

# ***Supervisory Board Rules of Procedure***

***Version  
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# ***Rules of procedure for the Supervisory Board of Fraport AG Frankfurt Airport Services Worldwide***

## ***Section 1 Chair and Deputy Chair of the Supervisory Board***

- (1) A Supervisory Board meeting shall be held without the requirement for a specific notice of convening following the Annual General Meeting at which new Supervisory Board members who must be elected by the Annual General Meeting have been elected; at such Supervisory Board meeting, the Supervisory Board shall elect from among its members a Chair and a Deputy Chair for the duration of its term of office in accordance with the terms of the German Co-determination Act (MitbestG). The Deputy Chair shall stand in for the Chair of the Supervisory Board whenever the Chair is unavailable unless the articles of association or these rules of procedure provide otherwise. In all cases in which the Deputy Chair is representing the Chair of the Supervisory Board they shall be vested with the same rights as the Chair, with the exception of the second vote accorded to the Chair pursuant to the MitbestG.
- (2) Voting shall be by show of hands. At the request of a Supervisory Board member, voting must be by submission of ballot papers. The election shall be chaired by the oldest member of the Supervisory Board in terms of age.
- (3) If the required majority is not reached in the election of the Chair of the Supervisory Board or their deputy, the election of the Chair of the Supervisory Board and their deputy shall be put to a second vote. In this vote, the Supervisory Board members representing the shareholders shall elect the Chair and the Supervisory Board members representing the employees shall elect the deputy, in each case by a majority of votes cast. Clause (2) shall apply accordingly.
- (4) If the Chair of the Supervisory Board leaves during their term of office, their deputy shall immediately convene an extraordinary Supervisory Board meeting at which a new election shall be held for the remainder of the term of office. The same shall apply analogously if the deputy leaves.

## ***Section 2 Convening of meetings***

- (1) Supervisory Board meetings shall take place at least once each calendar quarter. Further meetings shall be convened as required. The members of the Executive Board shall attend Supervisory Board meetings unless the Supervisory Board resolves to discuss matters in the absence of the Executive Board in individual cases.
- (2) The Chair of the Supervisory Board shall convene Supervisory Board meetings in writing, by fax or by e-mail, giving at least two weeks' notice. The day the notice of convening is sent and the day of the meeting shall not be counted. In urgent cases, they may shorten the notice period to five days and also convene the meeting verbally or by telephone.
- (3) The notice of convening must communicate the location and time of the meeting, as well as the agenda items and proposed resolutions. The Supervisory Board members must be sent detailed resolution documents together with the notice of convening unless another approach is required for reasons of particular urgency or particular confidentiality in exceptional cases.

## ***Section 3 Passing of resolutions***

- (1) Resolutions of the Supervisory Board shall generally be passed at meetings. In urgent cases, it shall be permissible to pass resolutions outside of meetings in writing, by fax or by e-mail if the Chair of the Supervisory Board proposes passing a resolution by such method while setting a reasonable time limit and no Supervisory Board member objects. Clauses (2) through (7) shall apply accordingly to votes held outside of meetings.
- (2) The Chair of the Supervisory Board shall chair Supervisory Board meetings. They shall determine the order in which the agenda items are discussed as well as the method and order of voting.
- (3) The Supervisory Board shall be quorate if the Supervisory Board members are duly convened using the address last provided to the Supervisory Board Chair and at least half of the total number of members required to form the Supervisory Board participate in the passing of resolutions either in person or by way of written votes. A Supervisory Board member shall also be deemed to participate in the passing of resolutions if they abstain.

- (4) Resolutions on agenda items that were not announced in the proper manner may only be passed at the meeting if no Supervisory Board member who is present objects before the resolution is passed. In such a case, absent Supervisory Board members must be given an opportunity, within a reasonable time limit to be determined by the Chair, to object to the passing of the resolution or submit their vote by mail. The resolution shall only become effective if no absent Supervisory Board member has objected within the time limit.
- (5) Resolutions of the Supervisory Board shall be passed by a simple majority of votes cast unless the law requires otherwise. This shall also apply to elections.
- (6) If a Supervisory Board vote results in a tie, the matter for resolution shall be discussed again at the request of at least two Supervisory Board members who are present. In the new vote regarding the same matter for resolution, the Chair of the Supervisory Board shall be accorded a second vote in the event of another tie.
- (1) A Supervisory Board member who is absent from a Supervisory Board meeting may have their written vote submitted via another Supervisory Board member. In individual cases, a Supervisory Board member who is unable to attend may also have their written vote submitted via a person with written authorization pursuant to section 9 (7) of the articles of association if such person has made a written undertaking to maintain confidentiality with regard to all matters that become known to them at the meetings.

#### ***Section 4 Use of committees***

- (1) The Supervisory Board may form committees of six or eight members with sufficient expertise from among its members. The Nomination Committee shall be an exception in this respect, with only three shareholder representatives as members. The Supervisory Board shall regulate the tasks and powers of the committees and appoint the committee chairs.
- (2) Decision-making powers of the Supervisory Board may also be delegated to the committees pursuant to § 107 (3) of the German Stock Corporation Act (AktG). If a vote in such a committee results in a tie, a second vote shall be held at the request of at least two Supervisory Board members who are present. If the Chair of the Supervisory Board is a member of the committee, they, but not their deputy, shall have two votes in the second vote. If this further vote also does not result in a majority decision, the Supervisory Board shall decide on the matter.

- (3) A committee shall be quorate if at least half of its members, including the chair of the committee or their deputy, participate in the passing of resolutions. Supervisory Board members who are not members of a committee shall be sent the invitation to the meeting; this shall not apply for the Executive Committee or the Nomination Committee.
- (4) The members of the Executive Board shall attend committee meetings unless the committee resolves to discuss matters in the absence of the Executive Board in individual cases. In all other respects, the provisions of sections 1 (Chair and Deputy Chair of the Supervisory Board), 2 (Convening of meetings), 3 (Passing of resolutions), 6 (Minutes of meetings), 7 (Duty of confidentiality) and 9 (Declarations of intent) of these rules of procedure shall apply accordingly.
- (5) Immediately after the election of the Chair of the Supervisory Board and their deputy, the Supervisory Board shall form a committee to perform the tasks described in § 31 (3) first sentence and (5) MitbestG; such committee shall comprise the Chair of the Supervisory Board and their deputy, as well as one member elected by the Supervisory Board members representing the employees and one member elected by the Supervisory Board members representing the shareholders, in each case by a simple majority of votes cast.
- (6) The Supervisory Board shall set up an Executive Committee, which shall be chaired by the Chair of the Supervisory Board. The Executive Committee shall prepare for the appointment of Executive Board members and also deal with the terms of their employment contracts, including remuneration. It shall have the final decision on secondary activities of Executive Board members requiring approval. The Supervisory Board may delegate further tasks to the Executive Committee in individual cases.
- (7) The Supervisory Board shall set up a Finance and Audit Committee to prepare for resolutions relating to the areas of finance and auditing. This committee shall be chaired by a Supervisory Board member other than the Chair of the Supervisory Board who is not a former member of the Executive Board of the Company.

The Finance and Audit Committee shall, in particular, be concerned with the auditing of accounts and monitoring of the accounting process, the effectiveness of the internal control system, risk management system and internal audit system and the auditing of financial statements and compliance.

The Finance and Audit Committee shall be responsible for the procedure for selecting the auditor of the financial statements. It shall monitor the independence of the auditor and the quality of the audit. In this context, it shall grant final approval of all permissible non-audit services by the auditor in advance.

In addition, it shall give an opinion on

- the business plan and amendments to the plan requiring approval, the annual and consolidated financial statements, the Executive Board's proposal on the appropriation of profits, the management report and Group management report prepared by the Executive Board, the separate combined non-financial report, the audit report prepared by the auditor of the financial statements and other auditors, the Supervisory Board's proposal for the audit report and the approval of the actions of the Executive Board,
- the engagement of the auditor, including agreeing to the fee and determining the focal points of the audit.

(8) The Supervisory Board shall set up a Personnel Committee to prepare for resolutions in the area of personnel. It shall give an opinion on

- the development of the number of staff members,
- fundamental matters relating to collective bargaining law, the payment systems and the employee participation plan,
- matters relating to the company pension scheme.

(9) The Supervisory Board shall set up a Subsidiaries and Investments Committee to prepare for resolutions in the area of investments and resolutions and/or decisions regarding the formation, acquisition or sale of subsidiaries, as well as to monitor the economic performance of existing subsidiaries on an ongoing basis.

The Subsidiaries and Investments Committee shall give an opinion on the investment plan and investment reporting.

The Subsidiaries and Investments Committee shall have the final decision regarding investment measures and the formation, acquisition or sale of direct and indirect subsidiaries where the obligation or right of the Company under the investment or subsidiary-related measure amounts to between EUR 10,000,000.01 and EUR 30,000,000 in total.

The Subsidiaries and Investments Committee shall also have the final decision regarding the acquisition, sale or encumbrance of real property or equivalent rights

where the obligation or right amounts to between EUR 5,000,000.01 and EUR 10,000,000.

- (10) The Supervisory Board shall also set up a Nomination Committee that is composed exclusively of shareholder representatives and proposes suitable candidates to the Supervisory Board for its nominations to the Annual General Meeting.
- (11) The Chair of the Supervisory Board shall notify the Supervisory Board members, the Chair of the Subsidiaries and Investments Committee and the members of the committee regarding the reports pursuant to section 9 (6) of the Executive Board rules of procedure at the next meeting at the latest.
- (12) The Supervisory Board may set up further committees as required with the task of preparing the Supervisory Board to pass resolutions on specific matters, carrying out investigations or monitoring the implementation of resolutions.

## ***Section 5 Opinions of committees***

- (1) The opinions of committees shall include a specific proposal for the Supervisory Board resolution.
- (2) The opinions of committees shall include a recommendation to the Supervisory Board as to whether, in the view of the committee, the matter under discussion requires further oral debate within the Supervisory Board or a resolution can be passed by the Supervisory Board without discussion in accordance with the committee's proposal. If the committee recommends passing the resolution without a further debate, the Supervisory Board's approval shall be deemed granted in accordance with the committee's proposal on this agenda item unless a Supervisory Board member requests an oral debate. The items recommended for resolution without debate shall be marked separately on the agenda for the Supervisory Board meeting.

The proposed resolutions shall be presented at the next Supervisory Board meeting unless the committee recommends passing a resolution without oral debate in accordance with (2).

## ***Section 6 Minutes of meetings***

- (1) The Executive Board shall produce minutes of the Supervisory Board's discussions and resolutions and have them signed by the Chair of the Supervisory Board, ensuring that the resolutions passed in a fiscal year are numbered consecutively. The Company shall keep the original document on file. The members of the Supervisory Board shall each receive a copy.
- (2) The minutes shall be submitted to the Supervisory Board for approval at the next meeting.

### ***Section 7 Duty of confidentiality***

The Supervisory Board members shall maintain secrecy regarding confidential information and Company secrets, i.e. trade or business secrets, that become known to them through their activities on the Supervisory Board. This obligation shall remain in force even after their term in office has ended. In particular, voting, the course of debates, opinions and other personal statements made by individual Supervisory Board members shall be subject to the requirement for confidentiality.

### ***Section 8 Guidelines, gender quota and age limit***

- (1) The Supervisory Board may produce its own guidelines for performing its activities.
- (2) The Supervisory Board shall be composed of at least 30 percent women and 30 percent men; this quota must be met separately on the side of the shareholder representatives and on the side of the employee representatives.
- (3) Members shall not be over 72 years of age at the time of election or re-election to the Supervisory Board.

### ***Section 9 Declarations of intent***

If declarations are to be issued or accepted for the purpose of implementing resolutions of the Supervisory Board or one of its committees, the respective chair shall act on the Supervisory Board's behalf. Other documents and disclosures of the Supervisory Board shall be signed by the Chair of the Supervisory Board.

### ***Section 10 Attendance fees***



The attendance fee stipulated in the articles of association shall be paid for attendance at Supervisory Board and committee meetings.