



Second Compliance Statement for the Year 2010

(Date: December 13, 2010)



Second Compliance Statement for the Year 2010

The Executive and Supervisory Boards of Fraport AG state according to § 161 Corporation Law:

The last annual compliance statement was made on December 14, 2009. An updated compliance statement was made on June 10, 2010. Fraport AG has complied with and will continue to comply with the recommendations of the Government Commission German Corporate Governance Code dated June 18, 2009, with the following deviations:

“In a Directors & Officers insurance for the Supervisory Board a corresponding retention is to be agreed upon (section 3.8 paragraph 2 of the GCGC)”

“The compensation paid to the members of the Supervisory Board does not include a performance-related, variable component (section 5.4.6 paragraph 2 of the GCGC).”

The intention made known in the compliance statement for the year 2009 and pronounced on December 14, 2009, which was to include a corresponding retention in a Directors & Officers insurance, was implemented on time. Consequently, a deviation in this regard no longer existed since the day of the update.

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Since the updated compliance statement Fraport AG has complied with and will continue to comply with the recommendations of the Government Commission German Corporate Governance Code dated June 18, 2009, with the following deviation and will in the future likewise comply with the recommendations of the Government Commission dated May 26, 2010, except for the following deviation:

“The compensation paid to the members of the Supervisory Board does not include a performance-related, variable component (section 5.4.6 paragraph 2 of the GCGC).”

According to § 12 of our Articles of Association, the members of the Supervisory Board receive a fixed compensation and meeting attendance fee. Considering the intensive supervision activity of the Supervisory Board, the Board views this to be appropriate for the time being. Furthermore, they receive compensation for their work in a committee. Due to the increased significance of the finance and audit committee, the chairman of this committee receives an increased compensation and the members of this committee receive an increased meeting attendance fee.



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Concerning the new recommendations of the Government Commission concerning “absentee voting” in Code Section 2.3 (code sections 2.3.1 and 2.3.3 of the GCGC) the executive and supervisory boards intend to establish the requirements according to the articles of association to offer Fraport AG shareholders the possibility of absentee voting in the future.

Frankfurt am Main, December 13, 2010