



**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 29, 2018**, 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 2017 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).**

The Supervisory Board approved the annual financial statements and consolidated financial statements drawn up by the Executive Board in accordance with § 171 of the German Stock Corporation Act (AktG – Aktiengesetz) and thus adopted the annual financial statements. Therefore no resolution is required from the Shareholders' 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 2017 fiscal year**

The Executive Board and the Supervisory Board propose that the net retained profits for the 2017 fiscal year totaling €138,703,056.00 be appropriated for the distribution of a dividend of €1.50 per no-par share entitled to a dividend, corresponding to a total amount of €138,587,008.50, and to transfer the remaining amount of €116,047.50 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, however, still provide for payment of €1.50 per entitled share with no change.

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 June 1, 2018.

**3. Resolution on the formal approval of the actions of the Executive Board for the 2017 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 2017 fiscal year for this period.

**4. Resolution on the formal approval of the actions of the Supervisory Board for the 2017 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 2017 fiscal year for this period.

**5. Appointment of the auditor of the annual and consolidated financial statements for the 2018 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 2018 financial year.

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

Pursuant to § 102(1) AktG and Article 6(1) of the Articles of Association, the term of office of all the members of the Supervisory Board drawn from the shareholders will end at the close of the Annual General Meeting on May 29, 2018.

In accordance with § 96(1) and § 101(1) AktG and § 6(2) in conjunction with § 7(1) sentence 1 of Mitbestimmungsgesetz (MitbestG – German Co-determination Act) as well article 6(1) sentence 1 of the Articles of Association, the Supervisory Board consists of ten members drawn from the shareholders and ten members drawn from the employees; in accordance with § 96(2) sentence 1 AktG in conjunction with § 1(1) MitbestG, no less than 30 per cent of the members shall be women (i.e. no less than 6) and no less than 30 per cent shall be men (i.e. no less than 6).

The gender quota has to be met by the Supervisory Board as a whole, unless the shareholders' representatives or the employees' representatives object to quota being met on an overall basis in accordance with § 96(2) sentence 3 AktG. Within the framework of its meeting on September 18, 2015, the Supervisory Board resolved in this respect that the quotas on the side of the shareholders and on the side of the employees have to be met separately. This means that the Supervisory Board must nominate for election no less than three women to the Annual General Meeting on May 29, 2018. This quota is met by the nomination of Ms. Kathrin Dahnke, Dr. Margarete Haase and Prof. Katja Windt.

The following nominations are based on a recommendation of the Nomination Committee of the Supervisory Board and seek to complete the profile of skills and expertise for the entire board drawn up by the Supervisory Board in accordance with § 5.4.1 of the German Corporate Governance Code (DCGK – Deutscher Corporate Governance Kodex) and § 289f(2) HGB, the Supervisory Board adopted concrete objectives for its composition and a profile of skills and expertise for the entire board on June 27, 2016. More detailed information on the objectives of the Supervisory Board regarding its composition and on the profile of skills and expertise for the entire board (including the diversity concept) as well as on the implementation status is

published in the Corporate Governance Report combined with the Corporate Governance Statement, which is also available as an integral part of the Annual Report on the website at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de)

The Supervisory Board proposes that the following persons be elected to the Supervisory Board as representatives of the shareholders for the period up to the close of the Annual General Meeting that adopts a resolution on formal approval of the actions of the Supervisory Board for the 2022 financial year:

- a) **Uwe Becker**, Frankfurt am Main,  
Deputy Mayor and City Treasurer of the City of Frankfurt am Main
- b) **Kathrin Dahnke**, Bielefeld,  
Member of the Management Board of Wilh. Werhahn KG
- c) **Peter Feldmann**, Frankfurt am Main,  
Mayor of the City of Frankfurt am Main
- d) **Peter Gerber**, Butzbach,  
Chairman of the Executive Board of Lufthansa Cargo AG
- e) **Dr. Margarete Haase**, Ebersberg,  
Member of the Board of Management of Deutz AG (up to April 30. 2014)
- f) **Frank-Peter Kaufmann**, Dietzenbach,  
Member of the Landtag (state parliament) of Hesse
- g) **Lothar Klemm**, Neuberg,  
Secretary of State of Hesse, retired, attorney
- h) **Michael Odenwald**, Kleinmachnow,  
Secretary of State at the German Federal Ministry of Transport and Digital Infrastructure
- i) **Karlheinz Weimar**, Bad Camberg,  
Minister of Finance for the State of Hesse, retired, attorney and notary
- j) **Prof. Katja Windt**, Bremen,  
Member of the management of the SMS group GmbH

It is intended to let the Annual General Meeting decide on the new elections to the Supervisory Board by way of separate votes. It is pointed out in accordance with § 5.4.3, sentence 3 DCGK that, if he is elected to the Supervisory Board, Mr Karlheinz Weimar will be nominated as a candidate for the position of Chair of the Supervisory Board.

With regard to the objective of the Supervisory Board that the board shall contain no less than three shareholders' representatives who are independent within the meaning of § 5.4.2 DCGK, it can be stated that in Ms. Kathrin Dahnke, Dr. Margarete Haase, and Prof. Katja Windt the Supervisory Board already includes and will thus continue to include three independent shareholders' representatives.

Ms. Kathrin Dahnke and Dr. Margarete Haase additionally fulfill the statutory requirements of § 100(5) AktG as members of the Supervisory Board with expertise in the areas of accounting or the auditing of annual financial statements.

Furthermore, it has been confirmed in accordance with the recommendation in § 5.4.1, paragraph 5, DCGK that the candidates continue to be able to devote the expected amount of time required.

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**Information on item 6 of the agenda on membership of other statutory supervisory boards, on membership in comparable German and foreign oversight bodies of commercial enterprises, as well as curricula vitae of the candidates proposed for election to the Supervisory Board**

**Uwe Becker**, Frankfurt am Main,  
Deputy Mayor and City Treasurer of the City of Frankfurt am Main

***Personal details:***

Year of birth: 1969  
Nationality: German  
Occupation: Deputy Mayor and City Treasurer of the City of Frankfurt am Main  
Place of residence: Frankfurt am Main

***Education:***

1992 – 1994 Apprenticeship as a qualified banker at Frankfurter Sparkasse

***Professional career:***

1994 – 2004 Qualified banker / human resources officer at Frankfurter Sparkasse  
1995 – 2006 Member of the municipal council of the City of Frankfurt am Main  
2001/2004 –2006 Chairman/Executive Secretary of the CDU caucus of Frankfurt am Main  
From 2006 Full-time city councilor of the City of Frankfurt am Main, Department of Social Affairs, Youth and Sport  
Since April 1, 2007 City Treasurer of the City of Frankfurt am Main  
Since July 15, 2016 Deputy Mayor of the City of Frankfurt am Main

***Membership of statutory oversight bodies:***

- Stadtwerke Verkehrsgesellschaft Frankfurt am Main mbH (Chair)
- MAINOVA AG (Chair)
- Messe Frankfurt GmbH
- Stadtwerke Frankfurt am Main Holding GmbH
- Süwag Energie AG
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***Membership of comparable oversight bodies:***

- Hafenbetriebe (port operations) of the City of Frankfurt am Main
- Municipal services for children, youths, and families, Frankfurt am Main
- Marktbetriebe (market operations) of the City of Frankfurt am Main
- Municipal drainage services, Frankfurt am Main
- Daycare facilities, Frankfurt
- Municipal hospitals, Frankfurt am Main-Höchst
- Adult education centers, Frankfurt am Main
- Dom Römer (Vice Chair)
- Gas-Union GmbH (Chair)
- Gateway-Gardens Projektentwicklungs-GmbH
- Nassauische Sparkasse
- Kliniken Frankfurt-Main-Taunus GmbH
- Sportpark Stadion Frankfurt am Main Gesellschaft für Projektentwicklungen mbH
- Tourismus- und Congress GmbH Frankfurt am Main

- Wirtschaftsförderung Frankfurt – Frankfurt Economic Development – GmbH (up to December 31, 2017)
- Zentrale Errichtungsgesellschaft mit beschränkter Haftung (up to December 27, 2017)
- RMA Rhein-Main Abfall GmbH
- RTW Planungsgesellschaft mbH
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**Kathrin Dahnke**, Bielefeld,  
Member of the Management Board of Wilh. Werhahn KG

***Personal details:***

Year of birth: 1960  
Nationality: German  
Occupation: Member of the Management Board of Wilh. Werhahn KG  
Place of residence: Bielefeld

***Education:***

1980 – 1984 Degree in business economics from Georg-August-Universität, Göttingen

***Professional career:***

1985 – 1989 Head of the Finance department, Beiersdorf AG, Hamburg  
1989 – 1997 Associate Director Mergers & Acquisitions, West LB, Düsseldorf und Berlin  
1998 – 2004 Managing Director, Otto Bock Holding GmbH & Co. KG, Duderstadt  
2005 - May 2010 Director of Finances and Controlling, Gildemeister AG, Bielefeld  
2010 – 2014 Member of the Executive Board of Gildemeister AG  
Since April 2014 Member of the Management Board of Wilh. Werhahn KG

***Membership of statutory oversight bodies:***

***Membership of supervisory boards (of wholly owned subsidiaries of Wilh. Werhahn KG):***

- Bank11 für Privatkunden und Handel GmbH
- abcbank GmbH

***Supervisory Board Chair:***

- Zwilling J.A. Henckels AG (up to May 31, 2017)
- Basalt-Actien-Gesellschaft (from June 1, 2017)

***Supervisory Board Vice Chair:***

- Basalt-Actien-Gesellschaft (up to May 31, 2017)
- Zwilling J.A. Henckels AG (from June 1, 2017)

***Membership of supervisory boards:***

- Braun Melsungen AG

***Membership of boards of directors (of wholly owned subsidiaries of Wilh. Werhahn KG):***

- abcfinance GmbH

***Membership of management boards (of wholly owned subsidiaries of Wilh. Werhahn KG):***

- Werhahn Industrieholding AG

**Peter Feldmann, Frankfurt am Main**  
Mayor of the City of Frankfurt am Main

***Personal details:***

Year of birth: 1958  
Nationality: German  
Occupation: Mayor of the City of Frankfurt am Main  
Place of residence: Frankfurt am Main

***Education:***

1979 – 1980 Overseas stay in Israel – connected with an apprenticeship as a gardener  
1981 – 1986 Studies in political science at Philipps-Universität, Marburg, graduating with a degree (Diplom)  
2009 Graduates from studies as a social economist

***Professional career:***

Up to 1988 Lecturer on the Management Seminar for Politics, History and Constitutional Theory  
1988 – 1990 Regional Executive Secretary for the SPD youth organization “Die Falken” (“The Falcons”)  
1990 – 1996 Director of the education and youth center in Bonames / Bügel  
1996 – 2008 Policy adviser of the Paritätischer Wohlfahrtsverband (German Charities Association)  
2008 – 2012 Director of the “Kurt-Steinbrecher-Haus” old people’s welfare center

***Political career:***

Since 1990 Spokesperson for youth and social affairs of the SPD caucus  
1993 Member of the Executive Committee of the caucus  
1989 – 2012 Member of the Municipal Council of the City of Frankfurt am Main (performs various functions during membership of the municipal council)  
From 2012 Mayor of the City of Frankfurt am Main

***Membership of statutory oversight bodies:***

***Supervisory board chair:***

- ABG FRANKFURT HOLDING Wohnungsbau- und Beteiligungsgesellschaft mbH
- Messe Frankfurt GmbH
- Stadtwerke Frankfurt am Main Holding GmbH
- KEG Konversions-Grundstücksentwicklungs-Gesellschaft mbH

***Membership of supervisory boards and comparable oversight bodies of commercial enterprises***

- Alte Oper Frankfurt Konzert- und Kongresszentrum GmbH (Chair)
- Dom Römer GmbH (Chair)
- FrankfurtRheinMain GmbH International Marketing of the Region (Chair)
- Gas Union GmbH
- Nassauische Heimstätte Wohnungsbau- und Entwicklungsgesellschaft mbH (Vice Chair)
- Rhein-Main-Verkehrsverbund GmbH (Chair)
- Schirn Kunsthalle Frankfurt am Main GmbH (Chair)
- Tourismus- und Congress GmbH Frankfurt am Main (Chair)
- Landesbank Hessen Thüringen (Helaba) (vice member)

***Membership of advisory boards:***

- Thüga AG

**Peter Gerber**, Butzbach,  
Chairman of the Executive Board of Lufthansa Cargo AG

**Personal details:**

Year of birth: 1964  
Nationality: German  
Occupation: Chairman of the Executive Board of Lufthansa Cargo AG  
Place of residence: Butzbach

**Education:**

1983 – 1992 Studies law (first and second state exam) and business administration in Gießen and Hagen

**Professional career:**

1993 – 1997 Various positions in the Human Resources department and also in the Legal department, Deutsche Lufthansa AG  
1997 – 2001 Senior department head of intercompany clearing, charges and fees, Deutsche Lufthansa AG  
2001 – 2004 Responsible project manager for the Group-wide “D-Check” results assurance program, Deutsche Lufthansa AG  
2003 – 2004 Additionally head of Group strategy, Deutsche Lufthansa AG  
2004 – 2009 Divisional director for wage policy and social security of the Lufthansa Group, responsible Lufthansa officer for the “German Air Transport” initiative  
2009 – 2012 Member of the Executive Board of Lufthansa Cargo AG (Finance, Human Resources division)  
2012 – 2014 Member of the Lufthansa Passage Airlines board (Human Resources, IT, and Services division)  
Since May 1, 2014 Chairman of the Executive Board of Lufthansa Cargo AG

**Membership of statutory or comparable oversight bodies:**

**Membership of supervisory boards:**

- Albatros Versicherungsdienste GmbH

**Membership of management boards:**

- Bundesvereinigung Logistik e.V. (German Logistics Association)
- Bundesverband der Deutschen Fluggesellschaften e.V. (BDF – Federal Association of German Airlines)

**Membership of executive committees:**

- Bundesverband der Deutschen Luftverkehrswirtschaft e.V. (BDL – German Aviation Association)
- Chair of IATA Cargo Committee (CC) (from September 19, 2017)

**Dr. Margarete Haase**, Ebersberg,  
Member of the Board of Management of Deutz AG (up to April 30. 2014)

**Personal details:**

Year of birth: 1953  
Nationality: Austrian  
Occupation: Member of the Board of Management of Deutz AG (up to April 30, 2018)  
Place of residence: Ebersberg

**Education:**

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

**Professional career:**

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

**Membership of statutory oversight bodies:****Membership of supervisory boards:**

- ZF Friedrichshafen AG
- ING Groep N.V. and ING Bank N.V. Amsterdam (elected in 2017, exercise of mandate starts in 2018)

**Membership of comparable oversight bodies:**

- Deutz (Dalian) Engine Co. Ltd.
- Deutz Engines (Shandong) Co. Ltd. (Chair)

**Frank-Peter Kaufmann**, Dietzenbach,  
Member of the Landtag (state parliament) of Hesse

**Personal details:**

Year of birth: 1948  
Nationality: German  
Occupation: Graduate physicist  
Place of residence: Dietzenbach

**Education:**

- 1966 – 1970 Abitur school-leaving exam followed by studies in physics at the Goethe University, Frankfurt, graduating with a degree

**Professional career:**

- 1970 – 1972 Academic work in theoretical physics  
1972 – 1983 Work in the university administration, lastly as head of the planning department of the Goethe University



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

***Membership of statutory or comparable oversight bodies:***

***Membership of supervisory boards:***

- Hessische Staatsweingüter Kloster Eberbach GmbH Eltville

**Lothar Klemm**, Neuberg,  
Secretary of State of Hesse, retired, attorney

***Personal details:***

- Year of birth: 1949
- Nationality: German
- Occupation: Secretary of State of Hesse, retired, attorney
- Place of residence: Neuberg

***Education:***

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

***Professional career:***

- 1978 Practicing attorney and notary

***Political career:***

- 1994 – 1995 Hesse Minister for Economic Affairs, Transport, Technology, and European Affairs
- 1995 – 1999 Hesse Minister for Economic Affairs, Transport, and Regional Development

***Membership of statutory or comparable oversight bodies:***

***Supervisory board chair:***

- Dietz AG

***Management board chair:***

- Förderverein für integrierte Verkehrssysteme (Darmstadt) (Association Promoting Integrated Transport Systems)

Non-executive Director European Electrical Bus Company (Frankfurt) (from January 1, 2016)

**Michael Odenwald**, Kleinmachnow,  
Secretary of State at the German Federal Ministry of Transport and Digital Infrastructure

***Personal details:***

Year of birth: 1958  
Nationality: German  
Occupation: Secretary of State at the German Federal Ministry of Transport and Digital Infrastructure  
Place of residence: Kleinmachnow

**Education:**

1979 – 1983 Studies theology at the University of Heidelberg  
1983 – 1988 Studies law at the University of Heidelberg, graduates after passing the first state examination in law (with distinction)  
1991 Supplementary studies in administrative sciences at the Hochschule für Verwaltungswissenschaften (University of Administrative Sciences) in Speyer  
1989 – 1992 Law clerk at the regional court of Heidelberg, graduates after passing the second state examination in law (with distinction)

**Professional career:**

1992 – 2002 Various functions at the German Federal Ministry of Transport, Construction, and Housing  
2002 – 2009 Spokesperson for the CDU/CSU caucus in the Bundestag  
2009 – 2010 Head of the “Personnel, budget, federal investments, legal matters“ sub-department at the German Federal Ministry of Transport, Construction, and Urban Development  
2010 – 2012 Head of the central department at the German Federal Ministry of Transport, Construction, and Urban Development  
Since 2012 Secretary of State at the German Federal Ministry of Transport and Digital Infrastructure (up to 2013: Federal Ministry of Transport, Construction, and Urban Development)

**Membership of statutory oversight bodies:**

**Membership of supervisory boards:**

- Deutsche Bahn AG (DB AG)

**Karlheinz Weimar**, Bad Camberg,  
Minister of Finance for the State of Hesse, retired, attorney and notary

**Personal details:**

Year of birth: 1950  
Nationality: German  
Occupation: Finance minister of the State of Hesse, retired, attorney and notary  
Place of residence: Bad Camberg

**Education:**

1968 – 1977 Military service  
Studies law, practical legal training,  
graduates after passing the second state examination in law

**Professional career:**

1978 – 1987 Attorney  
1991 – 1999 Independent attorney and notary  
Since 2010 Independent attorney and notary

**Political career:**

Since 1978 Member of the Landtag (state parliament) of Hesse

1987 – 1991 Environment minister of the State of Hesse  
1988 – 2000 CDU Chair for the Limbourg-Weilburg district  
1991 – 1999 Vice Chair of the CDU state caucus, spokesperson for financial policy  
1999 – 2010 Minister of Finance for the State of Hesse

***Membership of statutory or comparable oversight bodies:***

***Membership of university councils:***

- University of Frankfurt am Main

***Membership of boards of trustees:***

- Institute for Law and Finance

***Membership of boards of directors:***

- Krankenhausgesellschaft St. Vinzenz mbH Limburg

**Prof. Katja Windt**, Bremen,

Member of the management of the SMS group GmbH

***Personal details***

Year of birth: 1969

Nationality: German

Occupation: Professor of Global Productions Logistics, member of the management of the SMS group GmbH

Place of residence: Bremen, Düsseldorf (secondary residence)

***Education:***

1988 – 2001 Studies (course of studies in mechanical engineering, specializing in production technology), graduating with a degree and doctorate from the Leibniz Universität Hannover (University of Hanover), which included practical training and semesters in Germany and abroad

***Professional career:***

1996 – 2001 Research assistant at the University of Hanover

2001 – 2007 Research associate at the University of Bremen and departmental head at the Bremer Institut für Produktion und Logistik

2008 – 2009 Associate Professor of Global Production Logistics, Jacobs University Bremen gGmbH

Since 2009 Full Professor of Global Production Logistics, Jacobs University Bremen gGmbH

October 2012 – November 2013 – Provost and Managing Director, Jacobs University Bremen gGmbH

November 2013 – January 2018 – President and Managing Director, Jacobs University Bremen gGmbH

January 2018 SMS group GmbH, Electrics / Automation as well as Digital Solutions

Since April 2018 Member of the management of the SMS group GmbH

***Membership of statutory or comparable oversight bodies:***

***Membership of supervisory boards:***

- Deutsche Post AG

***Membership of management boards:***

- Bundesvereinigung Logistik (BVL) e.V.

**Supplementary information on item 6 of the agenda pursuant to § 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code**

At the time this invitation is published, Mr. Peter Gerber is the Chairman of the Executive Board of Lufthansa Cargo AG, a wholly owned subsidiary of Deutsche Lufthansa AG. For the sake of completeness, the business relationships of Fraport AG both to Deutsche Lufthansa AG and to Lufthansa Cargo AG as part of the Lufthansa Group are presented below.

The Lufthansa Group – as one of the world’s largest civil aviation corporations – is the main customer of Fraport AG. Fraport AG maintains intensive business relationships with both Deutsche Lufthansa AG and Lufthansa Cargo AG with the focus on areas involving the processing of take-offs and landings, ground handling of aircraft, including cargo planes, and the use of property and land-side areas for cargo handling.

The business relationships with Deutsche Lufthansa AG, its partners in the Star Alliance, and with Lufthansa Cargo AG make a significant contribution to the revenue of the Fraport Group. The key sales are generated here in the segments Aviation and Ground Handling as well as Retail & Real Estate. Frankfurt Airport is the home airport and largest hub of Deutsche Lufthansa AG and also the most important location in the Lufthansa Cargo AG network. Lufthansa Cargo AG accounts for the largest share of freight handling at Frankfurt Airport. Fraport AG is therefore one of the most important airport operators for the Lufthansa Group.

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**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) of the German Stock Corporation Act 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 of the German Civil Code)

and forward to the Company at this address special evidence of their shareholding, also issued in text form (§ 126b of the German Civil Code), 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](mailto:wp.hv@db-is.com)  
Fax: +49 69 12012-86045

Evidence of the shareholding must relate to the start of May 8, 2018 (00:00 – known as the record date). Registration and proof must be received by the company by no later than the end of May 22, 2018 (24:00).

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 of the German Stock Corporation Act, the granting, cancellation and documentation of proxy vis-à-vis the Company must be provided in text form (§ 126b of the German Civil Code). In the event that a bank, an association of shareholders or another person or institution of equal status pursuant to § 135 (8) and (10) of the German Stock Corporation Act 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 re-

quire a special form of authorization in these cases because § 135 of the Stock Corporation Act 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 25, 2018 (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, HV-Projektbüro (VV1), D-60547 Frankfurt am Main, 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) (in German only).

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) of the German Stock Corporation Act**

Shareholders whose shares together amount to one twentieth of the share capital or a pro rata amount of EUR 500,000 (corresponding to 50,000 shares) may, pursuant to § 122 (2) of the German Stock Corporation Act, 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 28, 2018 (24:00). Shareholders are requested to use the following address for such requests:

Vorstand der Fraport AG  
Attn. HV-Projektbüro (VV1) (AGM Project Office)  
D-60547 Frankfurt am Main

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 of the German Stock Corporation Act**

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  
HV-Projektbüro (VV1)  
D-60547 Frankfurt am Main  
Telefax: +49 69 690-25201  
E-mail: [HV-Projektbuero@fraport.de](mailto:HV-Projektbuero@fraport.de)

Counter-motions and nominations received by the Company at the above address by no later than the end of May 14, 2018 (24:00) 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) of the German Stock Corporation Act**

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**

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

Frankfurt am Main, April 2018

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



## Data Protection Information for Shareholders

Dear Shareholders:

Fraport AG processes personal information (name, place of residence, e-mail address if applicable, number of shares, share class, means of ownership, and entry card number) on the basis of applicable data protection laws to enable it to exercise its rights during the Annual General Meeting (AGM).

It is absolutely essential that we process your personal information for your attendance at the AGM. Fraport AG is the data controller for the purposes of processing. The legal basis for this is Art. 6 (1) c of the EU's General Data Protection Regulation, or GDPR (Datenschutz-Grundverordnung, or DSGVO).

Service providers of Fraport AG contracted for the purpose of conducting the AGM receive from Fraport AG only those types of personal information that are required to perform the services for which they are contracted, and they process the information only as instructed by Fraport AG.

As a shareholder, you have the right to request access to and rectification or erasure of personal data or restriction of processing concerning your information or to object to processing at any time as well as a right to data portability under Chapter III of the GDPR. You may assert these rights vis-à-vis Fraport AG free of charge by writing to the e-mail address [HV-Projektbuero@fraport.de](mailto:HV-Projektbuero@fraport.de) or using the contact information below:

Fraport AG  
HV-Projektbüro (VV1)  
D-60547 Frankfurt am Main  
Fax: +49 -69 -690-25201

You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Art. 77 of the GDPR.

You can reach our data protection officer at:  
[datenschutz@fraport.de](mailto:datenschutz@fraport.de)

As of May 25, 2018, new data protection regulations will apply throughout Europe. Therefore, you will find detailed data protection statements on Fraport's company website at [www.hauptversammlung.fraport.de](http://www.hauptversammlung.fraport.de) by that date at the latest.

Frankfurt am Main, April 2018

Fraport AG Frankfurt Airport Services Worldwide  
The Executive Board