

**Fraport AG  
Frankfurt Airport Services Worldwide  
Frankfurt am Main**

**ISIN DE 0005773303**

**Invitation to the Annual General Meeting of Shareholders**

We hereby invite the shareholders of our Company to the **Annual General Meeting** to be held at **10:00 a.m. CEST on Tuesday, May 28, 2019**, at the **Jahrhunderthalle Frankfurt**, Pfaffenwiese 301, 65929 Frankfurt am Main.

**Agenda**

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report of the Company and of the Group for the 2018 fiscal year with the report of the Supervisory Board and the explanatory report of the Executive Board on the information stipulated in § 289a(1) and § 315a(1) of the German Commercial Code (HGB – Handelsgesetzbuch).**

On March 14, 2019, the Supervisory Board approved the annual financial statements and consolidated financial statements drawn up by the Executive Board in accordance with § 172 of the German Stock Corporation Act (AktG – Aktiengesetz) 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.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de). They will also be available for inspection at the Annual General Meeting.

- 2. Resolution on the appropriation of the net retained profits for the 2018 fiscal year**

The Executive Board and the Supervisory Board propose that the net retained profits for the 2018 fiscal year totaling €184,937,408.00 be appropriated for the distribution of a dividend of €2.00 per no-par share entitled to a dividend, corresponding to a total amount of €184,782,678.00, and to transfer the remaining amount of €154,730.00 to the other revenue reserves.

This proposed resolution takes into account the 77,365 treasury shares held by the Company at the time of convocation of the AGM, which are not entitled to a dividend. Should the number of entitled shares change between now and the time of passage of the resolution on the appropriation of profits, the Executive Board and the Supervisory Board will propose an adjusted resolution on the appropriation of profits at the AGM. The proposal will provide for payment of €2.00 per entitled share.

The entitlement of the shareholders to the dividends falls due for payment on the third business day following the Annual General Meeting (within the meaning of § 675n(1) Sentence 4 of the German Civil Code (BGB – Bürgerliches Gesetzbuch)), i.e. on May 31, 2019.

**3. Resolution on the formal approval of the actions of the Executive Board for the 2018 fiscal year**

The Executive Board and the Supervisory Board propose granting formal approval of the actions of the members of the Executive Board in office during the 2018 fiscal year for this period.

**4. Resolution on the formal approval of the actions of the Supervisory Board for the 2018 fiscal year**

The Executive Board and the Supervisory Board propose granting formal approval of the actions of the members of the Supervisory Board in office during the 2018 fiscal year for this period.

**5. Appointment of the auditor of the annual and consolidated financial statements for the 2019 financial year**

The Supervisory Board proposes on the recommendation of its Audit Committee that PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the annual and consolidated financial statements for the 2019 financial year.

**6. Resolution on the approval of control and profit and loss transfer agreements**

Fraport AG intends to enter into control and profit and loss transfer agreements with two wholly owned subsidiaries, AirIT Services GmbH based in Lautzenhausen and Fraport Brasil Holding GmbH based in Frankfurt am Main. Both agreements require the approval of the Company's Annual General Meeting in order to be valid.

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

- a) To approve the conclusion of a control and profit and loss transfer agreement between the Company as the controlling company and AirIT Services GmbH based in Lautzenhausen as the controlled company;
- b) To approve the conclusion of a control and profit and loss transfer agreement between the Company as the controlling company and Fraport Brasil Holding GmbH based in Frankfurt am Main as the controlled company.

As Fraport AG is the sole shareholder of both aforementioned subsidiaries, it is not necessary to grant any compensation or settlement payments for external shareholders pursuant to §§ 304, 305 AktG. Both control and profit and loss transfer agreements to be concluded between the Company (as the controlling company) and the aforementioned subsidiaries are to include a preamble containing a description of the parties and a reference to the aim of establishing a tax group relationship within the meaning of §§ 14 to 17 of the German Corporation Tax Act (KStG – Körperschaftsteuergesetz). The agreements furthermore have the following content:

***Control and profit and loss transfer agreement:***

***Section 1: Management of the controlled company***

- 1.1 *The controlled company shall place the management of its company under the control of the controlling company. The controlling company shall be entitled to issue instructions to the management of the controlled company regarding the*

*management of the company. Instructions must be issued in writing (including by letter, fax and e-mail).*

- 1.2 *The management of the controlled company is required to follow the instructions of the controlling company.*
- 1.3 *The controlling company may not instruct the management of the controlled company to amend, maintain or terminate this agreement.*
- 1.4 *The management of the controlled company shall continue to be responsible for managing transactions and representing the controlled company. The legal independence of the parties shall remain unaffected.*

## **Section 2: Rights to information**

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

## **Section 3: Transfer of profits**

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

#### **Section 4: Absorption of losses**

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

#### **Section 5: Effective date, term, termination**

- 5.1 *This agreement shall be subject to the approval of the shareholders' meetings of the controlling company and the controlled company. This agreement shall come into effect upon entry in the commercial register at the place of the registered office of the controlled company.*
- 5.2 *Upon fulfillment of the conditions specified under paragraph 5.1 of this section, this agreement – with the exception of the transfer of management powers pursuant to Section 1 of this agreement – shall apply for the first time with retroactive effect as of the beginning of the fiscal year of the controlled company in which this agreement comes into effect.*
- 5.3 *This agreement is entered into for an indefinite period. It may be terminated by either party at the end of a fiscal year of the controlled company by giving three months' notice no earlier than the end of the fiscal year of the controlled company that ends at least five full years (60 months) after commencement of the obligation to transfer profits or absorb losses pursuant to paragraph 5.2 of this section (minimum term).*
- 5.4 *The right to terminate this agreement without notice for good cause shall remain unaffected thereby. In particular, the following shall be deemed good cause:*
  - 5.4.1 *A sale or any other form of transfer (e.g. contribution) of shares in the controlled company by the controlling company (group investment) that results in the requirements under the relevant applicable tax provisions for financial integration of the controlled company in the controlling company no longer being met, or*
  - 5.4.2 *A change of legal form (§§ 190 et seq. of the German Transformation Act (UmwG – Umwandlungsgesetz)), merger (§§ 2 et seq. UmwG), division (§§ 123 et seq. UmwG) or liquidation of the controlling company or controlled company – this only applies to a change of legal form, however, where the legal form of corporation is not changed to the legal form of another corporation – if, in the event of a termination prior to expiry of the minimum term, in each case there is simultaneously good cause for termination in a manner that is non-detrimental for tax purposes of a tax group or profit and loss transfer agreement prior to expiry of the minimum term for tax purposes.*
- 5.5 *This agreement shall end no later than the end of the fiscal year in which an external shareholder within the meaning of § 304 AktG holds shares in the controlled company. § 307 AktG, as amended, shall apply accordingly.*
- 5.6 *The controlling company shall furnish collateral to the creditors of the controlled company if this agreement ends. § 303 AktG, as amended, shall apply accordingly.*
- 5.7 *Notice of termination must be given in written form.*

## **Section 6: Costs**

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

## **Section 7: Final provisions**

- 7.1 *The tax provisions relating to the tax group shall be taken into account in the interpretation of this agreement as its purpose it to establish an effective fiscal entity.*
- 7.2 *Any amendments and additions hereto must be made in writing unless notarial certification is required and shall in each case require the approval of the shareholders' meetings of the controlling company and the controlled company unless such amendments or additions relate to mere corrections; they shall only come into effect upon entry of the amendment in the commercial register of the controlled company.*
- 7.3 *If any provision of this agreement is or becomes ineffective or unenforceable in full or in part, this shall not affect the validity of the remaining provisions of the agreement. The ineffective or unenforceable provision shall be replaced by an effective or enforceable provision that comes closest to the economic purpose pursued by the parties via the ineffective or unenforceable provision. The same shall apply in the event of an unintended gap in the provisions of the agreement.*
- 7.4 *The place of performance and place of jurisdiction for both parties shall be Frankfurt am Main."*

Each control and profit and loss transfer agreement must be explained and justified in greater detail in a report on the agreement prepared jointly by the Executive Board of Fraport AG and the management of the respective subsidiary.

The following documents regarding Agenda Item 6 can be viewed on the Internet at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de). They will also be available for inspection at the Annual General Meeting:

- *The draft control and profit and loss transfer agreements between Fraport AG and AirIT Services GmbH and between Fraport AG and Fraport Brasil Holding GmbH;*
- *The annual financial statements of Fraport AG and consolidated financial statements (included in the annual reports) for fiscal years 2016, 2017 and 2018 as well as the combined management reports of Fraport AG and of the Group (included in the annual reports) for these fiscal years;*
- *The annual financial statements and management reports of AirIT Services GmbH for fiscal years 2015, 2016 and 2017 as well as the annual financial statements of Fraport Brasil Holding GmbH for the short fiscal year 2018 (year of foundation). If the annual financial statements of Air IT Services GmbH for fiscal year 2018 are adopted before the Annual General Meeting on May 28, 2019 they will also be accessible on the Internet at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) together with the relevant management report and available for inspection at the Annual General Meeting;*
- *The reports prepared jointly by the Executive Board of Fraport AG and the management of the respective subsidiary in accordance with § 293a AktG.*

**7. Resolution on the amendment of Article 12 of the Articles of Association regarding the remuneration of the Supervisory Board**

The remuneration of the Supervisory Board is to be increased – while essentially retaining the existing system – in order to make the remuneration structure comparable with that of similar companies and take account of the increase in activities and responsibilities required of the Supervisory Board over recent years. The fixed remuneration is to be increased from €22,500 to €35,000 per member. The additional fixed remuneration for membership of committees is to be increased from €5,000 to €7,500 and shall continue to be paid for a maximum of two committee memberships. The fee for attendance of meetings is to be standardized at €1,000 per Supervisory Board or committee meeting. The adjustment of the Supervisory Board's remuneration is to apply with retroactive effect as of January 1, 2019.

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

a) Article 12(1) of the Articles of Association to be revised as follows:

“(1) Each Supervisory Board member shall receive fixed remuneration of €35,000 per full fiscal year payable at the end of the fiscal year. The Chairman of the Supervisory Board shall receive three times that amount and the Chairman of the Finance and Audit Committee twice that amount; the Deputy Chairman of the Supervisory Board and the chairmen of the other committees of the Supervisory Board shall receive one-and-a-half times that amount. For membership of committees the Supervisory Board members shall receive additional fixed remuneration of €7,500 per committee and full fiscal year. This additional remuneration shall be paid for a maximum of two committee memberships. Supervisory Board members who join or leave the Supervisory Board during the current fiscal year shall receive the relevant remuneration on a pro rata basis. The same shall apply to changes relating to the membership of committees.”

b) Article 12(2) of the Articles of Association to be revised as follows:

“(2) For each attendance at Supervisory Board meetings and meetings of committees of which they are a member, each Supervisory Board member shall receive an attendance fee of €1,000 in each case.”

c) The regulations resolved above for the remuneration of Supervisory Board activities shall apply as of January 1, 2019.

\*\*\*\*

**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.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) 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 abovementioned Internet address also makes it possible to follow the speeches held by the Chairman of the Supervisory Board and the Chairman of the Executive Board at the beginning of the AGM. The voting results are also published at this Internet address after the AGM.

## **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.

## **Conditions for participating in the AGM and exercising voting rights (with evidence deadline pursuant to § 123(4) AktG and its importance)**

Those shareholders shall be entitled to participate in the AGM and exercise voting rights who register with the Company at the address stated below in text form (§ 126b BGB) and forward to the Company at this address special evidence of their shareholding, also issued in text form (§ 126b BGB), by their custodian bank in German or English:

Fraport AG Frankfurt Airport Services Worldwide  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
E-mail: wp.hv@db-is.com  
Fax: +49 69 12012-86045

Evidence of the shareholding must relate to the start of May 7, 2019 (00:00 CEST – known as the record date). Registration and proof must be received by the Company by no later than the end of May 21, 2019 (24:00 CEST).

In their relationship to the Company only those persons shall be deemed to be shareholders for the purpose of participating in the meeting and exercising voting rights who have provided the special evidence of share ownership. 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 participation or the scope of voting rights is 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 and the scope of voting rights, meaning that sales of shares after the evidence deadline have no effect on entitlement to participation and the scope of voting rights. The same applies for purchases and additional purchases of shares after the evidence deadline. Persons who do not yet own any shares at the evidence deadline and only become shareholders afterwards are only entitled to participate and vote for the shares they hold if they obtain proxy authorization or authorization to exercise such rights from the previous shareholder. The evidence deadline has no significance for dividend entitlement.

After receipt of the registration and special evidence of share ownership by the Company, admission cards for participation in the AGM are sent to the shareholders.

## Procedure for voting by proxy

Shareholders may have their voting rights and other rights in the AGM exercised by proxies, e.g. by a bank, an association of shareholders, a proxy appointed by the Company or by a third party. In these cases too, punctual registration for the AGM 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.

According to § 134(3) Sentence 3 AktG, the granting, cancellation and documentation of proxy vis-à-vis the Company must be provided in text form (§ 126b BGB). In the event that a bank, an association of shareholders or another person or institution of equal status pursuant to § 135(8) and (10) AktG is to be appointed proxy, neither the law nor the Articles of Association stipulate a particular form requirement. We must point out, however, that the person or institution to be appointed as proxy may require a special form of authorization in these cases because § 135 AktG requires them to keep a verifiable record of the authorization. Please therefore agree on a possible form of authorization with the parties to be authorized in such cases.

This authorization may be granted to the authorized party or to the Company. Evidence of the authority granted may be provided by the authorized party presenting such evidence (for example, the original proxy or a copy thereof) at the admission check on the day of the AGM. The evidence can also be sent by mail to the following address:

Fraport AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
D-80637 Munich  
or by fax to +49 89 21027 289

For electronic transmission the Company offers the possibility of sending the evidence by e-mail to [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de).

The aforementioned 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 vis-à-vis the Company using the aforementioned channels.

If the issuance or the evidence of a proxy or its cancellation is made by a statement to the Company sent by mail, this must also be received by the Company by Friday, May 24, 2019 (date the mail is received) for organizational reasons. Transmission of such a declaration to the Company by fax or e-mail is still permitted even on the day of the AGM.

Evidence that a proxy has been issued at or during the Annual General Meeting can be furnished by production of the evidence (e.g. the original proxy) at the registration counter.

Shareholders wishing to authorize a proxy are requested to use the form provided by the Company for granting this proxy. This form is sent to properly registered persons together with the admission card and may be requested by mail at the address Fraport AG, AGM Project Office/HV-Projektbüro (VV1), 60547 Frankfurt am Main, Germany, by fax (+49 (0)69 690-25201) or by e-mail ([HV-Projektbuero@fraport.de](mailto:HV-Projektbuero@fraport.de)). In addition to this, a proxy form can also be downloaded from the Company's website at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de). Proxies can also be granted electronically up to the day of the AGM (inclusive) via the Company's Internet-based authorization system. Shareholders can obtain further information regarding the Company's Internet-based authorization system on the Internet at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) (available in German only). This year we again offer our shareholders the possibility, prior to the AGM, of nominating a proxy appointed by the Company and bound by the shareholder's instructions to exercise their



voting rights. Shareholders wishing to appoint a proxy nominated by the Company require an entry card for the AGM to do this. This contains a form that can be used to authorize proxies and give voting instructions. To ensure that the admission card is received in good time it should be ordered from the bank at which the shareholder has his securities account as early as possible. 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 authorization and instructions to the proxy appointed by the Company may also be given electronically, using the procedure established by the Company, via the Company's Internet-based authorization system.

Further information on giving authorizations and instructions to proxies appointed by the Company is contained in the admission card sent to properly registered shareholders. The same information can also be viewed on the Internet at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) (in German only).

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

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

Shareholders whose shares together amount to one twentieth of the share capital or a pro rata amount of €500,000 (corresponding to 50,000 shares) may, pursuant to § 122(2) AktG, request that items be placed on the Agenda and announced. Each new item must be accompanied by reasons justifying same or a draft resolution. Those submitting such requests must document that they have been the owners of a sufficient number of shares for the duration of the minimum ownership period of three months prescribed by law and hold these until such time as a decision is rendered regarding their request.

The request is to be addressed in writing to the Executive Board of the Company and must be received by the Company by no later than the end of April 27, 2019 (24:00 CEST). Shareholders are requested to use the following address for such requests:

Fraport AG Executive Board  
Attn. AGM Project Office/HV-Projektbüro (VV1)  
60547 Frankfurt am Main  
Germany

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

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

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

Fraport AG  
AGM Project Office/HV-Projektbüro (VV1)  
60547 Frankfurt am Main  
Germany  
Telefax: +49 69 690-25201  
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, 2019 (24:00 CEST) will be made available immediately after they are received on the website of the Company at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) under the further requirements of §§ 126, 127 AktG, including the name of the shareholders and – in the case of motions – the reasons for same. Any comments by management will also be published at the aforementioned Internet address.

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

At the AGM any shareholder or shareholder representative 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.

## **Further explanations on shareholder rights and data protection**

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

When you register for the Annual General Meeting or grant a voting proxy we collect personal data concerning you and/or your proxy. This occurs in order to enable shareholders to exercise their rights at the Annual General Meeting. You can also find details regarding the handling of your personal data in connection with the Annual General Meeting and your rights under the EU General Data Protection Regulation on the Company's website at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de).

Frankfurt am Main, April 2019

**Fraport AG Frankfurt Airport Services Worldwide**  
***The Executive Board***