 60 percent: EBITDA</li> <li>– 40 percent: ROFRA</li> </ul> </li> <li>– Modifier (0.9–1.1) for assessment of the collective performance of the Executive Board as well as <b>optionally</b> of ESG targets</li> <li>– Limit: 150 percent of the target amount</li> </ul>	<ul style="list-style-type: none"> <li>– Plan type: target bonus</li> <li>– Performance period: 1 year</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>– 60 percent: EBITDA</li> <li>– 40 percent: ROFRA</li> </ul> </li> <li>– Modifier (0.9–1.1) for assessment of the collective performance of the Executive Board and of ESG targets</li> <li>– Limit: 150 percent of the target amount</li> </ul>
Long-term performance-based remuneration (PSP)	<ul style="list-style-type: none"> <li>– Plan type: performance share plan</li> <li>– Performance period: 4 years</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>– <b>50 percent: EPS</b></li> <li>– 30 percent: relative TSR</li> <li>– <b>20 percent: sustainability targets – ESG</b></li> </ul> </li> <li>– <b>Limit: 180 percent of the target amount</b></li> </ul>	<ul style="list-style-type: none"> <li>– Plan type: performance share plan</li> <li>– Performance period: 4 years</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>– 70 percent: EPS</li> <li>– 30 percent: relative TSR against the MDAX</li> </ul> </li> <li>– Limit: 150 percent of the target amount</li> </ul>
<b>Other agreements</b>		
Penalty/clawback	<ul style="list-style-type: none"> <li>– Partial or full reduction or reclamation of performance-related remuneration</li> </ul>	<ul style="list-style-type: none"> <li>– Partial or full reduction or reclamation of performance-related remuneration</li> </ul>
Share purchase and holding obligation	<ul style="list-style-type: none"> <li>– Obligation to acquire and retain shares in Fraport AG in the amount of at least one year's gross basic remuneration within 5 years</li> </ul>	<ul style="list-style-type: none"> <li>– Obligation to acquire and retain shares in Fraport AG in the amount of one year's gross basic remuneration within 5 years</li> </ul>
Maximum remuneration	<ul style="list-style-type: none"> <li>– Chair of the Executive Board: €3,000,000</li> <li>– Ordinary member: €2,200,000</li> </ul>	<ul style="list-style-type: none"> <li>– Chair of the Executive Board: €3,000,000</li> <li>– Ordinary member: €2,200,000</li> </ul>

## Components of the remuneration system, proportion of total remuneration

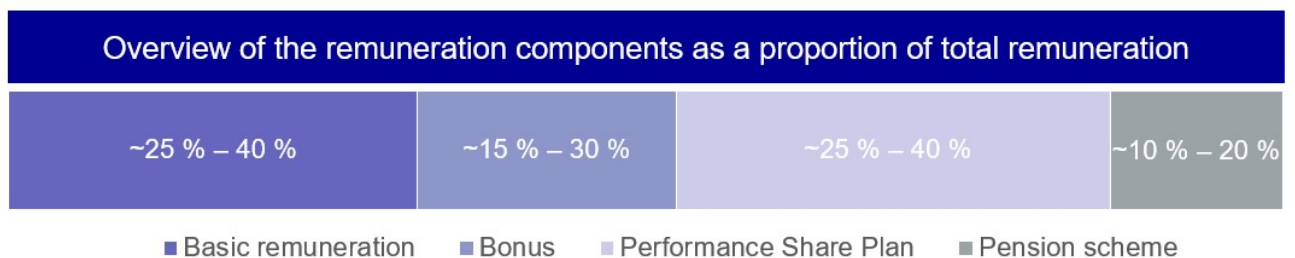
The remuneration system consists of non-performance-related and performance-related components, the sum of which forms the total remuneration of an Executive Board member.

The fixed, non-performance-related component consists of basic remuneration, benefits in kind and other benefits (ancillary benefits) as well as a pension commitment.

The variable, performance-related remuneration component consists of a short-term variable component in the form of a bonus as well as a long-term variable component in the form of a performance share plan. The Supervisory Board ensures that the targets for variable remuneration are demanding and ambitious.



The sum of the individual remuneration components forms the total remuneration of an Executive Board member. The proportions of the individual remuneration components can be weighted as follows depending on the Executive Board member (assuming 100% target achievement for the variable remuneration components):



Ancillary benefits amounting to a cost of between 5 percent and 15 percent of basic remuneration are granted as an additional non-performance-related component of the remuneration system. If newly appointed members of the Executive Board are reimbursed for remuneration claims against their previous employer that have demonstrably lapsed or for temporary relocation and housing costs, the cost of ancillary benefits may be higher in individual cases.

The remuneration structure ensures that the variable remuneration arising from the attainment of targets of a long-term nature exceeds the proportion from targets of a short-term nature. Consequently, the focus is on the legally required long-term and sustainable development of Fraport AG, although the annual operating targets are also pursued alongside this.

#### **4. Maximum amount and maximum total remuneration**

Variable remuneration is intended to ensure a balanced opportunity/risk profile. If the set targets are not attained, variable remuneration can be eliminated entirely. If the targets are significantly exceeded, the payment can be limited to 150 percent of the respective target amount for the bonus and 180 percent for the performance share plan.

In addition, according to Section 87a(1) sentence 2 no. 1 AktG, the Supervisory Board has set a maximum amount for the sum of basic remuneration, ancillary benefits, pension commitments, bonus and performance share plan. This amounts to €3,000,000 for the Chair of the Executive Board and €2,200,000 for each of the other Executive Board members. This maximum amount relates to the sum of the payments or expenses that result from the remuneration arrangements in a fiscal year.

#### **5. The components of the remuneration system in detail**

##### **5.1 Non-performance-related components**

###### **5.1.1 Basic remuneration**

Basic remuneration is fixed remuneration relating to the entire year that is geared towards the area of responsibility of the respective Executive Board member and paid in twelve monthly installments.

###### **5.1.2 Ancillary benefits**

Each Executive Board member receives benefits in kind and other benefits (ancillary benefits). These include the granting of personal use of company cars with optional provision of a driver

and the possibility of free use of Fraport AG's VIP service, individually and with the accompaniment of family members for life. In addition, the Executive Board members receive accident insurance, the opportunity to use a manager check-up every two years and the opportunity to use a free parking space at Frankfurt Airport after the end of their Executive Board activities. Executive Board members who have voluntary statutory pension insurance are refunded half the total contribution, and those who have non-voluntary pension insurance are refunded half the total amount to be paid in the case of statutory pension insurance. For contributions to voluntary statutory or private health and long-term care insurance, each Executive Board member receives a tax-free employer contribution in accordance with statutory regulations. Some of the tax payable on ancillary benefits is paid by Fraport AG. All Executive Board members are equally entitled to these benefits in kind, and the level and duration may vary depending on the personal situation.

The Supervisory Board can grant other or additional customary ancillary benefits such as the opportunity for personal use of company mobile devices or the assumption of relocation and housing costs for new entrants. If an Executive Board member demonstrably loses remuneration claims against their previous employer due to their move to Fraport AG, the Supervisory Board may, in exceptional cases and against the background of the successful recruitment of suitable candidates for critical Executive Board positions, provide for a compensation payment.

In addition, Fraport AG takes out standard liability and legal expenses insurance (D&O insurance) for the members of the Executive Board, which provides for a deductible in accordance with Section 93(2) sentence 3 AktG.

### **5.1.3 Pension commitment**

The Executive Board members are entitled to pension benefits and benefits for surviving dependents. An Executive Board member is generally entitled to a pension if he or she leaves the active service of Fraport AG during the term or upon expiry of the contract, or if he or she becomes permanently unable to work during the term of the contract. If an Executive Board member dies, benefits are paid to his or her surviving dependents.

Since 2012, newly appointed Executive Board members have received a pension commitment based on a defined-contribution system. This system provides for a lump-sum pension payment or payment of a life-long retirement pension in the event of retirement. The insured event occurs at the end of the month in which the member reaches the age of 62 or 65, or in the event of permanent incapacity to work. At the same time, the Executive Board member



must have left Fraport AG at the end of the employment contract. To build up the pension capital, Fraport AG credits 40 percent of the granted annual gross basic remuneration to a pension account each year. The pension capital accumulated at the end of the previous year pays interest annually at the interest rate used for the valuation of the pension obligations in the balance sheet of Fraport AG according to HGB at the end of the previous year pursuant to Section 253 (2) HGB. Said interest rate is at least 3 percent and at most 6 percent. The rate increases by 1 percent on January 1 of each year for lifelong retirement payments. No further adjustment is made. If the pension capital reached is less than €600,000 when retirement benefits fall due as a result of long-term occupational disability, Fraport AG will increase it to this amount. In the event of death while drawing a retirement pension, the widow or widower is entitled to 60 percent of the last retirement pension granted, half-orphans each receive 10 percent, and full orphans each receive 25 percent of the last pension granted.

In exception to this, the retirement pension of an Executive Board member who was appointed to the Executive Board before 2012 is determined according to a percentage of a contractually agreed basis for determination, with the percentage increasing with the Executive Board member's term of office by 2.0 percentage points per year up to a maximum of 75 percent. In the event of incapacity, the pension rate is at least 55 percent of the respective fixed annual gross salary or of the contractually agreed basis for determination. In the event of death while drawing a retirement pension, the widow or widower is entitled to 60 percent of the last retirement pension granted, half-orphans each receive 12 percent, and full orphans each receive 20 percent of the last pension granted. 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.

For new contracts, a pension payment of up to 40 percent of the annual gross remuneration can be granted instead of a pension commitment.

## **5.2 Variable remuneration components**

The variable remuneration components are geared towards the short-term and long-term performance of Fraport AG. The Supervisory Board pursues a rigorous "pay-for-performance" approach here. The short-term variable remuneration component – the bonus – and the long-term variable remuneration component – the performance share plan – differ in terms of their performance period and the financial and non-financial performance criteria applied in order to determine payment. The performance criteria are selected in line with the corporate strategy

of Fraport AG, i.e. the performance criteria encourage the growth of Fraport AG at Frankfurt Airport and internationally as well as its profitability and competitiveness. Non-financial performance incentives geared towards sustainability are also taken into account. Consideration of multiple different performance criteria also allows holistic tracking of the Company's success. When selecting the performance criteria, the Supervisory Board takes care to ensure that they are clearly measurable and transparent.

In accordance with recommendation G.11 of the German Corporate Governance Code, the Supervisory Board may take into account extraordinary developments that were not adequately covered by the previously defined targets when determining target achievement. This can lead to an increase (but not an overshooting of the applicable cap) as well as a decrease in the variable remuneration that would otherwise arise. Extraordinarily far-reaching changes to the economic situation (for example due to a severe economic or financial crisis), natural disasters, terrorist attacks, political crises, epidemics/pandemics or disruptive market decisions by customers, for instance, are considered as extraordinary interim developments if they or their specific impacts were unforeseeable. Generally unfavorable market developments are not regarded as extraordinary developments in the above sense. If adjustments are made due to extraordinary developments, this is disclosed and explained in the remuneration report.

## **5.2.1 Bonus**

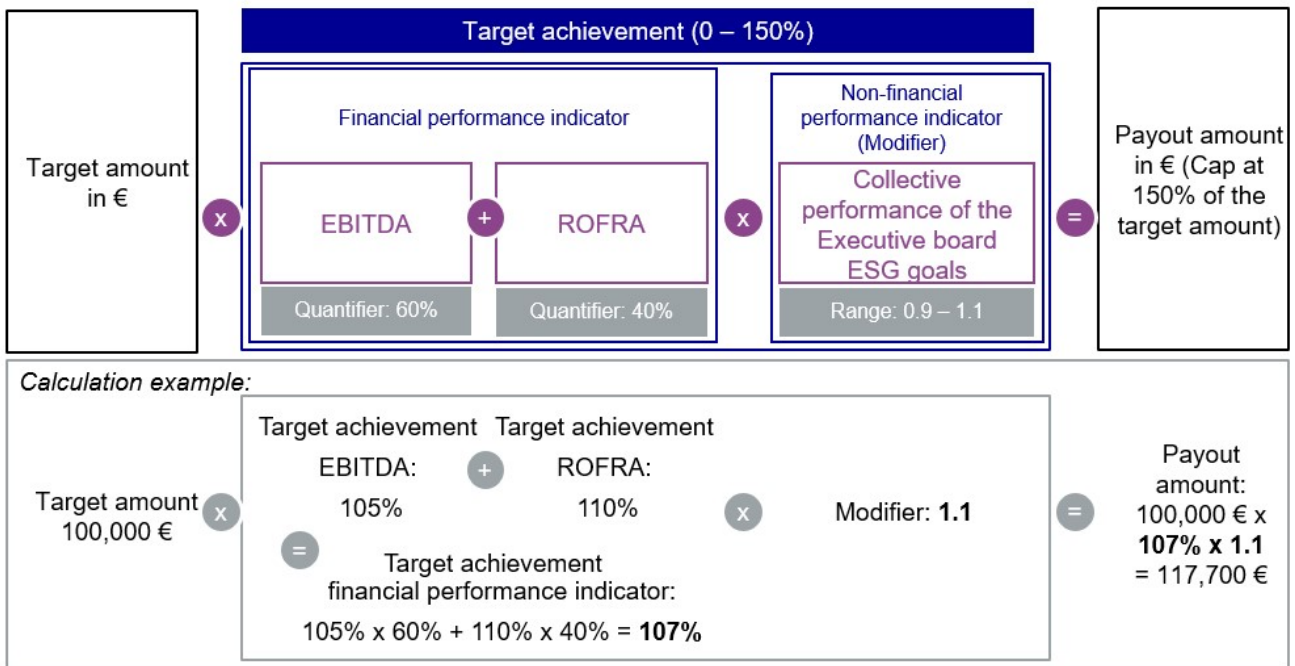
### **a. Key features of the bonus**

The bonus is intended to reward the contribution to the operational implementation of the corporate strategy in a specific fiscal year. In addition to financial performance criteria, non-financial performance criteria are also set: the latter are taken into account via a "modifier" when determining the payment amount. The modifier ranges from 0.9 to 1.1. In the context of the modifier, the Supervisory Board assesses the collective performance of the Executive Board and can also take into account the attainment of non-financial targets, including environmental, social and governance (ESG) targets.

The basis for the bonus payment is a target amount defined in the respective employment contract that is based on 100 percent target achievement. Overall, target attainment of 0 percent to 150 percent is possible. The total payment amount arising from the bonus is therefore limited to 150 percent of the target amount.



**Short-term performance-based remuneration (bonus)**



The target amount in euros, the annual targets of the modifier, and target attainment for the respective fiscal year with the resultant payment amount are published in the remuneration report for each Executive Board member.

**b. Financial performance criteria of the bonus**

The financial performance criteria of the bonus are linked to the EBITDA and ROFRA of the Fraport Group for the respective fiscal year.

- EBITDA refers to Group operating earnings and is weighted at 60 percent. As earnings before interest, taxes, depreciation, and amortization, EBITDA reflects the earnings capacity of the Fraport Group and is a meaningful indicator of the Executive Board’s performance. Fraport AG pursues the clear strategic aim of further increasing EBITDA in the years ahead in order to improve its competitive position as a leading, profitable airport operator.
- ROFRA (return on Fraport assets) represents the return on assets employed and therefore capital efficiency. ROFRA is calculated by dividing adjusted EBIT by Fraport assets and therefore reflects the total return on capital. ROFRA is weighted at 40 percent in the bonus calculation. One long-term aim of Fraport AG is to create value throughout the Group. ROFRA allows comparability of different-sized segments and indicates whether the divisions create value, i.e. whether the attained return exceeds the weighted

average cost of capital. In view of this, ROFRA is an important measurement and control for Fraport AG as an infrastructure provider with a high level of tied assets.

A target, an upper threshold, and a lower threshold are set for each of the performance criteria EBITDA and ROFRA. On attainment of the respective target value, the target attainment level is 100 percent. Target attainment is 50 percent on attainment of the lower threshold, 150 percent on attainment of the upper threshold. If EBITDA and ROFRA are below the lower threshold, target attainment is 0 percent. This means that there is a possibility of no bonus at all. If the actually attained value is at or above the upper threshold, a maximum target attainment level of 150 is obtained. Within the thresholds, the progression of the target attainment level is always linear. To determine the bonus, the respective target attainment level is applied to the target amount in accordance with its weighting.

For transparency reasons, the EBITDA target, the ROFRA target, the target attainment corridors, and the resultant target attainment levels are also disclosed in the remuneration report prepared for the relevant fiscal year.

### **c. Non-financial performance criteria**

For integration of non-financial targets and further qualitative performance criteria into the Executive Board remuneration system and for assessment of the collective performance of the Executive Board as a whole, the bonus provides for a “modifier” ranging from 0.9 to 1.1. The modifier is determined on the basis of a set of criteria specified in advance. These criteria also include ESG targets geared towards sustainability. The following are considered as possible criteria for the modifier:

- Strategic business objectives such as the attainment of key strategic business objectives (including mergers & acquisitions), or long-term strategic, technical, or structural business development;
- Optional: ESG targets such as occupational health and safety, compliance, energy and environment, customer satisfaction, employee matters, or corporate culture.

The specific targets for the respective fiscal year are set by the Supervisory Board before the start of the corresponding fiscal year. This involves two to four targets per fiscal year.

The non-financial targets applied for the modifier for the specific fiscal year and the resultant target attainment levels are also disclosed in the remuneration report prepared for the relevant fiscal year.

## **5.2.2 Performance share plan**

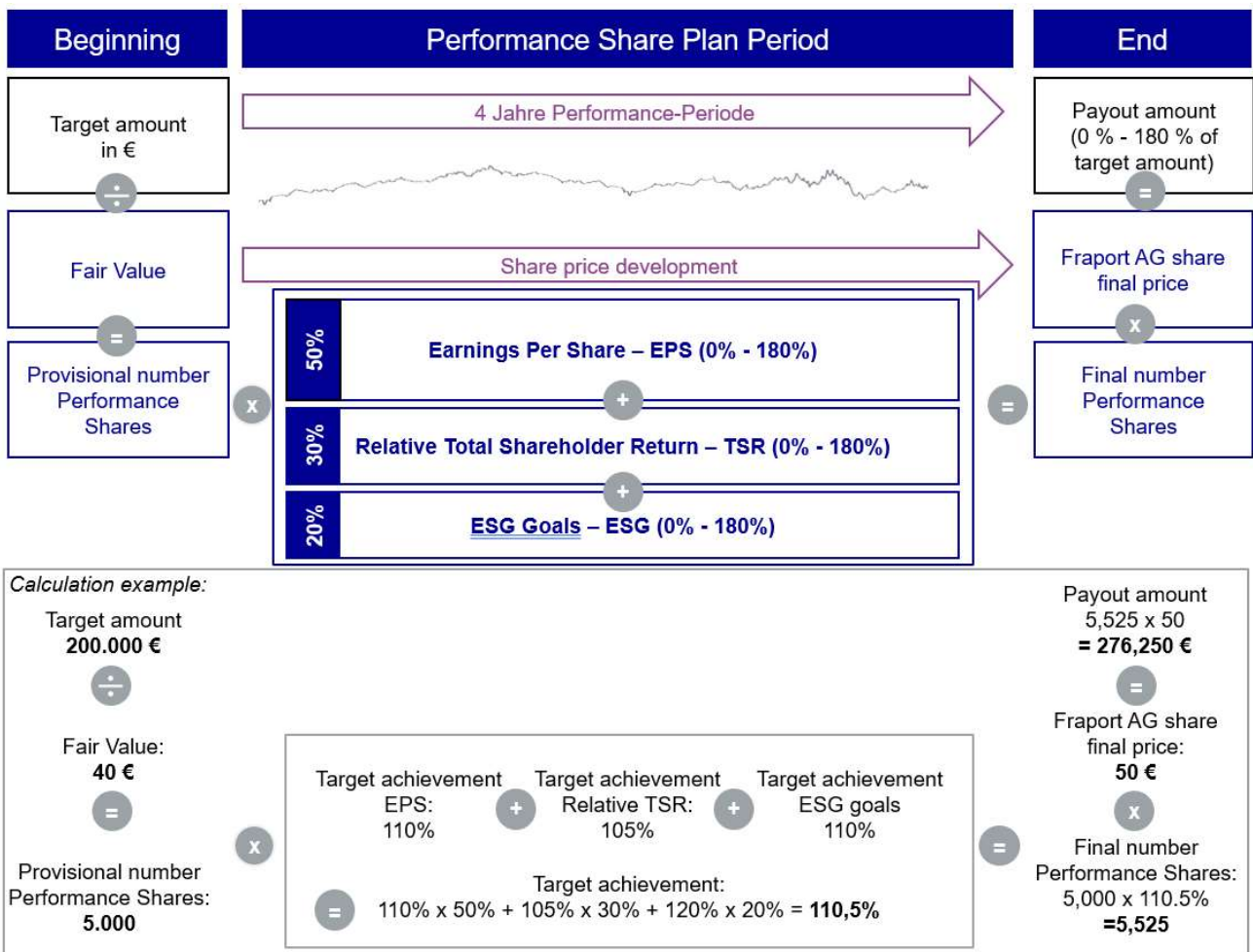
### **a. Key features of the performance share plan**

The long-term variable remuneration component consists of a performance share plan with a four-year performance period. At the beginning of a performance period, a target amount defined in the respective service contract is divided by the initial fair value (i.e. the financially determined fair value according to the accounting standard IFRS 2, "Share-based compensation") per performance share, resulting in the provisional number of virtual performance shares allocated to each case.

In addition, performance criteria are set on commencement of the plan for the duration of the four-year performance period. The performance criteria allow a target to be achieved in the range of 0 percent to 180 percent. At the end of the four-year performance period, the achievement of the performance criteria is determined and the final number of virtual performance shares is determined. 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 3 months prior to the end of the performance period plus dividends paid per share during the performance period (together the "final price").

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. For each tranche, the maximum payment amount is limited to 180 percent of the allocation value that applied on commencement of the plan.

**Long-term performance-based remuneration (performance share plan)**

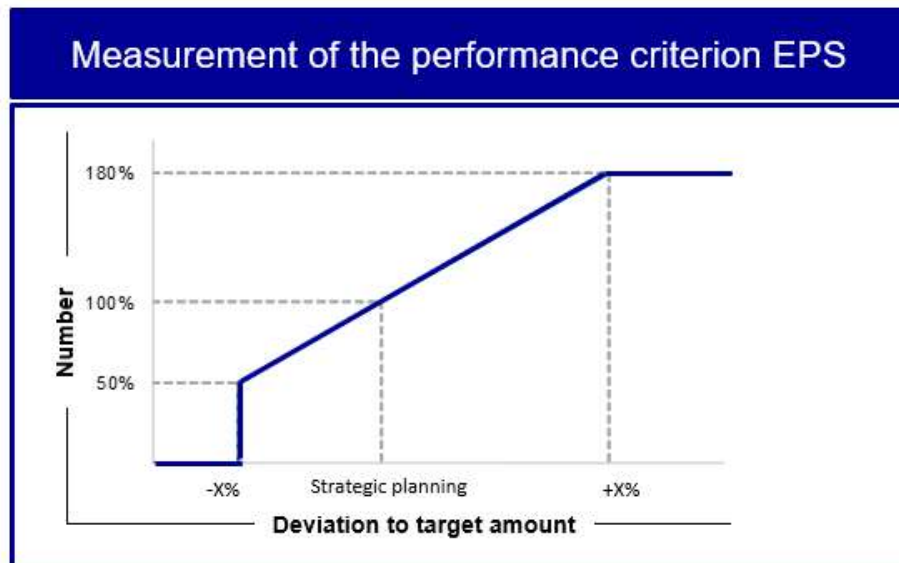


**b. Performance criteria of the performance share plan**

The achievement of the performance share plan is determined by three performance criteria: Earnings Per Share (EPS), Total Shareholder Return (TSR) relative to MDAX companies and sustainability targets (ESG).

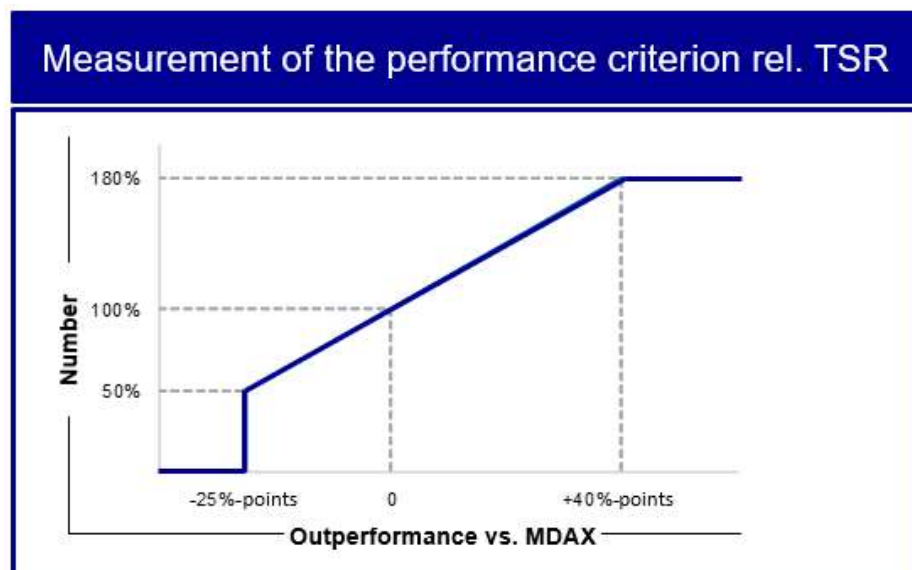
- The Earnings Per Share (EPS) criterion is used as an internal financial performance criteria and is taken into account with a weighting of 50%. The EPS performance criterion provides incentives to operate profitably. This forms the basis for the sustainable and long-term growth of the Fraport Group and ensures the financing capacity of necessary capital expenditure and thus the achievement of important strategic goals. Long-term growth helps Fraport AG to achieve its objective of establishing itself as Europe’s best airport operator and also to set global standards among the competition. In determining the achievement of the EPS target, a target value derived from strategic planning as well as an upper and lower threshold value is compared with the actual EPS value achieved.

The average of the annual actual EPS values determined during the performance period is used as the EPS value actually achieved. On attainment of the respective target value, the target attainment level is 100 percent. Target attainment is 50 percent on attainment of the lower threshold, 180 percent on attainment of the upper threshold. Within the thresholds, the progression of the target attainment level is always linear. The target value, the threshold values and the resulting target attainment levels are disclosed in the remuneration report prepared for the relevant fiscal year.



- As a further performance criterion, the relative Total Shareholder Return (TSR) uses an external performance criterion geared to the capital market, which is weighted at 30 percent. The relative TSR takes into account the development of Fraport AG's share price plus fictitious reinvested gross dividends compared with 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. Fraport AG pursues the goal of being an attractive investment for shareholders and therefore provides an incentive for above-average success on the capital market. Achieving the target for the relative TSR is generally based on a comparison with the MDAX stock index. 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. The Supervisory Board reserves the right to adjust the comparison group for the relative TSR for future commitments if it no longer considers the companies in the MDAX to be a suitable comparison group for Fraport AG. The TSR of Fraport AG and the MDAX is initially determined for each year of the

four-year performance period. The start and end values of the TSR calculation are each based on the arithmetic average of closing prices over the last 30 stock exchange trading days before the start of a year or over the last 30 stock exchange trading days before the end of a year, assuming that gross dividends are directly reinvested in the respective period. To determine the TSR performance relevant for the relative comparison, the arithmetic average of the TSR values determined for each year of the performance period is then calculated for Fraport AG and the MDAX. The target achievement is 100 percent 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 percent below the TSR performance of the MDAX, the target achievement is 50 percent. If the TSR performance of the Fraport AG share is more than 25 percent below the TSR performance of the MDAX, the target achievement is 0 percent. If the TSR performance of the Fraport AG share is 25 percentage points or more above the TSR performance of the MDAX, target attainment is 180 percent. Target achievement between the defined target achievement points progresses in a straight line. In view of the fact that Fraport AG, as an infrastructure company, compares itself with a broad market environment, which the MDAX exhibits, the Supervisory Board considers a target achievement of 100 percent with equal performance to be ambitious and therefore appropriate. A symmetrical target achievement curve is also in line with German market practice and ensures a balanced risk/reward profile. The Supervisory Board is convinced that the target achievement curve sets the right incentives to outperform the market and at the same time does not encourage the taking of inappropriate risks.



- As a third performance criterion, sustainability targets from the area of Environmental, Social and Governance (ESG) to promote the implementation of Fraport AG's

sustainability strategy are taken into account with a weighting of 20 percent. Aviation and the operation of an airport have a wide range of impacts on the environment. The Fraport Group is committed to the sustainable, considerate and careful use of natural resources and the environment. Furthermore, Frankfurt Airport is one of the largest local workplaces in Germany and therefore has a significant influence on society. The consideration of sustainability-related objectives in key corporate decisions is part of the Executive Board's deliberations. In addition to financial targets, the corporate strategy includes environmental and social targets and reflects Fraport AG's basic understanding of balanced corporate governance. Against this background, the Supervisory Board defines strategy-derived and measurable sustainability targets for the Executive Board members before the start of each four-year performance period. Targets (lower threshold value, 100 percent target value, upper threshold value) are then defined for each sustainability target for the entire four-year period. The list of criteria shown in the following diagram shows examples of criteria that could serve as the basis for the sustainability targets.

<b>Environment</b>	<b>Social</b>	<b>Governance</b>
CO <sub>2</sub> -emissions	Engagement in the Regions	Compliance
Air quality	Customer satisfaction	Risk Management
Energy Management	Employee satisfaction	Data protection
Climate protection	Occupational health and safety	It- and Airport safety and security
...	...	...

The specific sustainability targets for each performance period, the corresponding target values as well as the threshold values and the resulting target attainment levels are disclosed in the remuneration report prepared for the last fiscal year of the four-year performance period.

### **5.3 Share purchase and retention obligation**

To achieve further alignment of the interests of the Executive Board and shareholders and to strengthen sustainable development, the remuneration system adopted by the Supervisory Board sets out share purchase and retention obligations for the Executive Board members. Each Executive Board member is obliged to build up shares in Fraport AG in the amount of at least one year's gross basic remuneration within a build-up phase of five years and in annual installments. The Executive Board members must hold these shares throughout their membership of the Executive Board. Existing holdings of Fraport AG shares are taken into



account for purposes of the shareholding obligation. The virtual shares allocated in the context of the performance share plan are not offset against the shareholding obligation.

#### **5.4 Penalty/clawback**

In specific cases, the Supervisory Board has the opportunity to reduce outstanding variable remuneration components or to reclaim already paid variable remuneration components.

In the event of a significant breach of an obligation or serious non-compliance by an Executive Board member, the Supervisory Board can partially or fully reduce the variable remuneration components (bonus or number of virtual performance shares under the performance share plan) at its own discretion (penalty).

If variable remuneration components have already been paid, subject to the above conditions and at its own discretion, the Supervisory Board can also partially or fully reclaim paid amounts of variable remuneration (clawback).

If variable remuneration components are calculated or paid on the basis of incorrect data, e.g. incorrect consolidated financial statements, the Supervisory Board can correct the calculation or reclaim remuneration components that have already been paid. In the event of breaches of obligations or non-compliance as defined above, reduction or clawback is carried out for the year in which the breach of obligations or non-compliance occurred. The clawback period ends one year after payment of the variable remuneration component. Clawback can also occur if the tenure or the employment relationship with the Executive Board member has already ended.

Any liability for damages of the Executive Board member in relation to Fraport AG remains unaffected by the reduction or clawback of variable remuneration components.

### **6. Remuneration arrangements for ending of Executive Board activity**

The remuneration system for the Executive Board members of Fraport AG also governs remuneration in the event of premature ending of an Executive Board member's tenure or employment contract.

#### **6.1 Contractual durations, termination options**

Each Executive Board employment contract is concluded for the duration of the appointment period. When appointing Executive Board members, the Supervisory Board adheres to the regulations in Section 84 AktG, in particular the maximum term of five years. In accordance



with the regulations under company law, Executive Board contracts do not contain any ordinary right to termination; the mutual right to terminate the Executive Board contract without notice for good cause remains unaffected.

In addition, the Executive Board contracts expire at the end of the calendar month in which an Executive Board member reaches the set age limit for Executive Board members without the need for termination.

## **6.2 Premature termination**

If the appointment is revoked without good cause, the remuneration system for the Executive Board members provides for a severance payment that is limited to two years' full remuneration and does not exceed remuneration for the remaining duration of the employment contract (severance cap). In other cases of premature termination, any payments are also limited to a maximum amount of two years' full remuneration or the remuneration of the remaining duration of the employment contract as a severance cap. Total remuneration for the last fiscal year before premature termination of Executive Board activity and, if applicable, the expected total remuneration for the current fiscal year are taken into account when calculating the severance cap. No severance is paid in the event of good cause for extraordinary termination of the Executive Board employment contract by Fraport AG or in the event of premature termination of Executive Board activity at the request of the Executive Board member.

In the event of premature termination of the employment contract due to death or permanent incapacity, performance shares that were granted under the performance share plan and whose four-year performance period has not yet expired are converted to a payment amount and paid out on a one-off basis. The payment amount equates to the respective allocation value of the relevant plan tranche.

## **6.3 No further severance rules**

Apart from the arrangements described in Section 6.2, the remuneration system contains no commitments to the members of the Executive Board for compensation for dismissal. This also applies in the event of premature termination of Executive Board activity as a result of a change of control.

## **6.4 Joining or leaving during the year**

If a member joins or leaves the Executive Board in the course of a fiscal year, total remuneration including the bonus and the target amount under the performance share plan is

reduced *pro rata temporis* in accordance with the length of service in the relevant fiscal year. In specific departure situations (bad leaver instances), performance shares whose performance period has not yet expired lapse with no entitlement to compensation.

## **6.5 Post-contractual non-competition agreement**

A post-contractual non-competition agreement is made with each Executive Board member for a period of two years. For this period, appropriate compensation (waiting allowance) of 50 percent of the contractual remuneration last drawn by the Executive Board member is granted each year (pursuant to Section 74(2) HGB); when calculating compensation, the variable remuneration components must be taken into account according to the average of the last three completed fiscal years under this remuneration system. If this version of the remuneration system has not yet been in force for three fiscal years on termination of the contract, the average variable remuneration is calculated on the basis of the duration of the contract under this remuneration system (pursuant to Section 74b(2) HGB). Payment shall be made in monthly installments. Compensation is offset against retirement pension paid by Fraport AG during the period if compensation combined with the retirement pension and income otherwise generated exceeds 100 percent of the annual gross basic remuneration last drawn. Fraport AG may waive the non-competition clause in writing until the end of the contractual relationship with the effect that it is released from the obligation to pay the compensation for non-competition six months after the declaration.

Payments arising from premature termination of Executive Board activity (cf. Section 6.2) are offset against the waiting allowance.

## **6.6 Secondary activities of Executive Board members**

Any remuneration payments made for the holding of intra-Group Supervisory Board mandates are offset against the remuneration under this remuneration system. If non-Group Supervisory Board mandates are accepted, the Supervisory Board decides whether and to what extent offsetting is carried out for this paid remuneration.

## **7. Procedures for establishment, implementation, and review of the remuneration system, first-time application**

The remuneration system of the Executive Board members of Fraport AG is established by the Supervisory Board in line with Sections 87(1) and 87a(1) AktG. The Supervisory Board is assisted by the Executive Committee here. The Executive Committee develops recommendations regarding the system for Executive Board remuneration that are discussed

in detail by the Supervisory Board as part of the decision-making process. The Supervisory Board can call in external consultants. Care is taken to ensure that the remuneration consultants are independent when issuing their mandates. The general rules of the German Stock Corporation Act (AktG) and the German Corporate Governance Code for handling conflicts of interest in the Supervisory Board are also adhered to in the procedures for establishment, implementation, and review of the remuneration system.

The remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for its approval. If the Annual General Meeting does not approve the proposed remuneration system, a revised remuneration system is submitted for approval no later than the next Annual General Meeting.

Furthermore, for the forthcoming fiscal year, the Supervisory Board determines the underlying targets for performance measurement of the Executive Board for the variable performance criteria defined in the remuneration system.

The Executive Committee prepares the Supervisory Board's regular review of the system for remuneration of Executive Board members. If deemed necessary, the Executive Committee recommends changes to the system to the Supervisory Board. In the event of major changes, but at least every four years, the remuneration system is submitted to the Annual General Meeting for approval again.

### **7.1 Determination of the specific target remuneration by the Supervisory Board, adequacy of Executive Board remuneration**

The Supervisory Board determines the level of total target remuneration for each Executive Board member for the forthcoming fiscal year in each case in line with the remuneration system. The guiding principle here is that the respective remuneration is commensurate with the tasks and performance of the Executive Board member and the Company's situation, geared towards the long-term and sustainable development of Fraport AG, and not in excess of standard remuneration without good reason.

The peer group of Fraport AG (horizontal comparison) and the in-house remuneration structure (vertical comparison) are taken into account when assessing the adequacy of remuneration levels.

#### ***Horizontal comparison***

To assess adequacy at horizontal level, the remuneration of the Executive Board of Fraport is compared with a suitable group of companies. Fraport is included in the MDAX stock market

index, which consists of listed German companies of comparable size and internationality in various industries. With this in mind, the Supervisory Board has chosen the MDAX companies, and particularly applies market capitalization, headcount, and revenue as comparison criteria in this group. Furthermore, the Supervisory Board assesses the remuneration structure, total target remuneration and all its individual elements, and maximum remuneration at the comparison companies. In addition, the MDAX companies are used for relative performance measurement in long-term remuneration.

### ***Vertical comparison***

The vertical comparison refers to the ratio of Executive Board remuneration to remuneration of senior management and of the overall workforce of Fraport AG as well as Managing Directors of the major subsidiaries. To this end, the Supervisory Board has defined senior management by including the heads of strategic business units, service units, and central units. The Supervisory Board takes into account the development of remuneration of the groups described and how the ratio has developed over time.

## **7.2 Temporary deviations from the remuneration system**

At the suggestion of the Executive Committee, the Supervisory Board can temporarily deviate from the remuneration system if this is necessary for the long-term good of Fraport AG. Extraordinarily far-reaching changes to the economic situation (for example due to a severe economic or financial crisis), natural disasters, terrorist attacks, political crises, epidemics/pandemics, disruptive market decisions by customers, or a company crisis, for instance, are considered as extraordinary developments. Generally unfavorable market developments are expressly not regarded as extraordinary developments.

Deviation from the remuneration system under the above circumstances is possible only by corresponding resolution of the Supervisory Board at the prior suggestion of the Executive Committee that sets out the extraordinary circumstances and the need for a deviation. The components of the remuneration system that can be deviated from are the performance criteria and measurement methods for short-term and long-term variable remuneration and the relative proportions of the remuneration components (remuneration structure). If adjustment of the existing remuneration components is not sufficient to restore the incentive effect of remuneration of the Executive Board member, in the event of extraordinary developments, the Supervisory Board has right to temporarily grant additional remuneration components subject to the same requirements.

### **III. Remuneration Report for the 2023 Fiscal Year**

**(re: Agenda Item 7)**

The following remuneration report presents the remuneration of the Executive Board and the Supervisory Board of Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main (Fraport AG) in accordance with the statutory requirements of Section 162 AktG. It explains the main features of the remuneration system used to determine the remuneration and discloses the remuneration granted and owed to each individual current and past member of the Executive Board and Supervisory Board of Fraport AG in the 2023 fiscal year. The remuneration granted and owed is presented as the remuneration for which the underlying activity has been fully performed by the end of the 2023 fiscal year.

The remuneration report was formally audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, in accordance with the requirements of Section 162(3) AktG and, in addition to the statutory requirements, its content was also audited. The remuneration report and the accompanying report on the audit of the remuneration report are published on the Fraport AG website at <https://www.fraport.com/en/investors/publications-events.html>.

#### **Vote on the Remuneration Report for the 2022 fiscal year at the Annual General Meeting 2023**

The remuneration report for the 2022 fiscal year was approved by the Annual General Meeting on May 23, 2023 with a majority of 94.4% of the votes cast.

Overall, investors gave positive feedback on the structure and transparency of the remuneration report for the 2022 fiscal year. Suggestions for improvement were taken into account in this remuneration report for the 2023 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 individual non-financial targets for Executive Board members in the section “Non-financial performance criteria.”

#### **Composition of the Executive Board**

In the 2023 fiscal year, there were no changes in the composition of the Executive Board of Fraport AG.

#### **Remuneration of the Executive Board members for the fiscal year 2023**

The current remuneration system for the members of the Executive Board has been applicable since the 2020 fiscal year and was approved by the Annual General Meeting held on May 26, 2020 with a majority of 94.2% of the votes cast. 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.

### **Main features of the remuneration system**

Executive Board remuneration is set by the Supervisory Board upon the recommendation of its executive committee and is regularly reviewed for appropriateness. An external remuneration consultant is brought in for this purpose, whose independence from the Executive Board and the company is ensured.

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 shareholders 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.

#### **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 following chart summarizes the components of the current remuneration system of the Executive Board:

Component	Remuneration system
<b>Non-performance-related components</b>	
Basic remuneration	<ul style="list-style-type: none"> <li>– Fix basic remuneration</li> <li>– Regular adequacy review</li> </ul>
Ancillary benefits	<ul style="list-style-type: none"> <li>– Private use of a company car with optional driver services</li> <li>– Making use of Fraport AG’s VIP service free of charge for private matters for lifetime and accompanied by family members</li> <li>– Manager check-up</li> <li>– Payment of half of the total contributions toward their pension insurance</li> <li>– Contribution to statutory or private medical and health care insurance in line with legal provisions</li> </ul>
Pension commitment	<ul style="list-style-type: none"> <li>– Annual contribution of 40% of basic remuneration to build up pension capital (defined contribution pension commitment for Executive Board members appointed from 2012)</li> <li>– Variable interest of at least 3 % and a maximum of 6 % on the contribution account</li> <li>– For members of the Executive Board appointed before 2012, the monthly pension is calculated as a percentage based on an individual contractual assessment basis.</li> </ul>
<b>Performance-related components</b>	
Short-term performance	<ul style="list-style-type: none"> <li>– Target bonus system</li> <li>– One-year-period</li> </ul>

remuneration (bonus)	<ul style="list-style-type: none"> <li>– Limit at 150% of the target amount</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>• 60 % EBITDA</li> <li>• 40 % ROFRA</li> <li>• Modifier (0,9-1,1) to assess the collective performance of the Executive Board and environmental, social and governance goals (ESG)</li> </ul> </li> </ul>
Long-term performance remuneration (PSP)	<ul style="list-style-type: none"> <li>– Four-year period</li> <li>– Limit at 150 % of the assignment value</li> <li>– Performance criteria: <ul style="list-style-type: none"> <li>• 70% Earnings per Share (EPS)</li> <li>• 30% relative Total Shareholder Return (TSR) compared to den MDAX</li> </ul> </li> </ul>
<b>Other agreements</b>	
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
Share purchase und holding obligation	Obligation to purchase Fraport AG shares at least in the amount of a basic annual gross remuneration within 5 years and to hold them for the duration of the Management Board activity
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"> <li>– Remuneration payments of internal Group mandates on the Supervisory Board will be credited to the remuneration.</li> <li>– 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.</li> </ul>
Subsequent non-competition obligation	<ul style="list-style-type: none"> <li>– For a period of two years</li> <li>– A monthly paid ex gratia compensation (50% of the contractual benefits last received on the average of the last three completed fiscal years)</li> <li>– Credited against the retirement pension in accordance with the pension scheme in the service contract</li> </ul>
Benefits in case of premature termination of Executive Board membership	<ul style="list-style-type: none"> <li>– Entitlement in the event an appointment is revoked without good cause</li> <li>– Limit at two total annual remunerations or at the remuneration of the remaining term of the employment contract (severance cap)</li> </ul>
Other benefits	<ul style="list-style-type: none"> <li>– Conclusion of a D&amp;O liability insurance and an accident insurance</li> <li>– Private use of a company mobile device</li> <li>– Lifetime access to a parking spot at Frankfurt Airport</li> </ul>

## Non-performance-related components

### Basic remuneration (fixed salary)

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 Executive Board member and is paid out in 12 monthly installments.



## **Ancillary benefits**

In addition, the remuneration for Executive Board members includes compensation in kind and other compensation (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 the Fraport AG 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 (health screening) every two years. The respective compensation in kind is taxed as non-cash benefits. 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 provision for surviving dependents. If an Executive Board member retires from office during the term of, or upon expiry of, his or her service agreement or if permanent occupational disability occurs during the term of the contract, the member is entitled to a retirement pension. Upon the death of an Executive Board member, benefits are paid to his or her surviving dependents.

Members of the Executive Board appointed in or after 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. The insured event occurs at the end of the month in which the employee reaches the age of 62 or 65, or in the event of permanent occupational disability. At the same time, the Executive Board member must have left Fraport AG at the end of the employment contract. 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 pays 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) of the HGB, which is at least 3% and at most 6%. This is increased 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 permanent occupational disability, Fraport AG will increase it to this amount. The same applies to the payment of the pension capital to the widow or widower in the event of the death of the Executive Board member without a previous pension claim. If an Executive Board member dies while collecting retirement pensions, the widow or

widower is entitled to 60% of the last retirement pensions paid. Half-orphans receive 10% and full orphans receive 25% of the last retirement pensions 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 percentage points 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 contractually agreed basis of assessment. If an Executive Board member dies while collecting retirement pensions, the widow or widower is entitled to 60% of the last retirement pensions paid. Half-orphans receive 12% and full orphans receive 20% of the last retirement pensions 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.

The following table provides an overview of the pension obligations of the current members of the Executive Board in the reporting year in accordance with IFRS:

#### **Pension obligations in accordance with IFRS <sup>1)</sup>**

in €'000	Obligation 31.12.2022	Change in 2023	Obligation 31.12.2023
Dr. Stefan Schulte	6,457.9	-3,088.0	3,369.9
Anke Giesen	1,691.0	+507.8	2,198.8
Julia Kranenberg	30.9	+202.4	233.3
Dr. Pierre Dominique Prümm	609.9	+256.4	866.3
Prof. Dr. Matthias Zieschang	3,383.6	+552.7	3,936.3
<b>Total</b>	<b>12,173.3</b>	<b>-1,568.7</b>	<b>10,604.6</b>

<sup>1)</sup> The pension expense is shown in the tables "remuneration awarded and due".

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 3.16% (previous year: 3.69%). A pension increase of 2.25% p.a. (previous year: 2.25% p. a.) was assumed. 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**

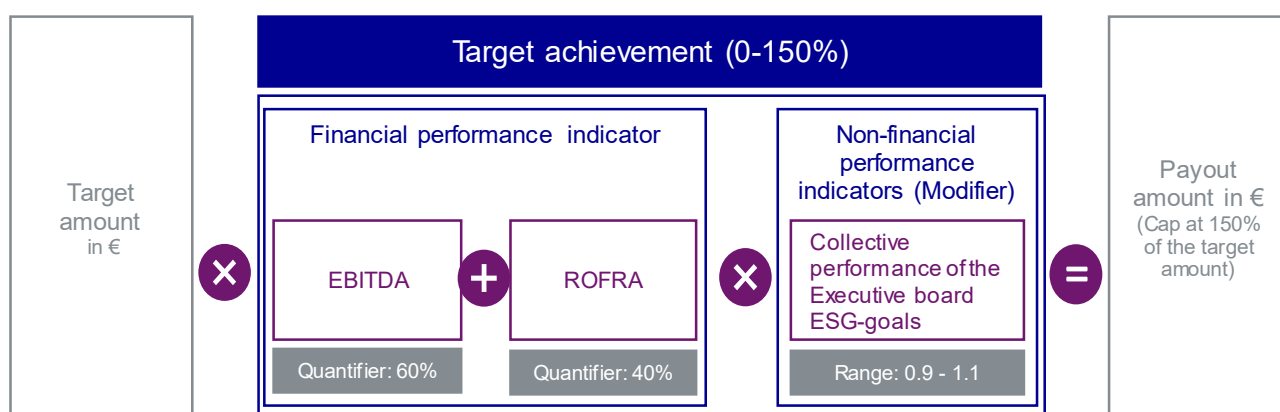
##### **Short-term performance remuneration (bonus)**

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 2023 fiscal year is €611 thousand for Dr. Stefan Schulte, €508 thousand for Prof. Dr. Matthias Zieschang, €443 thousand for Anke Giesen, and €200 thousand each for Dr. Pierre Dominique Prümm and Julia Kranenberg.

### 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 upper and lower threshold determined by the Supervisory Board 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. If the Supervisory Board does not make any new determinations for the next fiscal year before the end of a fiscal year, the target values for the EBITDA and ROFRA performance components are the corresponding values from the Group business plan approved by the Supervisory Board and the respective ratios set in the previous year continue to apply for the determination of the associated minimum and maximum values.

The targets mentioned below for EBITDA and ROFRA performance criteria were set in accordance with the 2023 business plan adopted by the Supervisory Board. For the 2023 fiscal year, based on an EBITDA result of €1,204.0 million and a ROFRA of 6.6%, a weighted target achievement of 134.97% 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 %	688.2	1,376.4	1,032.3	1,204.0	124.95%	74.97%
ROFRA (in %) Weighting 40 %	3.2	6.4	4.8	6.6	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), or sustainable strategic, technical, or structural company development;

- Environmental Social Governance (ESG) targets such as occupational safety and health, 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.

A strategic corporate objective and two ESG objectives, each with a weighting of one third, were adopted for the 2023 fiscal year:

### **1. Increase in process efficiency**

In 2020 and 2021, the primary goal of the internal Relaunch 50 program was to reduce personnel expenses by modifying the organizational structure. With the resumption of air traffic and the return from short-time work, a modification of the processing organization became necessary. Coordinated implementation takes place in the process optimization program with the aim of simplifying and accelerating processes that are particularly time-consuming and repetitive. For the 2023 fiscal year, two key processes or sub-objectives were defined in this respect:

- **Streamlining of the procurement process**

The coordination and approval process as well as the number of process participants from the purchase requisition to the order from the supplier must be streamlined. In doing so, the process steps that can be influenced by Fraport (i.e. exclusive, statutory bid windows) and a comparable process demand structure are taken into account by Fraport. The actual process runtime in 2022 was measured by an external process mining provider with an average value of 14.7 days.

- **Streamlining of the personnel request process**

The approval procedure and the reduction in the number of parties involved must be streamlined by digitizing the process starting with a request for personnel through to the creation in the employee database (SAP HR) after the contract has been signed by both parties. Process steps that can be influenced by Fraport and a comparable process demand structure (e.g. internal/external recruitment ratio) must also be taken into account. The actual process runtime in 2022 was measured by an external process mining provider with an average value of 145.5 days.

Both sub-objectives were weighted at 50% each and their achievement was agreed as follows:

- 110% target achievement, if at least -35% process lead time to the actual process 2022
- 100% target achievement, if at least -30% process lead time to the actual process 2022
- 90% target achievement, if at least -25% process lead time to the actual process 2022

was saved and the proof was provided by an external process mining provider in the Q4 2023 Supervisory Board meeting.

**Target achievement 110%:**

The savings in the respective process lead time were verified by an external process mining provider as follows and noted at the Supervisory Board meeting in November 2023:

- In the procurement process, the process lead time was reduced by 50% from an average of 14.7 days to an average of 7.4 days.
- In the personnel request process, the process lead time was reduced by 47% from an average of 145.5 days to an average of 77.4 days.

**2. Driving the Group decarbonization master plan forward**

In December 2021, the Executive Board adopted the following climate protection target: “Reduction of CO2 emissions group-wide by 58% compared to the base year to 120,000 tons by 2030.” Two interim targets were set for the 2023 fiscal year:

- Approval by the Executive Board of the specific master plan for the complete decarbonization (scope 1 and 2) of the Fraport Group for all controlled and environmentally relevant subsidiaries worldwide.
- Inclusion of all measures of the master plan in the report on the measures taken for targeted implementation and progress monitoring of the above-mentioned decarbonization master plan in the Fraport Group.

Both sub-objectives were weighted at 50% each and target achievement was agreed as follows:

- 110% target achievement by the Supervisory Board meeting in Q3 2023
- 100% target achievement by the Supervisory Board meeting in Q4 2023
- 90% target achievement by the end of February 2024

**Target achievement 110%:**

The Group’s decarbonization master plan was noted at the Supervisory Board meeting in Q3 2023. It was successfully rolled out in the Fraport Group in the course of 2023. Under the plan, the foreign equity holdings defined measures for a carbon reduction path similar to the process at the Frankfurt site. Despite different initial situations, the intention is to achieve the reduction targets for 2030, 2040,

and 2045. On the whole, the plan is to save 606 thousand tons of CO<sub>2</sub> by 2045 due to the measures taken by the foreign subsidiaries.

### **3. Development of the infrastructure concept for alternative drives at the Frankfurt site**

As part of the Frankfurt decarbonization master plan adopted in 2022, specific measures are aimed at converting drive systems and achieving emission-free energy procurement (scope 1 and 2).

In order to create the supply infrastructure for alternative drive systems, a concept for implementing the measure “Creating the conditions for the switch to alternative drive systems and fuels in ground transportation” is to be developed and adopted by the Executive Board in 2023. This concept describes specific measures for implementation as well as their timeframe and financing.

The target achievement was agreed as follows:

- 110% target achievement if the implementation concept is completed by the Q3 2023 Supervisory Board meeting
- 100% target achievement if the implementation concept is completed by the Q4 2023 Supervisory Board meeting
- 90% target achievement if the implementation concept is completed by the end of February 2024.

#### **Target achievement 110%:**

The implementation concept approved by the Executive Board was noted at the Supervisory Board meeting in Q3 2023. In summary, the strategic orientation and the implementation concept are available for the entire Frankfurt site, taking into account the current legal and technical framework conditions. This also includes the schedule for the Vorfeld 2030 project, which is regularly validated to take account of new developments. The project budget was confirmed in the current development plan. Initial measures to validate the concept have already been successfully implemented.

The fulfillment of the aforementioned non-financial and qualitative performance criteria for the 2023 fiscal year were decided by the Supervisory Board taking into account an overall target achievement of 110% for all Executive Board members with a modifier of **1.1**.

The target amounts, target achievements, and bonus amounts payable for the 2023 fiscal year are as follows:

## Bonus 2023 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 according to target achievement	Cap at 150 % of the target amount
Dr. Stefan Schulte	611.0	134.97%	1.1	907.1	916.5
Anke Giesen	443.0	134.97%	1.1	657.7	664.5
Julia Kranenberg	200.0	134.97%	1.1	296.9	300.0
Dr. Pierre Dominique Prümm	200.0	134.97%	1.1	296.9	300.0
Prof. Dr. Matthias Zieschang	508.0	134.97%	1.1	754.2	762.0

### Long-term performance remuneration (Performance Share Plan)

The introduction of the new remuneration system as at January 1, 2020 restructured the previous Long-Term Incentive Program (LTIP) into a Performance Share Plan (PSP) that maintains the performance period of four years.

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 2023 fiscal year, this allocation value is €849 thousand for Dr. Stefan Schulte, €379 thousand each for Dr. Pierre Dominique Prümm and Julia Kranenberg, and €647 thousand each for Anke Giesen and Prof. Dr. Matthias Zieschang. 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 indicator 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 follows a straight-line development.



- 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 percentage points 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 percentage points below the TSR performance of the MDAX, the target achievement is 0%. If the TSR performance of the Fraport AG share is 25 percentage points or more above the TSR performance of the MDAX, the target achievement is 150%. Target achievement between the defined target achievement points progresses in a straight line.

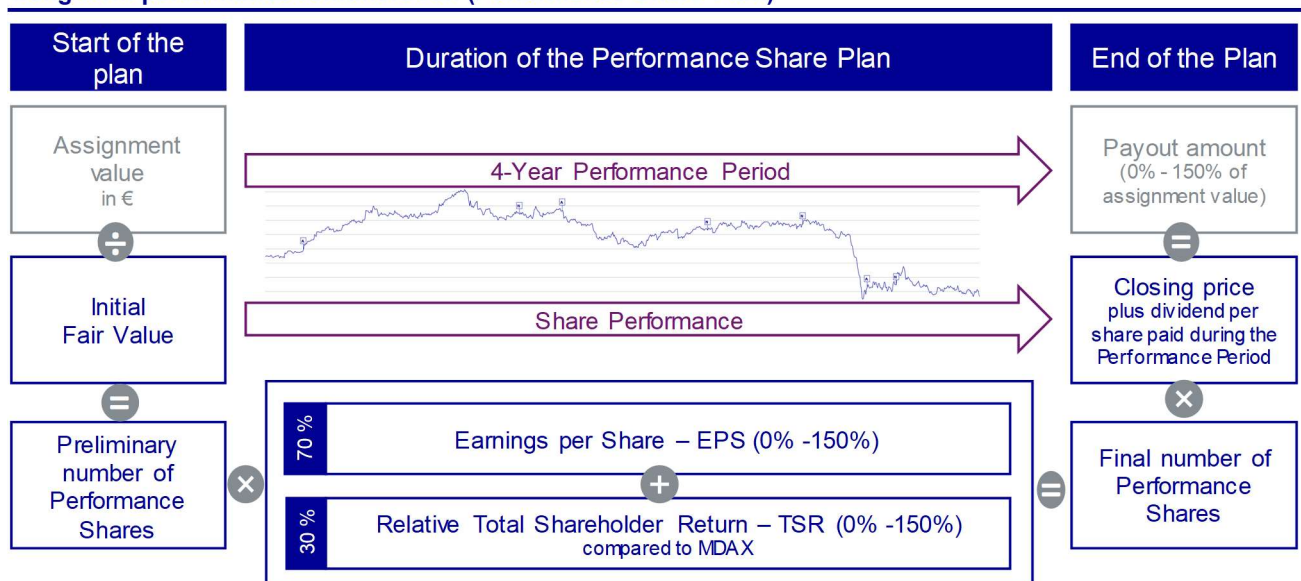
The aforementioned performance criteria allow a target to be achieved in the range of 0% to 150%. At the end of the four-year performance period, the achievement of the performance criteria is determined and the final number of performance shares is identified. The distributed amount is calculated by 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 PSP is paid 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 employment contract due to death or permanent occupational disability, 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)



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

The Executive Board waived the allocation of the 2020 PSP tranche for the 2020 fiscal year. The reasons for this were the support granted by the Federal Republic of Germany and the state of Hesse to compensate for holding costs incurred by Frankfurt Airport during the first lockdown in 2020. The prerequisite for the approval of this support payment was that the Executive Board would not receive any bonuses, special payments in the form of share packages, or other separate remuneration (gratuities) in addition to the fixed salary for the 2020 fiscal year. This also related to the allocation of variable remuneration components for the 2020 fiscal year. The allocation values for the 2020 PSP tranche therefore amount to €0 for all Executive Board members.

The following table shows an overview of the allocated PSP tranches for which payments are still outstanding

### PSP at a glance

in €		Fair Value at the start of the plan	Provisional number of virtual performance shares	Closing price Fraport share	Target achievement in %	Fair Value per Share	Payout amount in €'000
PSP Tranche 2021 <sup>1)</sup> (01.01.2021 - 31.12.2024)	Dr. Stefan Schulte	38.25	22,197				
	Anke Giesen	38.25	16,916				
	Julia Kranenberg <sup>2)</sup>	38.25	5,368				
	Michael Müller <sup>3)</sup>	38.25	7,401				
	Dr. Pierre Dominique Prümm	38.25	9,909				
	Prof. Dr. Matthias Zieschang	38.25	16,916				
PSP Tranche 2022 <sup>1)</sup> (01.01.2022 - 31.12.2025)	Dr. Stefan Schulte	42.53	19,963				
	Anke Giesen	42.53	15,213				
	Julia Kranenberg <sup>2)</sup>	42.53	7,056				
	Michael Müller <sup>3)</sup>	42.53	2,853				
	Dr. Pierre Dominique Prümm	42.53	8,912				
	Prof. Dr. Matthias Zieschang	42.53	15,213				
PSP Tranche 2023 <sup>1)</sup> (01.01.2023 - 31.12.2026)	Dr. Stefan Schulte	22.61	37,550				
	Anke Giesen	22.61	28,616				
	Julia Kranenberg	22.61	16,763				
	Dr. Pierre Dominique Prümm	22.61	16,763				
	Prof. Dr. Matthias Zieschang	22.61	28,616				

**Can only be determined after the end of the performance period.**

<sup>1)</sup> The allocation value for Dr. Stefan Schulte amounts to €849 thousand, for Dr. Pierre Dominique Prümm and Julia Kranenberg it amounts to €379 thousand each, for Anke Giesen and Prof. Dr. Matthias Zieschang as well as for the former Executive Board member Michael Müller it amounts to €647 thousand each.

<sup>2)</sup> The allocation is pro rata due to Julia Kranenberg starting her Executive Board term of office on November 1, 2022.

<sup>3)</sup> The allocation is pro rata due to Michael Müller ending his Executive Board term of office on September 30, 2022.

### Other contractual arrangements

#### 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 and expenses that result from the remuneration guidelines within a given fiscal year.

Any attainment of the maximum total remuneration for the 2023 fiscal year can only be determined after the end of the four-year performance period (2023–2026) for the long-term performance-based remuneration. Accordingly, adherence to the defined maximum total remuneration cannot be ascertained until the 2026 Remuneration Report.

For the 2020 fiscal year, the maximum total remuneration is complied with by all members of the Executive Board when viewed retrospectively, in particular due to the waiver of the 2020 PSP tranche.

### **Share purchase and shareholding obligation**

Each member of the Executive Board is obliged to acquire shares in Fraport AG within a build-up phase of five years and annually in installments with an equivalent value, based on the cumulative acquisition costs, of at least one year's gross basic remuneration and to hold them for the entire duration of their mandate 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 aforementioned shareholding obligation. The virtual shares allocated as part of the Performance Share Plan do not count toward the shareholding obligation.

Given the temporarily sharp downturn in share prices due to the coronavirus pandemic, 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 for the Executive Board members in office at this time. For the other Executive Board members, the acquisition price of the Fraport share is used. As at the reporting date of December 31, 2023, all members of the Executive Board have demonstrably fulfilled the obligation to acquire the required number of shares and their shareholding obligation.

### **Subsequent non-competition obligation**

Each member of the Executive Board has agreed to a two-year subsequent non-competition clause. 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 shall be generally credited against any retirement pension owed by Fraport AG in the period. 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 ex gratia compensation. The company may waive the non-competition clause in writing until the end of the contractual relationship so that it is released from the obligation to pay the ex gratia compensation six months after the declaration.

With the end of Michael Müller's employment contract on September 30, 2022, a subsequent non-competition clause 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 2023 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 compensation in kind or other compensation, they are not included in the total remuneration as ancillary benefits.

Julia Kranenberg was granted a monthly flat rate of €2 thousand for 12 months after the start of the employment contract in the context of her additional expenses for maintaining two households. Therefore, a total of €2 thousand was granted to her for 2023. In addition, she was granted the option of claiming relocation costs up to a maximum amount of €20 thousand and the costs for a relocation service provided relevant invoices are submitted. In this regard, Fraport AG assumed relocation costs of a total of €6.3 thousand in the 2023 fiscal year.

## Forecast for the 2025 fiscal year from a remuneration perspective

As of the 2025 fiscal year, the Supervisory Board plans to adapt the remuneration system of the Executive Board with the specific aim of incentivizing the implementation of the sustainability strategy of the Fraport Group. The planned amendments will be submitted to the Supervisory Board for approval at the March meeting and then proposed for approval at this year's Annual General Meeting in accordance with Section 120a (1) AktG.

## Presentation of individual Executive Board remuneration

### 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).

The following tables show the contractually agreed individual target total remuneration for the current members of the Executive Board in the 2023 fiscal year. The target total remuneration for 2022 is also shown for reasons of transparency.

### Target remuneration of the current board members (voluntary disclosure)

	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)		
	2023		2022	2023		2022	2023		2022
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	715.0	32.3	715.0	500.0	27.3	500.0	500.0	38.0	83.3
Ancillary benefits	36.2	1.6	27.3	35.5	1.9	32.1	41.2	3.1	8.8
<b>Total</b>	<b>751.2</b>	<b>34.0</b>	<b>742.3</b>	<b>535.5</b>	<b>29.3</b>	<b>532.1</b>	<b>541.2</b>	<b>41.2</b>	<b>92.1</b>
Short-term performance remuneration									
Bonus 2022	–	–	611.0	–	–	443.0	–	–	33.0
Bonus 2023	611.0	27.6	–	443.0	24.2	–	200.0	15.2	–
Long-term performance remuneration									
PSP-Tranche 2022 (01.01.2022 - 31.12.2025)	–	–	849.0	–	–	647.0	–	–	300.0
PSP-Tranche 2023 (01.01.2023 - 31.12.2026)	849.0	38.4	–	647.0	35.4	–	379.0	28.8	–
<b>Total</b>	<b>2,211.2</b>	<b>100.0</b>	<b>2,202.3</b>	<b>1,625.5</b>	<b>88.9</b>	<b>1,622.1</b>	<b>1,120.2</b>	<b>85.2</b>	<b>425.1</b>
Pension-related expenses as per IAS 19	0.1	0.0	326.6	203.0	11.1	180.2	194.9	14.8	183.0
<b>Total remuneration (incl. pension-related expenses)</b>	<b>2,211.3</b>	<b>100.0</b>	<b>2,528.9</b>	<b>1,828.5</b>	<b>100.0</b>	<b>1,802.3</b>	<b>1,315.1</b>	<b>100.0</b>	<b>608.1</b>

## Target remuneration of the current board members (voluntary disclosure)

	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)		
	2023		2022	2023		2022
	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	500.0	38.2	500.0	520.0	26.2	520.0
Ancillary benefits	41.8	3.2	38.4	76.6	3.9	66.4
<b>Total</b>	<b>541.8</b>	<b>41.4</b>	<b>538.4</b>	<b>596.6</b>	<b>30.1</b>	<b>586.4</b>
Short-term performance remuneration						
Bonus 2022	–	–	200.0	–	–	508.0
Bonus 2023	200.0	15.3	–	508.0	25.6	–
Long-term performance remuneration						
PSP-Tranche 2022 (01.01.2022 - 31.12.2025)	–	–	379.0	–	–	647.0
PSP-Tranche 2023 (01.01.2023 - 31.12.2026)	379.0	29.0	–	647.0	32.6	–
<b>Total</b>	<b>1,120.8</b>	<b>85.7</b>	<b>1,117.4</b>	<b>1,751.6</b>	<b>88.3</b>	<b>1,741.4</b>
Pension-related expenses as per IAS 19	187.7	14.3	177.5	231.3	11.7	214.3
<b>Total remuneration (incl. pension-related expenses)</b>	<b>1,308.5</b>	<b>100.0</b>	<b>1,294.9</b>	<b>1,982.9</b>	<b>100.0</b>	<b>1,955.7</b>

## Remuneration granted and owed in accordance with Section 162 AktG

The following tables show the remuneration granted and owed individually to the current and former members of the Executive Board in the 2023 fiscal year and their respective relative share of total remuneration in accordance with Section 162 (1) sentence 2 no. 1 AktG. Accordingly, the tables contain all fixed and variable remuneration components that were paid in full in the reporting period. In addition, for reasons of transparency, the following tables show the remuneration granted and owed for the previous year, i.e. the 2022 fiscal year, as well as the pension-related expenses for the company pension scheme for current members of the Executive Board.

The amounts paid out for the 2023 bonus will be allocated to the 2023 fiscal year, as the one-year service will have been completed by the respective Executive Board member at the end of the 2023 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)		
	2023		2022	2023		2022	2023		2022
	in €'000	in %	in €'000	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	715.0	43.1	715.0	500.0	41.9	500.0	500.0	59.7	83.3 <sup>2)</sup>
Ancillary benefits	36.2	2.2	27.3	35.5	3.0	32.1	41.2	4.9	8.8
<b>Total</b>	<b>751.2</b>	<b>45.3</b>	<b>742.3</b>	<b>535.5</b>	<b>44.9</b>	<b>532.1</b>	<b>541.2</b>	<b>64.6</b>	<b>92.1</b>
Short-term performance remuneration									
Bonus 2022	–	–	916.5	–	–	664.5	–	–	50.0 <sup>2)</sup>
Bonus 2023	907.1	54.7	–	657.7	55.1	–	296.9	35.4	–
Long-term performance remuneration									
LTIP-Tranche 2019 (01.01.2019 - 31.12.2022)	–	–	372.7	–	–	283.6	–	–	6.1 <sup>2)</sup>
PSP-Tranche 2020 (01.01.2020 - 31.12.2023)	–	–	–	–	–	–	–	–	–
<b>Total remuneration awarded and due according to § 162 AktG</b>	<b>1,658.3</b>	<b>100.0</b>	<b>2,031.5</b>	<b>1,193.2</b>	<b>100.0</b>	<b>1,480.2</b>	<b>838.1</b>	<b>100.0</b>	<b>148.2</b>
Pension-related expenses as per IAS 19	0.1 <sup>1)</sup>	–	326.6	203.0	–	180.2	194.9	–	183.0
<b>Total remuneration (incl. pension-related expenses)</b>	<b>1,658.4</b>	<b>–</b>	<b>2,358.1</b>	<b>1,396.2</b>	<b>–</b>	<b>1,660.4</b>	<b>1,033.0</b>	<b>–</b>	<b>331.2</b>

## Remuneration awarded and due - active Executive Board members

	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)		
	2023		2022	2023		2022
	in €'000	in %	in €'000	in €'000	in %	in €'000
Fixed Salary	500.0	59.6	500.0	520.0	38.5	520.0
Ancillary benefits	41.8	5.0	38.4	76.6	5.7	66.4
<b>Total</b>	<b>541.8</b>	<b>64.6</b>	<b>538.4</b>	<b>596.6</b>	<b>44.2</b>	<b>586.4</b>
Short-term performance remuneration						
Bonus 2022	–	–	300.0	–	–	762.0
Bonus 2023	296.9	35.4	–	754.2	55.8	–
Long-term performance remuneration						
LTIP-Tranche 2019 (01.01.2019 - 31.12.2022)	–	–	128.6 <sup>3)</sup>	–	–	283.6
PSP-Tranche 2020 (01.01.2020 - 31.12.2023)	–	–	–	–	–	–
<b>Total remuneration awarded and due according to § 162 AktG</b>	<b>838.7</b>	<b>100.0</b>	<b>967.0</b>	<b>1,350.8</b>	<b>100.0</b>	<b>1,632.0</b>
Pension-related expenses as per IAS 19	187.7	–	177.5	231.3	–	214.3
<b>Total remuneration (incl. pension-related expenses)</b>	<b>1,026.4</b>	<b>–</b>	<b>1,144.5</b>	<b>1,582.1</b>	<b>–</b>	<b>1,846.3</b>

<sup>1)</sup> At the age of 64, the retirement pension entitlement is already taken into account as fully earned, so that no further funding takes place after this age.

<sup>2)</sup> Pro rata remuneration due to joining the Executive Board from November 1, 2022.

<sup>3)</sup> Pro rata allocation due to joining the Executive Board from July 1, 2019.

## Remuneration awarded and due - former Executive Board members

	Peter Schmitz (Executive Director Operations, Executive Director until August, 31 2014)			Michael Müller (Executive Director Labor Relations, Executive Director until September 30, 2022)		
	2023		2022	2023		2022
	in €'000	in %	in €'000	in €'000	in %	in €'000
Pension salary	145.4	100.0	134.0	89.6	100.0	22.4
<b>Total</b>	<b>145.4</b>	<b>100.0</b>	<b>134.0</b>	<b>89.6</b>	<b>100.0</b>	<b>22.4</b>

Pensions totaling €1,626.5 thousand (previous year: €1,363.8 thousand) were paid to other former members of the Executive Board or their surviving dependents in the 2023 fiscal year.

### Comparative presentation of the development of remuneration and income

The following overview shows the relative development of the remuneration granted and owed to current and former members of the Executive Board in the respective fiscal year compared to the average remuneration of Fraport AG employees on a full-time equivalent basis and to the key earnings figures.

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

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.

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

in %	2023 compared to 2022	2022 compared to 2021	2021 compared to 2020 <sup>1)</sup>
<b>Executive Board remuneration</b>			
Dr. Stefan Schulte	-18.4	-11.3	89.8
Anke Giesen	-19.4	-12.1	91.0
Julia Kranenberg	465.50	-	-
Dr. Pierre Dominique Prümm	-13.3	-5.6	65.4
Prof. Dr. Matthias Zieschang	-17.2	-11.1	93.2
<b>Remuneration of former Executive Board members</b>			
Michael Müller	300.0	-	-
Peter Schmitz	9.00	5.00	0.0
other former members of the Executive Board and their surviving dependants	19	4	-11
<b>Profit development</b>			
Annual result Fraport AG	472.3	-215.6	112.9
EBITDA of the group	16.9	36.0	402.1
<b>Average remuneration of employees on a full-time equivalent basis</b>			
Employees of Fraport AG <sup>2)</sup>	8.0	20.6	10.8

<sup>1)</sup> 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 financial aid from the federal government and the state of Hesse to cover the costs incurred by the pandemic.

<sup>2)</sup> Permanent employees excluding apprentices and temporary staff

### Remuneration of the Supervisory Board in the fiscal year 2023

The remuneration for the Supervisory Board for the 2023 fiscal year 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 majority of 99.7% of the votes cast. 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.

### **Structure of the Supervisory Board remuneration**

Each Supervisory Board member receives fixed remuneration of €35 thousand 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 applies 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. The Supervisory Board remuneration does not include any variable remuneration components.

### **Forecast for the 2024 fiscal year from a remuneration perspective**

At the Annual General Meeting on May 23, 2023, an even more differentiated increase in committee remuneration was resolved with a corresponding statute amendment, reflecting the outstanding importance of individual committees and the correspondingly increased requirements. The amendment applies for the first time for the 2024 fiscal year and was confirmed at the Annual General Meeting with a majority of 99.98% of the votes cast.

### **Remuneration granted and owed in accordance with Section 162 AktG**

The following table shows the remuneration granted and owed to the individual members of the Supervisory Board in the 2023 fiscal year in accordance with Section 162 (1) sentence 2 no. 1 AktG. In addition, for reasons of transparency, the remuneration granted and owed for the previous year, i.e. the 2022 fiscal year, is shown.

## Remuneration awarded and due of the Supervisory Board 2023

in €		Fixed salary	Committee remuneration	Attendance fees	Total	Total remuneration 2022
<b>Supervisory Board Member</b>						
Arslan	Devrim	35,000.00	10,438.35	12,000.00	57,438.35	60,821.92
Becker-Lienemann	Karina	21,287.67	9,123.29	12,000.00	42,410.96	-
Bergerhoff	Dr. Bastian	35,000.00	15,000.00	7,000.00	57,000.00	38,013.70
Boddenberg	Michael	105,000.00	15,000.00	11,000.00	131,000.00	130,000.00
Bölükmeşe	Hakan	52,500.00	15,000.00	15,000.00	82,500.00	71,835.62
Born	Ines	28,095.89	0.00	4,000.00	32,095.89	16,917.81
Cicek	Hakan	13,712.33	2,938.36	3,000.00	19,650.69	54,671.23
Dahnke	Kathrin	21,287.67	4,561.64	7,000.00	32,849.31	-
Feldmann	Peter	13,712.33	0.00	1,000.00	14,712.33	39,000.00
Gerber	Peter	2,972.60	0.00	0.00	2,972.60	40,000.00
Haase	Dr. Margarete	70,000.00	15,000.00	17,000.00	102,000.00	102,000.00
Hohmeister	Harry	21,287.67	0.00	4,000.00	25,287.67	-
Josef	Mike	21,287.67	9,123.29	8,000.00	38,410.96	-
Kaufmann	Frank-Peter	35,000.00	15,000.00	20,000.00	70,000.00	70,000.00
Kaya	Sidar	21,287.67	9,123.29	12,000.00	42,410.96	-
Kipper	Dr. Ulrich	13,712.33	5,876.71	2,000.00	21,589.04	57,582.19
Klemm	Lothar	52,500.00	15,000.00	17,000.00	84,500.00	88,500.00
Knappe	Karin	35,000.00	15,000.00	15,000.00	65,000.00	37,575.35
Kreutel	Felix	21,287.67	4,561.64	9,000.00	34,849.31	-
Lindner	Ramona	13,712.33	2,938.36	2,000.00	18,650.69	49,897.26
Odenwald	Michael	13,712.33	5,876.71	4,000.00	23,589.04	66,000.00
Pöschko	Matthias	35,000.00	15,000.00	16,000.00	66,000.00	64,821.92
Rana	Qadeer	383.56	164.38	0.00	547.94	64,821.92
Venema	Mathias	52,500.00	15,000.00	17,000.00	84,500.00	80,082.19
Wärntges	Sonja	35,000.00	15,000.00	16,000.00	66,000.00	65,000.00
Windt	Prof. Dr. Katja	35,000.00	15,000.00	12,000.00	62,000.00	63,000.00
Yalcinkaya	Özgür	21,287.67	9,123.29	13,000.00	43,410.96	-
<b>Total</b>		<b>826,527.39</b>	<b>238,849.31</b>	<b>256,000.00</b>	<b>1,321,376.70</b>	<b>1,260,541.11</b>

## Comparative presentation of the development of remuneration and income

The following overview shows the relative development of the remuneration granted and owed to members of the Supervisory Board in the respective fiscal year compared to the average remuneration of Fraport AG employees on a full-time equivalent basis and to the key earnings figures:

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

in %	2023 compared to 2022 <sup>1)</sup>	2022 compared to 2021 <sup>1)</sup>	2021 compared to 2020 <sup>1)</sup>
<b>Remuneration of Supervisory Board</b>			
Arslan, Devrim	-5.6	-9.2	13.6
Becker-Lienemann, Karina (since 23.5.2023)	-	-	-
Bergerhoff, Dr. Bastian (since 24.5.2022)	49.9	-	-
Boddenberg, Staatsminister Michael (First Deputy Chairman)	0.8	-2.3	70.5
Bölükmeşe, Hakan	14.8	7.2	3.1
Born, Ines (since 19.7.2022)	89.70	-	-
Cicek, Hakan (until 23.5.2023)	-64.1	-3.2	1.8
Dahnke, Katrin (since 23.5.2023)	-	-	-
Feldmann, Peter (until 23.5.2023)	-62.3	0.0	-7.1
Gerber, Peter (until 31.1.2023)	-92.6	-2.4	10.8
Haase, Dr. Margarete	0.0	-1.0	4.0
Hohmeister, Harry (since 23.5.2023)	-	-	-
Josef, Mike (since 23.5.2023)	-	-	-
Kaufmann, Frank-Peter	0.0	-2.8	16.1
Kaya, Sidar (since 23.5.2023)	-	-	-
Kipper, Dr. Ulrich (until 23.05.2023)	-62.5	1.9	11.9
Klemm, Lothar	-4.5	2.3	8.8
Knappe, Karin (since 8.6.2022)	73.0	-	0.0
Kreutel, Felix (since 23.5.2023)	-	-	-
Lindner, Ramona (from 16.2.2022 to 23.5.2023)	-62.6	-	-
Odenwald, Michael (until 23.5.2023)	-64.3	-1.5	0
Pöschko, Matthias (until 10.2.2022, since 16.2.2022)	1.8	3.10	0.0
Rana, Qadeer (until 4.1.2023)	-99.2	-4.7	9.7
Venema, Mathias	5.5	-5.2	180.6
Wärntges, Sonja	1.5	-3.0	420.9
Windt, Prof. Dr. Katja	-1.6	-1.6	-1.5
Yalcinkaya, Özgür (since 23.5.2023)	-	-	-
<b>Profit development</b>			
Annual result Fraport AG	472.3	-215.6	112.9
EBITDA of the group	16.9	36.0	402.1
<b>Average remuneration of employees on a full-time equivalent basis</b>			
Employees of Fraport AG <sup>2)</sup>	8.0	20.6	10.8

<sup>1)</sup> 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.

<sup>2)</sup> Permanent employees excluding apprentices and temporary staff

Frankfurt am Main, March 15, 2024

Fraport AG Frankfurt Airport Services Worldwide

Dr. Schulte  
Chairman of Executive Board

Kranenberg  
Executive Director Labor Relations

Boddenberg  
Chairman of the Supervisory Board

## **Report of the Independent Auditor**

To Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main/Germany

We have audited the accompanying remuneration report of Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main/Germany, (“the Company”) for the financial year from 1 January to 31 December 2023, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG).

### **Responsibilities of the Executive Directors and of the Supervisory Board**

The executive directors and the supervisory board of Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main/Germany, are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider 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 compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfil the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the remuneration report, including the related disclosures. The choice of the audit procedures is subject to the auditor’s professional judgement. This includes assessing the risk of material misstatements, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the remuneration report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company’s system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting

estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the 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, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

### **Other Matter – Formal Audit of the Remuneration Report**

The audit of the content of the remuneration report described in this report comprises the formal audit required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the audit of the content is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the remuneration report.

### **Intended Use of the Report**

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

### **Liability**

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Fraport AG Frankfurt Airport Services Worldwide, Frankfurt am Main/Germany, and our liability is also governed by the engagement letter dated 19 December 2023/ 9 January 2024 agreed with the Company as well as the “General Engagement Terms for Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)” promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated 1 January 2017 (IDW-AAB). However, we do not accept or assume liability to third parties.

Frankfurt am Main/Germany, 15. March 2024

### **Deloitte GmbH**

Wirtschaftsprüfungsgesellschaft

Signed:  
Kirsten Gräbner-Vogel

Wirtschaftsprüferin  
(German Public Auditor)

Signed:  
Thomas Lüdke

Wirtschaftsprüfer  
(German Public Auditor)

## **IV. Further Information and Notices**

Following the restrictions imposed in previous years due to the pandemic, this year's Annual General Meeting will be held as a physical meeting, which shareholders (and their proxies) can attend in person. Based on the positive experience of previous years, we would like to offer our shareholders (and their proxies) the use of various digital elements again this year, which have proven their worth in previous years as components of the virtual Annual General Meetings. In particular, this offer includes the possibility to follow the full Annual General Meeting in audio and video via the online, password-protected AGM portal or via the freely accessible Internet until the end of the Executive Board's speech, to exercise voting rights during the Annual General Meeting by electronic absentee ballot and to authorize and instruct the Company's proxies by means of electronic communication.

All members of the Executive Board and Supervisory Board intend to attend the Annual General Meeting in person for the entire duration.

### **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 [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) from the time that the Annual General Meeting is convened. Any counter motions, 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.

### **Online AGM portal, broadcast of the Annual General Meeting on the Internet and shareholder hotline**

As of May 7, 2024, the Company will maintain an online portal (AGM portal) at the website [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting).

Via this portal, properly registered shareholders (and their proxies, if applicable) can follow the entire Annual General Meeting via video and audio transmission and exercise their voting rights by electronic absentee ballot, issue powers of attorney and instructions to the proxies and authorize third parties. The opening of the Annual General Meeting by the Chair of the meeting and the speech by the Chair of the Executive Board can also be viewed via live audio/video transmission by interested members of the public on the Company's website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting).



Properly registered shareholders will be sent an admission card with further information on exercising their rights. The admission card includes the access information with which the shareholders can use the AGM portal.

The AGM portal and the broadcast of the entire Annual General Meeting there does not enable participation in the Annual General Meeting within the meaning of Section 118(1) sentence 2 AktG.

If you have any questions about the 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 Hesse) 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.

### **Requirements for attending the Annual General Meeting and exercising voting rights**

Shareholders who register with the Company at the address stated below (**registration office**) in text form (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 attend the Annual General Meeting and exercise their voting rights; 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](mailto:inhaberaktien@linkmarketservices.de)

It should be noted that Section 15(2) sentence 4 of the Company's Articles of Association currently stipulates that evidence of share ownership must relate to the beginning of the 21st day prior to the Annual General Meeting. The Financing for the Future Act (ZuFinG) amended Section 123(4) sentence 2 AktG to the effect that evidence of bearer share ownership for entitlement must relate to the close of business on the 22nd day prior to the Annual General Meeting instead of the beginning of the 21st day prior to the Annual General Meeting, as was previously the case. This does not involve a significant change to the deadline. In order to avoid a textual deviation of the Company's Articles of Association from the new wording of the law in the future, the amendment of Section 15(2) sentence 4 of the Articles of Association will be proposed to the Annual General Meeting under Agenda Item 7.

Evidence of shareholding must therefore relate to the close of business on May 6, 2024 (24:00 CEST – known as the **“evidence deadline”**). Registration and evidence must be received by the Company by no later than the end of May 21, 2024 (24:00 CEST).

In relation to the Company, only those persons who have registered on time and have proved their authorization to attend and exercise voting rights shall be deemed shareholders for the purposes of attending the Annual General Meeting and exercising their shareholder rights. 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 participation in the Annual General Meeting, the exercise of shareholder rights and the scope of voting rights, meaning that sales of shares after the evidence deadline date have no effect on the shareholder’s entitlement to participate in the Annual General Meeting 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 the special evidence of share ownership by the Company, admission cards for participation in the Annual General Meeting, including the access data for the AGM portal, are sent to the shareholders.

### **Exercising voting rights by absentee ballot**

Shareholders may cast their votes in text form or by means of electronic communication (absentee ballot) without attending the Annual General Meeting. This requires punctual registration and evidence of share ownership as described above.

Before the Annual General Meeting, you can use the postal voting form integrated in the admission card. The absentee ballot form can also be requested by mail at the address Fraport AG, HV-Projektbüro (RAC-GB), 60547 Frankfurt am Main, or via e-mail (HV-Projektbuero@fraport.de). In addition to this, the absentee ballot form can also be downloaded from the Company’s website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting). If you use the absentee ballot form, it 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 27, 2024, 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 27, 2024, at 24:00 CEST (date of receipt).

You can also use the Company's password-protected AGM portal accessible via the website [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) to exercise your voting rights via (electronic) absentee ballot before as well as during the Annual General Meeting. Voting by electronic absentee ballot via the AGM portal will be possible from May 7, 2024, until the time specified by the Chair of the meeting 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.

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

The (electronic) absentee ballot does not preclude participation in the Annual General Meeting. Attending the Annual General Meeting in person is deemed to be a revocation of the (electronic) absentee ballots already cast.

Authorized persons may also use electronic absentee ballots. The following provisions regarding the granting, revocation and evidence of authorization remain unaffected.

### **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. In this case too, punctual registration and evidence of share ownership are required as described above.

To do this, you can use the authorization and instruction form incorporated into the admission card ahead of the Annual General Meeting. The absentee ballot form can also be requested by mail at the address Fraport AG, HV-Projektbüro (RAC-GB), 60547 Frankfurt am Main, or via e-mail (HV-Projektbuero@fraport.de). In addition to this, the authorization and instruction form can also be downloaded from the Company's website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting). If you use the authorization and instruction form, it 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 27, 2024, 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 27, 2024, at 24:00 CEST (date of receipt).

You can also use the Company's password-protected AGM portal accessible via the website [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting) 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 7, 2024, until the time specified by the Chair of the meeting 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.

Where a proxy appointed by the Company is authorized to vote, that proxy must receive voting instructions. The proxies are obliged 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.

Granting power of attorney to the proxies bound by instructions does not preclude participation in the Annual General Meeting. Attending the Annual General Meeting in person is deemed to be a revocation of previously issued authorizations and instructions.

Authorized persons may also use the power of attorney granted to the proxies bound by instructions. The following provisions regarding the granting, revocation and evidence of authorization remain unaffected.

### **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. 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 or by e-mail, this must also be received by the Company by Monday, May 27, 2024, at 24:00 CEST (date of receipt), for organizational reasons.

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.

Evidence of the authorization of a third party can also be provided by the proxy presenting the admission card issued to him or her or the power of attorney at the admission check.

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 admission 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 [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting).

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.

### **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.

**Information on the rights of the shareholders pursuant to Section 122(2), Section 126(1), Section 127, Section 131(1) AktG**

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

In accordance with section 122(2) AktG, 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 request that items be added to the agenda and published. 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 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 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 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.

*Motions and nominations by shareholders pursuant to Section 126(1), 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. Counter-motions must include reasons for same;

nominations do not have to include reasons. Counter-motions 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 13, 2024, (24:00 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.

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

At the AGM any shareholder or their proxy may request the Executive Board to provide information on matters relating to the Company, the legal and business relations of the Company with associated companies and on the situation of the Group and companies included in the consolidated financial statements as long as this information is necessary for the proper assessment of an item on the Agenda. Requests for information at the AGM are always to be made verbally in the course of a discussion.

#### *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. 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*

At the meeting, shareholders or their proxies have the opportunity to raise objections to resolutions of the Annual General Meeting at the registration table for recording by the notary. The Company's

proxies cannot have any objections to resolutions of the Annual General Meeting for recording by the notary.

*Further explanations on shareholder rights and data protection*

Further explanations of the rights of the shareholders under Section 122(2), Section 126(1), Section 127, and Section 131(1) AktG are available on the Company's website at [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting).

In connection with the holding of the Annual General Meeting, in particular if you register for the Annual General Meeting, join it, follow the Annual General Meeting via video and audio transmission, 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](mailto: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 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 competent 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 [www.fraport.com/annualgeneralmeeting](http://www.fraport.com/annualgeneralmeeting). 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](mailto:datenschutz@fraport.de) or by mail at the address specified above.

Frankfurt am Main, April 2024

**Fraport AG Frankfurt Airport Services Worldwide**

***The Executive Board***